



**ACKNOWLEDGEMENT OF RECEIPT OF
PROFESSIONAL WOMEN'S ROUNDTABLE
CURRENT BYLAWS**

RECEIVED BY (PRINT MEMBER'S FULL NAME)

MEMBER'S SIGNATURE

DATE

BOARD MEMBER WITNESS OF DELIVERY

BYLAW VERSION _____



Professional Women's Roundtable

A California Nonprofit Public Benefit Corporation

Bylaws Board of Director's Policy Strategic Plan

I. Introduction

The name of the association shall be the ***Professional Women's Roundtable*** (PWR). The association shall be a non-profit organization established under the laws of California. The purpose of the organization will be for educating, mentoring and charitable purposes, more specifically to improve the lives of professional women or those women seeking to become professionals.

PWR shall be a 501 (c)(3), not-for profit corporation, incorporated in California. Nothing in this Article shall be construed as allowing the Corporation to engage in any activity forbidden under Section 501(c)(3) of the Internal Revenue Code.

II. Offices

- a. **Principal Office.** The principal executive office and the principal office for the transaction of the business of the Corporation may be established at any place or places within the State of California by the Board of Directors.
- b. **Other Offices.** The Board of Directors, at their discretion, may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to transact business.

III. Components of PWR

There will be three major components that guide the work of PWR activities:

- a. **PWR Bylaws:** The Bylaws codifies the structure of the organization and specifies how it operates.
- b. **PWR Board of Directors Policies:** The Board of Directors will determine the vision and actively monitor PWR's programmatic and financial performance.
- c. **PWR Strategic Plan:** The Strategic Plan outlines the focus and direction of the organization. The Chapter Leader develops and submits this Strategic Plan to the Board of Directors with any required Monitoring Reports.

PWR BYLAWS

Sixth Amended and Revised

March 2021

PREAMBLE

I.

a. Purpose of PWR: Through the active efforts of the PWR CEO, Board of Directors, Operations Committee, Volunteers, Sponsors and other Partners, PWR exists to encourage women to seek, create and achieve:

- Positive role models
- Positive business relationships
- Professional networks
- A better understanding of cultural differences
- Academic and financial education
- Increased business opportunities
- Continuous self-improvement
- Professional composure and confidence
- Improved communication skills

b. PWR intends to carry out these activities in several areas using different methods. These areas and methods include:

- Creating a system of communication, mentoring and training that ensures wide access, reasonable pricing and fair use.
- Networking, career development opportunities and the promotion and encouragement of strategic alliances.
- Promoting the core values that are consistent with success for professional businesswomen and teaching business ethics and fair business practices.

II. Core Values of PWR

- Equitable and open access to information and participation
- Service to the community and to each other
- Intellectual freedom and respect for individuality
- Cooperation, collaboration, and sharing of resources
- Commitment to the success of professional women
- Fair use of resources, time and revenue
- Ongoing education and learning

- Ongoing motivation
- The promotion of mentoring and community service
- Diversity
- Professional communication with an opportunity for members to grow

III. Code of Ethics: Each member shall follow PWR's code of ethics as described:

- Practice integrity, honesty, and truthfulness.
- Act according to the highest standards and visions of the organization.
- Put philanthropic mission above personal gain.
- Inspire others through their own sense of dedication and high purpose.
- Improve their professional knowledge and skills.
- Demonstrate concern for the interests and well being of individuals.
- Value the privacy, freedom of choice and interests of others.
- Foster cultural diversity and treat all people with dignity and respect.
- Affirm, through personal giving, a commitment to philanthropy and its role in society.
- Any communications regarding PWR are to be authorized by PWR's Board of Directors.
- Unauthorized communications, including interviews, editorials, letters or any other verbal or written communication is expressly prohibited without prior authorization.
- Adhere to the spirit as well as the letter of all applicable laws and regulations.
- Avoid even the appearance of any criminal offense or professional misconduct.
- Support PWR both internally and externally.
- Not cause or bring negative publicity to PWR.
- Bring credit to the fundraising profession by their public demeanor.
- Encourage colleagues to embrace and practice these ethical principles and standards of professional practice.

IV. Annual Goals: Through the active efforts of the PWR CEO and Board of Directors PWR exists to develop and implement annual goals:

- PWR will seek more and better avenues to promote professional women.
- PWR will improve its ability to function as an authoritative and influential advocate for professional women.
- PWR will facilitate increased collaboration between corporations, local governments, members and all sectors of higher education.
- PWR will strengthen its partnerships with other women's advocacy groups, professional business development groups and higher education organizations.
- PWR is an inclusive organization serving a diverse blend of professional women, women beginning their careers and students.
- PWR will be a place where Leadership skills among professional women are strengthened. "Every woman is a leader" will be fully realized.
- Members are supported in the development of their business skills through training and nurturing and providing mechanisms for speaking and publishing.

- V. **Interpretations of Bylaws:** These Bylaws are to be interpreted as a whole (see Art IV, conflicts).

ARTICLE I

MEMBERSHIP

- I. **Application and Renewal:** Individuals wishing to be considered for new membership shall submit an application along with the appropriate dues for consideration by the Board of Directors. The Board retains the right to deny any new memberships without cause. In the event of denial for membership, any pre-paid amounts will be returned in full. Said denial must occur in writing, and the PWR Board will use best efforts to provide same within 45 days of applicants' submission. For membership renewals, the Membership Committee will present the Board with a list of members whose memberships are expiring in the upcoming period. The Board, at its discretion, may deny renewal of any member for any reason. The Board is under no obligation to disclose any information regarding its membership decisions other than notification to the applicant of the Board's decision.

- II. **Membership Period:** Membership is based on an annual term from January 01st thru December 31st. Membership period terminates on the last day of month. All rights and benefits of membership cease upon failure to submit the appropriate membership dues by January 31st.

- III. **Individual members:** Individual members will receive PWR benefits as outlined on the PWR website and in our bylaws, provided member is and remains in good standing with annual dues paid, adherence to the PWR Code of Ethics, mission statement and these bylaws. Only those individual members in current good standing shall be entitled to vote for and be elected to serve on the Board of Directors (see Art IV, elections).
 - a. **Member Obligations:** Each member and their guest agree to be bound by these By-Laws and any amendments thereto and by the lawful actions of the CEO and Board of Directors or members of the chapter. Members acknowledge membership is conditioned and qualified upon adherence to the bylaws, code of ethics, mission statement and current dues. Failure in any one of these areas may result in a finding by the Board the member is not in good standing and may subject member to suspension/termination.

 - b. **Expulsion, termination or suspension of membership:** Any member not **acting within the code of ethics and/or adhering to the bylaws of the organization and determined to be in gross violation or intentionally malevolent**, shall be issued one confidential warning to cease and desist. In the event of continued violations, member may have their membership suspended or revoked after notice of violation(s) and right to confidential hearing with the CEO and Board of Directors. Said hearing notice will be provided member not less than ten (10) days prior and can be sent via e-mail, fax or US mail. Member may request one

reschedule date not to exceed thirty days from date of notice. The Board, at their discretion, may create a confidential advisory three-member panel to review and recommend whether such violations require Board action. A majority of votes from the CEO and Board shall be required in any decision to suspend, revoke or expel and shall be based upon factual evidence. The Board, at its discretion, may provide member the option to resign in lieu of a finding for revocation. The results of this hearing shall remain confidential. Except in the case of expulsion, reinstatement may be requested after one year and is subject to Board approval. Said notice stating that the membership is retained, suspended, revoked or the member is expelled, shall be delivered to the member in writing via email, postal or both to the addresses then on record. No refund of membership dues shall be issued in the event the Board reaches the unanimous decision to revoke membership.

- IV.** Dues: The CEO and Board of Directors may establish and collect membership dues and admission fees on an annual basis. Renewing Members are to be notified in December for annual membership dues amount and requirement for payment not later than January 31st

Membership automatically terminates upon non-payment at expiration date.

- a. The Board of Directors, at their discretion, may permit a member one “grace period”, not to exceed six (6) months in extenuating circumstances.

- V.** Membership Directory: The Board of Directors may assess an additional fee for the Membership Directory in addition to regular membership dues to defray costs and maintain quality. Entry into the Directory shall require current and fully paid membership dues. PWR shall not be responsible for any failures, omissions or mistakes of entries into the Directory. One entry per member unless otherwise approved by the Board. If permitted, assessed fees for the additional entry shall be pre-paid.

ARTICLE II

GOVERNING BODY

I. Organizational Administration

CEO: There shall be one CEO – CEO shall oversee the Operations Committee and general PWR affairs. CEO shall be a voting member of the Board of Directors. CEO shall be nominated from within the board of directors, have served two (2) or more current years as a director and be a current member in good standing for three (3) or more years immediately prior to nomination. See ‘Terms of Service’.

Board of Directors: In addition to the office of CEO, there shall be four (4) Board of Director offices; President, Vice-President, Secretary and Treasurer. The individual members nominate and elect Board of Directors from current PWR members in continual good standing of one (1) year or greater within the local chapter during election periods (see Art IV). With oversight of the CEO, the Board of Directors determines among themselves which offices they will hold after each election (See Meetings – Organizational). The Board may create and maintain written governing policies and continually assure organizational performance.

- a. **Board Authorized Committee(s):** The Board of Directors may create those committees it deems appropriate and necessary and delegate limited authority therewith to assist the Board in carrying on the functions of PWR, provided said functions or activities are within the guidelines as provided in the articles of incorporation, bylaws and mission statement. Not less than two directors shall participate in all primary committees. All committees and their members serve at the pleasure of the Board, remain under the oversight and authority of the CEO and Board of Directors and may be disbanded, altered or suspended upon resolution of a majority of the Board with or without cause. While participation and involvement of members is the ultimate goal, the CEO and Board of Directors retain the ultimate and final decision as to who may participate. Committee members may be requested, at the Board’s discretion, to sign a statement of recognition of obligations, duties and limitations within these bylaws. Committee members shall not have the authority to indebt the organization or to enter into binding agreements of any kind without prior Board approval.
 - i. **Removal** – any committee member may be asked to vacate their position with or without cause by a simple majority vote of the CEO and Board of Directors. In such event, the board shall provide a confidential written notice to the member, which shall then be immediately effective. No prior notice or hearing shall be required.
- b. **Operations Committee** – operates at the direction and pleasure of the Board of Directors. The Board may delegate and authorize those functions and activities it so deems appropriate to the committee and any sub-committees therein; excepting functions of committees authorized elsewhere herein. Any authority granted to the committee by the Directors is limited and shall have Board oversight. Any and all members of the committee operate at the pleasure of the Board of Directors. Any member not promoting and representing the best interests of PWR is subject to immediate removal by the Board. Board of Directors shall have no less than two directors at all committee meetings.
 - i. **Operations Chair:** (interchangeably known as the Manager of Operations). The Operations Chair shall be a local chapter member in good standing for one year or greater. The Chairperson is appointed by and serves at the

pleasure of the CEO and Board of Directors and may be removed with or without cause and removal shall be effective immediately.

In no event may the Chairperson of Operations serve a term greater than three (3) years. The Chairperson shall keep the board advised through the CEO/President of their operations and attend board meetings as requested. The Chairperson shall maintain minutes of all committee meetings and submit them to the Board within ten (10) days of meeting date. The Chairperson shall not serve as a concurrent board member. Chairperson shall support and follow policies as directed by the Board. The Chairperson shall be requested to sign a directive reciting her responsibilities and duties to the Board and a commitment of discretion in all matters pertaining to PWR.

ii. **Operations Committee Members:** Are appointed by and serve at the pleasure of the Board of Directors or the Chair of Operations subject to approval of the CEO and Board of Directors. The Chairperson shall ensure all sub-committee members are in compliance with any directives from the Board of Directors and these bylaws.

iii. **Operational Sub-committee Positions:** The following are standing operational sub-committee positions, which may be revoked or expanded by the Board of Directors:

- Assistant Operations Chair – (interchangeably known as Assistant Manager of Operations) subject to prior approval by CEO and Board – the Operations Chair shall submit her selection(s) to the Board within 30 days of their appointment as Team Director.
- Membership
- Marketing
- Workshop
- Scholarship
- Ambassador

- a. **EXPO Committee** – May be chaired by a member in good standing of one year or greater.
- b. **Unity Award Committee** – shall be chaired and/or co-chaired by the CEO, a Board of Directors or a Board Advisor.
- c. **Election Committee** – Shall consist of a Board Advisor and CEO or one Board of Director not running for election.
- d. **Fundraising Committee** - shall be chaired or co-chaired by the CEO, a Board of Directors or a Board Advisor.

II. Fund Raising

1. Fund raising shall be at the direction of the Board of Directors and shall be in accordance with the plan established for the particular event. The Board may create a committee to assist and delegate authority and oversight.
2. The fund raising chair shall utilize discretion in disclosing pending sponsors prior to confirmation by sponsor. At all times, the fund raising chair shall update and disclose, to the Board of Directors, all potential sponsors and the status of those sponsors in their decision making process.
3. The Board of Directors may, by resolution, preemptively enter into contracts intended to be funded by future sponsorships as the funds are raised.
4. Potential sponsorships are to remain confidential until the final decision is made.
5. The Board shall attempt to negotiate contract terms most favorable to PWR, including multiple and protracted payment terms where possible to try and coordinate with anticipated sponsorship income – this shall not be construed as a limitation on the Board's ability to contract.
6. The Board shall be free to negotiate and sign any and all contracts that contain confidentiality clauses. Such contracts shall not be subject to examination or review by membership or other interested parties.

III. **Grant Writing:** The Board may authorize one or more persons to request and/or write grants on behalf of PWR. Oversight shall be maintained by the Board of Directors. All grant requests shall first be authorized and approved by the Board prior to submission.

IV. **Duties:** The enumerations of duties and authorizations are intended as minimum standards and shall not be construed as the extent of the duties of these positions.

V. General Rules Governing Board of Director Obligations and Duties:

- The Board of Directors are fiduciaries of PWR and shall adhere to all organizational standards. The CEO, Board of Directors, Advisors and Committee members shall not be liable to any member or third party for those decisions or activities as exercised within their business judgment or carried out in good faith or where it was reasonable to rely on qualified information from outside sources.

- The Board of Directors shall be the sole signatory(ies) for any contractual obligations; the board may, by majority vote, authorize the CEO to sign approved contracts.
- The CEO and Board of Directors shall be the only authority by simple majority for final distribution of funds for and on behalf of PWR.
- All distributions/disbursements shall require two (2) board member signatures. Exception: Only one signature is required by an authorized Board of Director when using a PWR credit/debit card.
- Only one PWR checking and/or savings account(s) may be opened and utilized at any given time.
- The CEO and Board of Directors have final authority to enter into contracts which may include, but are not limited to: Legal counsel, tax counsel, bookkeeping, meeting locations, EXPO/fund raising locations, marketing/advertising, speaker engagements, websites, etc. Said contracts may be subject to confidentiality clauses and are not public records unless otherwise required by law and then only to the extent required. PWR is generally exempted from contract disclosures. In the event an inspection is authorized, said documents shall not be notated, copied and/or removed from the office of records – a reading of the document shall suffice for inspection purposes. Under no circumstance shall the board be prohibited from seeking outside sources for any or all services deemed to be in the best interest of PWR or from entering into contracts for fundraising events.
- Any or all of these duties may be delegated to an individual or committee which will submit their findings to the board for final authorization and signature as required.

Minimum Guidelines for Board of Director Duties: The following CEO and Directors duties are intended as a minimal guideline and shall not be construed as the extent of the duties of these positions:

- a. **CEO:** The CEO shall oversee the general operations of PWR, financials, disbursements, contracts, etc. The CEO shall ensure the vision and goals of PWR are upheld and fostered. The CEO shall be the keeper of the By-laws and recommend revisions as may be needed with the Board of Directors and shall work with, assist and help guide the Board of Directors and Operations Chair to promote the well-being and success of PWR. CEO will generally open member meetings. The CEO shall conduct the annual organizational meeting. CEO shall conduct any open membership forums at Board meetings and shall promote the Board of Directors and Operations committee within the organization and ensure the general membership perceives an open door. CEO will attend operation meetings as she determines. CEO may create an advisory board to assist the Board of Directors.

- b. **PRESIDENT:** Shall set and call the Board meetings, conduct the meetings, set procedural requirements of meetings. Shall assist the CEO in required duties.
- c. **VICE-PRESIDENT:** Shall perform the Presidents duties when President is absent. Shall assist the CEO. Shall assist the Board in promoting PWR
- d. **SECRETARY:** Shall be the keeper of records, seals, minutes, and perform required ministerial functions on behalf of PWR, which are not otherwise assigned or the duty of another officer. Shall take the minutes at each meeting. Shall distribute copies of the prior meeting minutes to the CEO and each Board member at the next scheduled meeting for review, revisions and final board signatures for authentication. Requesting member may be asked to reimburse any associated costs.
- e. **TREASURER:** Shall oversee the financials and disbursements in conjunction with the CEO. Shall oversee membership enrollment, taxes, bookkeeping, and other related financials. Shall distribute to CEO and board members monthly financial statements for review and approval. Shall be the keeper of the PWR checkbook (in the event of an extended absence the checkbook is to be delivered to the CEO). May permit books and checkbook to be placed and kept with the bookkeeper of record.
- f. **ADVISORY BOARD:** An advisory board shall be created by the CEO and Board of Directors. Advisors shall be members in good standing and shall be comprised of previously appointed members and retired CEO's . Advisors are not obligated to attend board meetings and may continue in service until they resign or are removed by unanimous board vote. Advisors are non-voting, non-decision-making, non-fiduciary's and serve only in an advisory capacity and may participate in board meetings or any other meeting where attendance has been requested. For the purpose of their advisory position, advisors may be shown confidential materials that are not made available to PWR members as a normal course of business. Advisors may serve in other official capacities such as committee chairs, etc.

IX. Indemnification Insurance: PWR shall maintain such policies of Directors and Officers liability insurance in accordance to minimum industry standards (including defense) but in no event less than \$1,000,000.00 (to be reviewed and adjusted upward as required or advised).

The CEO, Board of Directors, Director of Operations, Team Leaders, committee members,

advisors and any other parties or agents requested to act on behalf of PWR shall be indemnified to the fullest extent allowed by law, excepting an adjudicated finding of criminal activity (e.g. embezzlement). PWR shall defend, indemnify and hold harmless its agents who are subjected to any claim by any reason of any alleged or actual action or inaction in the performance of their duties carried out in good faith on behalf of PWR. Expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by the corporation at the outset of any action on dollar one and before final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of that person "Agent" for this purpose shall include the

CEO, any and all Directors, Officer, advisors, employees or professional services providers (i.e., bookkeepers, tax advisors, legal), past, present and future. PWR may also maintain general liability insurance funded to levels recommended by industry.

Members of PWR waive any and all rights of civil action against PWR and shall have the sole remedy of resignation from PWR.

X. Interested Parties, Conflicts of Interest and Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors, who are considering the proposed transaction or arrangement. Disclosure is presumed when engaging the services of a member and her business.

- i. **“Interested Persons”:** Any director, principal officer, or member of a committee with governing Board delegated powers, which has a direct or indirect financial interest in the outcome of any monetary dealings with or on behalf of PWR, including distribution of funds by PWR. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.
- ii. **Violations of the Conflict of Interest Policy:** If the Board has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose. If, after hearing the interested person’s response and after making further investigation as warranted by the circumstances, the Board determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action. (see Membership – Termination)

ARTICLE III

TERMS OF OFFICE

I. Terms of Service

a. **CEO –** The CEO shall have a term limit of three (3) years: Nomination shall be from within the sitting board of directors and election to be held/ratified by members present at the following membership meeting – proxies are prohibited.

1) One additional three (3) year term may be served by current CEO upon unanimous nomination by the Board- of Directors. Nomination shall be presented to members for ratification/election at the following –membership meeting or in conjunction with a regular scheduled election - proxies are prohibited.

b. Removal prior to end of term shall only be by the following:

- 1) 75% or greater of **all** current Board of Directors upon a proper motion and second at a duly authorized and noticed meeting, vote to request the membership for new CEO nominations. Proxies are prohibited.
- 2) By written resignation of the CEO
- 3) In either such event, the Board of Directors shall convene for new CEO nominations at the next scheduled monthly board meeting but not longer than 45 days from occurrence of the petition or resignation. All nominations, if more than one, shall be placed on ballot including the re-nomination of the current CEO, should this occur. The election will take place at the next membership meeting. Results shall be announced within ten (10) days if more than one nominee. In no event shall this entire process exceed 90 days.

c. In the event the CEO is removed prior to her term ending, the presiding President shall act as interim CEO until such time as the new duly elected CEO is available to immediately take office.

b. **Board of Directors** – The term for each member director (irrespective of which offices they have occupied) shall be ~~two~~ (2) years. ~~So as to provide continuity, election shall be as follows:~~

- a. Two (2) directors shall be elected even years and two (2) directors each odd year. An election year may be suspended in a year in which all Board of Directors have served one or fewer years of their term and no vacancies exist. (This section is restated in Elections)
- b. A director, in continual good standing, may serve consecutive terms by election.

II. Resignations

- a. Except as provide in this paragraph, any Director may resign, resignation shall be effective on giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

III. Vacancies

- a. The CEO and Board of Directors may appoint a member to fill the remainder term of a director vacating her office, provided the vacancy occurs 60 days or greater from a scheduled election. Appointments to fill vacancies shall be made only at Special Meeting and with proper notice of each remaining board member. An appointee filling a vacancy term of one year or less may run for a two-year term of office at the next scheduled election.

IV. PWR Documents/Property

Any director or committee member in possession of PWR property shall immediately return it to the Board of Directors in the event of resigning. Property includes, but is not limited to any books of records, membership lists, keys, codes, passwords etc... Use and access of PWR communication devices such as mail lists, websites, and email notification services are prohibited. The Board shall change passwords and access codes to minimize unauthorized use and shall notify bank(s) to remove any signatory authority.

V. Advisors

In addition to previously appointed Advisors, an outgoing CEO may continue to serve indefinitely as an Advisor. An Advisor shall not be a voting member of the Board. Upon appointment by the Board of Directors, Advisors may serve as committee chairpersons or members where a Board of Director is otherwise required.

ARTICLE IV

ELECTIONS

I. Elections

- a. There will be an Annual Election Meeting of Individual Membership for the election to replace outgoing Directors (see Terms of Service). This meeting will be held at the regular monthly meeting in October. This meeting will not take the place of the monthly meeting but simply piggyback on the agenda in order to hold elections.
 - October will be election announcement month and nominations will open. Nominations shall be submitted in writing to the election committee.
 - **November will be voting month following any final nominations from the floor.** In the event "in person" meetings are suspended, the election committee will prepare and mail out nominee information along with ballots and conduct the voting by mail allowing a minimum period of two weeks. The committee will determine the vote closing date, any ballots not received by 5:00pm of closing date shall be disregarded.
 - December will be the month results are given to membership
 - Newly elected Directors assume office January 01st of the new year.

- b. Two (2) directors shall be elected even years and two (2) directors each odd year. An election year may be suspended in a year in which all Board of Directors have served two or fewer years of their term and no vacancies exist.

II. Election Committee

- a. The Election Committee shall be comprised of one Board Advisor and one non-vacating Board Member or the CEO. CEO shall chair unless vacating in which event they shall select the chair. Committee shall generally conduct the election process. Committee shall create, collect and tabulate ballots. Upon final tabulation by committee, the Treasurer shall confirm the count and results shall be presented to the Secretary for certification. Committee chair shall announce final, certified results to the general membership. Thereafter, the ballots and tabulation sheets shall be sealed and retained for three years.

III. Nominee Qualifications

a. Directors

- Shall be a member in good standing of not less than one (1) year immediately prior to opening of nomination period.
- Dues must be current during the past 120 days or greater prior to opening of nomination period.
- Must know and understand the mission statement and vision of PWR
- Must be able to commit the necessary time and energy required
- Shall have demonstrated a consistent adherence to PWR code of ethics.

b. CEO – additional requirements to (a) above

- Shall be nominated from within the current board of directors
- Shall be currently serving on the board of directors a minimum of two (2) years
- Shall have been a continual member of PWR in good standing a minimum of three (3) years immediately prior to nomination.
- Shall be ratified by a 75% vote of current Board of Directors.

IV. Proxies

Vote by proxy is prohibited. PWR members must be present and in good standing for thirty days prior to cast their vote by secret ballot on day of prior announced elections.

V. Secret Ballot

Vote is by secret ballot showing the names placed into nomination during the month of October. A write-in section will be provided for nominees from the floor on day of election or any other write in candidates. Write in candidates shall not be counted if they are not members in good standing at the time of the election or if their membership

has been temporarily suspended by the Board of Directors. Election Committee shall determine if Nominees from the floor or write-ins meet the above Nominee Qualifications.

VI. Cumulative Voting

Cumulative voting is prohibited. There shall be one vote cast per open director position.

ARTICLE V

MEETINGS

I. PWR Meetings

- a. **General Monthly Meeting:** Through the active efforts of the PWR there will be a monthly meeting for Individual (General) Members.
 - Meetings shall be opened by the CEO for organizational introductions. It will be the responsibility of the PWR Board to arrange for venue, agenda, membership and all responsibilities for the success of monthly meeting.
- b. **Operational Committee:** Through the active efforts of the PWR Operations Committee there will be an optional monthly meeting for Committee Members.
- c. **Board of Directors Meeting:** Through the active efforts of the PWR CEO and President, there will be a monthly Board of Directors Meeting for its board members.
 - The board shall meet monthly. Each December the CEO and President shall set the tentative meeting calendar for the upcoming annual term. Such dates may be changed or cancelled with not less than three days notice. No more than three (3) meetings in any calendar year may be cancelled.
 - CEO will determine if any general members are in attendance and if requested, will provide a limited open forum for any questions or comments. Such forum will be limited in duration to 5 minutes maximum per member unless the CEO determines additional time is warranted. At conclusion of the open forum the meeting will be turned back to the President. Members may remain as silent observers of the Director meeting.
- d. **Open Meetings**
 - i. All general meetings of the Board of Directors shall be open to and may be attended by the general Members except where issues related to violation of ethics, professional conduct, personnel or a lawsuit involving the chapter are before the Board of Directors.

- ii. Meeting dates and location shall be published or announced so that the general membership is informed should they desire to attend. Regular meeting dates set at the beginning of the year need not be repeated except as a courtesy reminder. In the event of a change in location and/or time, notice may not be less than three days prior to the meeting. Failure to provide such notice due to reasonable cause shall not be construed as a violation of notice within the bylaws. A posting on the website and/or email notification will suffice.
- iii. Members wishing to attend a board meeting shall notify the CEO so that an appropriate venue can be arranged to accommodate visitors. Upon arrival, the visiting members shall be given seating at the perimeter of the meeting. If the member wishes to address the board, the CEO will be notified prior to the meeting and the member will be put on the agenda. Normally, a five-minute period of time is given to such member. At the discretion of the Board, additional time may be given for discussion. Except for the time that the member has to address the board, the member is to observe the board meeting and is not to participate in board discussions. Members observing a board meeting are to remain silent. Any disruption caused by members who are visiting a board meeting will not be tolerated. In such case, the members may be asked to leave by the President or CEO.
- iv. Executive meetings shall only be attended by the CEO, Board of Directors, advisors, and those persons to which the Board has specifically requested attendance.

e. Organizational Meeting (annual)

Each January the CEO will open the first scheduled Board of Directors meeting for organization of the Board offices. The CEO will call for nominations from the Directors for each office. Each Director shall vote each office until all are filled. A director may fill the same office throughout her tenure. Thereafter, the organizational meeting will be closed and the President shall open the first annual Board of Directors regular meeting.

II. Quorum

- a. Decisions of the Board of Directors will be a simple majority of a quorum of the board.
- b. The attendance and participation of at least 60% (3) of total board members is required for a quorum. Quorum is established at the beginning of the meeting.
- c. Every act or decision done or made by the Board of Directors present at a meeting duly noticed and held at which a quorum is present is the act of the CEO and Board of Directors.

- d. Absence – If a director is absent from two consecutive regularly scheduled board meetings or misses 4 meetings collectively in any annual year for reasons the remaining Board determines insufficient reasons, a resignation shall be deemed to be rendered and accepted and the Director shall be so notified.

III. Waiver of Notice

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to hold the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting a written protest to the Secretary of the Corporation either in person, by first-class mail addressed to the Secretary at the principal office of the Corporation as contained on the Corporation's records as of the date of the protest, or by facsimile addressed to the facsimile number of the Corporation as contained on the Corporation's records as of the date of the protest.

IV. Adjournment

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

V. Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

VI. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the President of the Corporation or, in his or her absence, by a vice president of the Corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Board,

provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings may be governed by Robert's Rules of Order or by the Consensus Method, as may be determined by the Board of Directors from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with provisions of law.

VII. Action Without Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to the action. For the purposes of this Section only, "all members of the Board" shall not include any "interested Director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such action by unanimous written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE VI

GENERAL ADMINISTRATION

I. Tax Year

- a. The tax year of the Association shall be the calendar year
- b. The tax year may be changed from time to time subject to applicable laws
- c. PWR shall follow all applicable filing requirements and laws to ensure the retention of the 501(c)(3) non-profit status.
- d. The Board shall ensure payment of all taxes and fees as required by law.

II. Records

a. Members Rights

Upon not less than 10 days written request, the Board of Directors shall make available only to a member in good standing those records said member requests to view and is entitled to see at the next regularly scheduled meeting following the request. Said records may include approved minutes, approved financial statements, bylaws, and articles of incorporation. Under no circumstance shall confidential records such as contracts, executive minutes, pledges or similar type documents be disclosed or otherwise be made available unless specifically required by law or compelled by a court of law. The Board of Directors are not required to answer questions about such records. No copies of such records shall be made and no notes shall be taken by the member viewing the records during the examination. No photographic images of such records shall be taken during the examination.

Such records shall be made available at each monthly luncheon meeting and may be inspected by a member immediately following a meeting— this will suffice any request as the meetings generally occur no more than thirty days apart and is an official place of PWR business. The Board is not responsible if the member fails to attend or view the records following the luncheon. The Board is not required to schedule any private meeting for the purposes of reviewing PWR books and records unless it so chooses. Should a member not have time to review the records at the monthly membership meeting, the offering of those records shall suffice as fulfillment of a request. The next available time for the review of those records shall be the next regularly scheduled membership meeting. Secondly, the books shall be made available at regularly scheduled board meetings upon request. The Board of Directors may, in their discretion, determine to set an additional reasonable time and place for inspection.

b. CEO/Board of Directors

The CEO and Board of Directors shall have unrestricted access to all records while in office excepting any records pertaining to a Director under disciplinary review by the remaining Board provided such Director has notice of the review. Access does not include dissemination to non-board members without prior board approval.

III. Property Use

The property of this Corporation is irrevocably dedicated to charitable or educational purposes, or any other purposes permitted under Section 501(c)(3) of the Internal Revenue Code. No part of the net income or assets of this Corporation shall ever inure to the benefit of any Director or officer thereof or to the benefit of any private person; provided, however, that this provision shall not prevent payment to any such person for reasonable compensation for services or contracts performed for the Corporation in effecting any of its public purposes, as long as such compensation is otherwise permitted by these Bylaws and is authorized by vote of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on the dissolution of the Corporation.

For the purposes of this section, the PWR membership list, mailing list, sponsorship, prospect list or any other lists compiled by PWR for its use are assets of PWR and are not to be used for any purpose other than to promote the organization by members authorized by the Board of Directors to do so. From time to time, volunteers may be given copies of these lists as part of their volunteer duties. The possession of any of these lists does not imply ownership and the use of these lists for any purposes other than those purposes for which the list is given are prohibited. Members violating this Bylaw will receive one courtesy warning. A member who subsequently violates this Bylaw after such warning will be subject to expulsion.

IV. Dissolution of the Association

In the event that the association is dissolved, the Board of Directors is responsible for the disposal of the assets or the proceeds of the sale of the assets of the corporation by donating them to a charity of the Board's choice, having first ensured that outstanding

debts are paid. It shall be required such charity shall be a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, scientific or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

V. Amendments to the Bylaws

- a. The CEO and Board of Directors may amend or revise these bylaws by a vote and resolution of at least 70% of the Board, except for the provisions for CEO non-term limits which shall not be amendable without 100% board approval
- b. The membership will be informed of all bylaw amendments.
- c. Members may call for an amendment to the Bylaws by a petition signed by 25% or greater of members of the Association in good standing. The Board, on receipt of such petition at a regularly scheduled meeting, shall either accept such amendment by resolution or shall organize a ballot on the proposed amendment within 120 days of receipt of petition at said authorized board meeting. In the event of a vote, the amendment shall be adopted if 70% of the members of the Association support it.

VI. Conflicts/Ambiguities

Where a conflict or ambiguity is found to exist within these bylaws, the Board of Directors may, by resolution, elect which conflicting language to use, clarify any ambiguity or redact the offending language until such time as the bylaws are again amended or revised. Any such conflicts or ambiguities shall not be limiting upon the Board's ability to act in the manner determined to be in the best interest of PWR nor render any other sections of these bylaws null and void. Adopted resolution(s) shall be controlling and attached as addendums to the bylaws until the Board of Directors determines otherwise. All other language shall remain in force.

VII. CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law as amended from time to

time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

VIII. Executive Limitations of the CEO

- a. The CEO and/or Directors shall not cause or allow any practice, activity, decision, or organizational circumstance, which is either unlawful, imprudent, in violation of commonly accepted business and professional ethics or in violation of PWR's Bylaws.
- b. With respect to the treatment of paid and volunteer staff, the CEO and/or Directors may not cause or allow conditions that are unfair, undignified, disorganized, or unclear.
- c. May not discriminate against any paid and volunteer staff member for expressing an ethical dissent provided however such dissent is not destructive to the organization or unduly impairs the CEO's and Board of Directors authority and remains internal.
- d. May not indebted the organization in an amount greater than can be repaid by certain, otherwise unencumbered revenues within sixty (60) days without prior Board approval. Provided however, the Board of Directors may, by resolution, extend this period an additional twelve months in extenuating circumstances such as speaker contracts. This limitation applies to unilateral acts of the CEO and committees only and in no way impairs or limits the Board of Directors from entering into contracts by resolution or providing such authorization to the CEO and/or authorized committee chairs.
- e. Use any long-term reserves without Board approval.
- f. Fail to settle payroll and debts in a timely manner.
- g. Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
- h. Fail to pursue receivables after a reasonable grace period.
- i. Shall not fail to have a written CEO succession plan.
- j. Shall not fail to have all access codes and keys maintained to another board member.
- k. The CEO shall not allow corporate assets to be unprotected, misused, inadequately maintained or unnecessarily risked.
- l. Make any large purchases without the approval of the Board of Directors
- m. Approval from Board must be made for reimbursements made by the Board of Directors.
- n. Endanger the organization's public image or credibility, particularly in egregious ways that would hinder its accomplishment of the mission or ability to raise funds. Nor may the CEO or Directors permit members to harm the organization in such manners. Such members shall be subject to suspension or revocation (see membership). The Board of Directors, after written notice to the offending member to cease and desist the harmful activity who then fail to comply, may then seek such available remedies, including but not limited to injunctive relief, damages, or any other relief permitted by law including reimbursement of legal fees or other related costs directly incurred as a result of the harmful activity.
- o. The board will direct, control and inspire the organization through the careful establishment of broad written policies reflecting the board's values and perspectives. The board's major policy focus will be on the intended long-term impacts outside the organization, not on the administrative or programmatic means of attaining those effects.

- p. The board will allow no officer, individual or committee of the board to hinder or be an excuse for not fulfilling its commitments.

IX.Funds

- a. **General Funds.** Funds on hand may be used for general operational expenses and other special needs provided any immediate commitments are otherwise payable when due. Use of dedicated future funds shall not be construed as a limitation on current use of those same funds provided said funds are available and payable at the time of payment due. Incoming funds are general funds available for Board approved expenses.
- b. **Donated Funds.** Funds specifically donated for the benefit of an authorized project and clearly identified by the donor for said project, shall be sequestered from the general fund. Sequestering may be satisfied by identification on the balance sheet as a separate account. Funds not clearly identified by the donor shall be deemed a general donation for use as the Board of Directors deems appropriate and in the best interest of PWR including, but not limited to operational expenses.
- c. **Fundraisers.** Funds raised during events such as the annual EXPO shall be first subject to any costs and related expenses of the event and may additionally include an offset of annual operational costs as a percentage not to exceed 25% of event gross. The Board of Directors shall record a separate account of final net proceeds on balance sheet pending allocation of funds to specific programs.
- d. **Distributions.** All distributions/disbursements shall require two (2) board member signatures. Exception: The Operations Chairperson may be permitted to sign for the luncheon meeting disbursement with one board member, but no other disbursement.
- a. Only one PWR checking and/or savings account(s) may be opened and utilized at any given time.

Expenses (see Duties)

Funds may be used for such things as:

- Postage
- Printing
- Supplies
- Conference Calls
- Luncheon Speaker gift (under \$25) Unity/Expo Speaker or seminar speakers excluded and addressed by contract terms.
- Coffee and/or meals for board and chapter meetings (not to exceed \$25/each)
- Minimal speaker expenses such as gas
- Computer software for chapter use
- Audiovisual production equipment

- Print or photo reproduction.
- Professional services (not required to be a PWR member)
- Reimbursements of diminimus expenses expended on behalf of PWR
- Any other expense deemed reasonable and/or necessary by the Board of Directors by simple majority.

Chapters may not use PWR funds for the following activities:

- Travel expenses for chapter members
- Funds for personal use

(Accountability for the expenditure of these funds lies with the Treasurer and Board of Directors).

X. Annual Report

Each PWR chapter is expected to submit a brief, one page annual report of its activities to the Board of Directors each year with a balance sheet. The Operations Chair shall submit a report in January detailing the plans for the coming calendar year, including speaker's agenda, workshops planned, special member events, membership drives and any planned activities of the Operations Committee.

PWR CEO and Board of Directors Policy

The CEO and Board of Directors develop the vision of the organization:

Vision

Seeking, Creating and Achieving

It is the responsibility of the CEO and Board of Directors to make sure that the Operations Committee implements the interpretation of PWR's vision correctly.

The Board of Directors will be elected volunteers who are committed to success of the organization.

Strategic Plan

An identity and focus is vital for any organization and therefore, PWR has developed the following:

Mission

Our mission is to promote professional success for women by providing a mentoring and networking environment. In order to succeed in today's competitive market we

must continue to enhance our careers by improving our professional and business proficiencies. The *Professional Women's Roundtable* is dedicated to helping women enhance their professional careers by providing access to business training and other educational resources necessary to succeed.

In addition, a simple strategic plan is developed for the Professional Women's Roundtable in order for the organization to grow and become a success. A plan will be developed and customized to meet the needs of the specific market of each chapter.

Membership (Growth)

Membership growth is vital to the growth of the organization. For that reason, outreach to the following targets is suggested:

- Companies
- Corporations
- Organizations
- Individuals
- Non-Profit Groups

Membership (Retention)

Retention of members is also vital to the growth of the organization. Therefore the following programs are suggested:

- Excellence in handling of member inquiries in order to meet and satisfy possible member prospects
- Referral plans
- Dynamic member benefits with constant improvement as our goal

Marketing Collateral

- a. Information materials
 - Brochures
 - Flyers
 - Information as needed

Advertisement/Marketing Recommendations

- b. Description of the types of media advertising, based on the suggested target markets.
- c. Recommended marketing strategies that will help promote the Professional Women's Roundtable and increase awareness.

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certification follows

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting secretary of PROFESSIONAL WOMEN'S ROUNTABLE, a California nonprofit public benefit corporation, and the above bylaws, consisting of 24 pages, are the bylaws of this corporation as amended and adopted by the Board of Directors on March _____, 2021, and that they are the Sixth Revision as of the adoption date.

Executed on April _____, 2021 at Temecula, California.

Secretary

print name