

**EXECUTIVE WOMEN INTERNATIONAL<sup>®</sup>**  
**CHAPTER BYLAWS**

**Effective September 21, 2013**

## **SECRETARY'S CERTIFICATE**

The undersigned, as Secretary of the Corporation, hereby certifies that the foregoing Bylaws were adopted, with revision to ARTICLE XII, as the Bylaws for the Corporation on September 21, 2013

A handwritten signature in blue ink that reads "Darlene Banogon" followed by a horizontal line.

Darlene Banogon

**2012 – 2013 CORPORATE SECRETARY**

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## **ARTICLE I PURPOSE**

EXECUTIVE WOMEN INTERNATIONAL<sup>®</sup> (EWI<sup>®</sup>) ("the Corporation") is a non-profit organization incorporated under the laws of the State of California. Each Chapter is an affiliated organization which holds membership in the Corporation. The purpose of the Chapter is to fulfill, within its geographic boundaries described in the Chapter Charter, the purpose and mission of the Corporation as set forth in the Articles of Incorporation, as amended, and Bylaws of the Corporation. The purpose of EXECUTIVE WOMEN INTERNATIONAL and its members is more fully described as follows:

EXECUTIVE WOMEN INTERNATIONAL is an organization which brings together key individuals from diverse businesses for the purpose of:

- Promoting Member Firms;
- Enhancing personal and professional development; and
- Encouraging community involvement.

## **ARTICLE II DEFINITIONS**

For the purposes of these Chapter Bylaws, the following terms are defined:

**"Chapter"** – An association of Member Firms which has been granted a charter by the Corporation.

**"Chapter Board"** – The elected Board of Directors of the Chapter.

**"Corporate Board"** – The elected Board of Directors of the Corporation.

**"Corporation"** – EXECUTIVE WOMEN INTERNATIONAL, a non-profit organization incorporated under the laws of the State of California.

**"Member Firm"** – A business, governmental agency, non-profit enterprise or association actively engaged in the conduct of business and admitted to membership by the Chapter.

**"Representative"** – One or more individuals designated by a Member Firm to represent it according to the qualifications provided in these Chapter Bylaws.

## **ARTICLE III CHAPTER BOARD OF DIRECTORS**

### **Section 1. Number and Qualifications of Chapter Board Members**

The business and affairs of the Chapter will be managed and directed by a Board of Directors ("Chapter Board") comprised of at least six (6) and no more than ten (10) Directors, each of whom will be a Representative of a Member Firm. If a Director ceases at any time to be qualified, such Director's term of office will automatically terminate, but no act of the Chapter or Chapter Board will be invalidated by reason thereof. If a Director ceases to be qualified, the Director will immediately provide notice of resignation to the Chapter. In the event of failure to do so, the Chapter Board may remove any such Director.

## **Section 2. Compensation**

No Director is entitled to any compensation for any services rendered as such.

## **Section 3. Designated Directors and Duties**

Directors will be elected to serve designated functions and may also be Directors-at-Large as determined by the Chapter Board. The suggested designations for Director positions and their responsibilities are as follows:

- A. Retention & Recruitment. One of the Directors elected to the Chapter Board will be designated to lead and direct the membership activities of the Chapter in the recruitment and retention of Member Firms.
- B. Program. One of the Directors elected to the Chapter Board will have general charge of planning and arranging the programs for the regular meetings of the Chapter.
- C. Communications. One of the Directors elected to the Chapter Board will be responsible for the preparation, publication and distribution of the Chapter's newsletter, website information, public relations and communications for the Chapter.
- D. Fund Raising. One of the Directors elected to the Chapter Board will be charged with the direction and supervision of any special activities for the purpose of supplementing Chapter operating funds and/or fund raising activities to support the Chapter's Business/Career/Development Program ("B/C/DP").
- E. Director-At-Large. Chapters have the option of electing to the Chapter Board a Director whose assignments will be designated by the Chapter Board. These may include scholarships and literacy programs sponsored by the Chapter or the Corporation, or other requirements of the Chapter.

## **Section 4. Election of Directors**

At the Chapter's Annual Business meeting held prior to September 30, the Representatives of Member Firms will elect the Officers and Directors for the Chapter.

## **Section 5. Term of Office of Directors**

Each of the Directors will serve a one (1) year term to begin at the close of the Chapter's Annual Business meeting, except that the Director elected to serve as Vice President/President-Elect will be elected for a two (2) year term.

A minimum of three (3) of the Directors will have served on the Chapter Board the previous year, one of whom may be the Vice President/President-Elect. The Vice President/President-Elect will automatically ascend to the office of President and retain the office of Director.

Except for the Director who is elected as Vice President/President-Elect, no Officer or Director may serve more than five (5) consecutive terms. An Officer or Director who has served more than half a term is considered to have served a full term in that office.

## **Section 6. Vacancy**

Any vacancy in the office of Director (including any Director designated as an Officer) will be filled for the remainder of the term by the appointment of an individual who is qualified under these Bylaws by the remaining members of the Chapter Board. In the event the Vice President/President-Elect cannot assume the duties of the President, the Nominating Committee will present a successor as Vice President/President-Elect who will be appointed by the Chapter Board, if qualified.

## **Section 7. Board Meetings**

The Chapter Board will hold monthly meetings. Special meetings of the Chapter Board may be called at any time on the order of the President or on the order of any two (2) Directors. Only such business of which the Chapter Board has been notified may be transacted at any special meeting. Telephonic meetings of the Chapter Board may be allowed according to the laws of the state or province in which the Chapter is organized.

## **Section 8. Notice of Meetings**

Each Director will be responsible to register current contact information (including address, telephone number(s), facsimile number, and email address) with the Secretary, and notices of meetings using such information will be regarded as valid notice. Unless otherwise required by the laws of the state or province in which the Chapter is organized, the following will govern requirements for notice of Chapter Board meetings:

Regular meetings of the Chapter Board may be held without notice if the time and place of the meetings are specified by these Bylaws or specified by the Chapter Board. Special meetings of the Chapter Board will be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice if delivered personally, telephonically, or by electronic transmission by the Secretary. A notice, or waiver of notice, need not specify the purpose of any regular meeting of the Chapter Board.

## **Section 9. Quorum**

A majority of the authorized number of Directors will constitute a quorum for the transaction of business at any regular or special meeting of the Chapter Board, and every act or decision of the majority of the Directors present at a meeting at which a quorum has been established will be valid as the act of the Chapter Board.

## **Section 10. Powers and Duties of the Chapter Board**

Subject to the restrictions of the law, the Corporate Bylaws, and the Chapter's charter from the Corporation, the Chapter Board will have general supervision of the business of the Chapter, including but not limited to the following:

- Authority to admit Member Firms into the Chapter;
- Power to terminate or suspend a Member Firm's membership or the Representative status of any Representative of a Member Firm;
- Power to incur indebtedness or otherwise obligate the Chapter for matters and business activities which are described in or constitute a part of the operating budget



approved by the membership at the Chapter's annual business meeting, and for other matters or business activities not exceeding 10% of such total operating budget in amount;

- Power to replace an Officer or Director who fails to serve because of absence during that Officer's or Director's term or based on inability or unwillingness to perform the respective duties in a timely and professional manner; and
- All powers otherwise provided in these Bylaws.

## **ARTICLE IV CHAPTER OFFICERS**

### **Section 1. Officers and Duties**

A. Description of Positions of Officers The Officers of the Chapter and their duties are described as follows:

(1) President. The President will be the Chief Executive Officer of the Chapter and will preside at all meetings of the Chapter and of the Chapter Board. The President will be a member of the Chapter Board and will have general charge of the business of the Chapter. The President will have the power and duty to:

- appoint a parliamentarian;
- appoint an historian;
- appoint an official greeter;
- appoint any standing committee, with the exception of the Nominating Committee; and
- appoint a temporary Secretary from the members of the Chapter Board for any meeting at which the Secretary of the Chapter is not present.

The President will be an ex-officio (non-voting) member of each committee except the Nominating Committee and will have such other powers and shall perform such other duties as may be assigned by the Chapter Board.

(2) Vice President/President-Elect. The Vice President will be the President-Elect and will be vested with all the powers and will perform all the duties of the President in case of the absence or disability of the President. The Vice President/President-Elect will have such other powers and perform such other duties as may be delegated by the President or by the Chapter Board.

(3) Secretary. The Secretary will keep, or cause to be kept, and have charge of the minutes of all meetings of the Chapter and of the Chapter Board; serve notices of all meetings of the Chapter and of the Chapter Board; execute official documents, with the President, in the name of the Chapter; be custodian of the Chapter seal; keep the Bylaws and such other papers as the Chapter Board may direct; and perform all the duties incident to the office of Secretary, subject to the control and direction of the Chapter Board.

(4) Treasurer. The Treasurer will keep, or cause to be kept, full and accurate accounts of receipts and disbursements; receive and deposit, or cause to be received and deposited, all money and all valuables of the Chapter in the name and to the credit of the Chapter, in depositories designated by the Chapter Board; disburse or cause to be disbursed, the funds of the Chapter as may be approved by the Chapter Board, making proper vouchers for such disbursements; render to the President, the Chapter Board, and to the Chapter whenever they

may require, accounts of all transactions as Treasurer, and of the financial condition of the Chapter; send each Member Firm notice of assessments and/or notice of delinquency, as may be required from time to time; and perform all duties incident to the office of Treasurer, subject to the control and direction of the Chapter Board.

(5) Sergeant-At-Arms. The Sergeant-At-Arms will keep, or cause to be kept, complete records of the Representatives' attendance at meetings; have charge of all reservations; and perform such other duties as may be assigned by the President or the Chapter Board.

B. Qualifications of Officers. All Officers must be Directors of the Chapter Board and must meet all the qualifications of a Director.

C. Compensation. Officers will serve the Chapter without compensation.

## **ARTICLE V ADVISOR**

Chapter Advisor. The immediate past Chapter President will serve as Advisor to the Chapter Board. In addition, the Chapter President may appoint other past Presidents of the Chapter to serve as Advisors to the Chapter Board. Advisors may continue to serve so long as they continue to meet the qualifications of a member of the Chapter Board. If an Advisor is unable to serve for any reason, the President may appoint another past President to serve as Advisor. Advisors will be required to attend Chapter Board Meetings but do not have the authority to vote. The Chapter Board may remove an Advisor at the discretion of a majority of the Chapter Board.

## **ARTICLE VI MEMBERSHIP**

A Chapter will consist of a diverse group of businesses, governmental agencies, non-profit enterprises or associations actively engaged in the conduct of business that meet all requirements of the Corporation and the Chapter ("Member Firms").

### **Section 1. Classes of Membership**

Chapters shall have the following membership classifications:

A. Member Firm. A Member Firm will be a business, governmental agency, non-profit enterprise or association actively engaged in the conduct of business. Member Firms will be classified in accordance with the standardized classification system outlined in the Corporation's procedures.

(1) Representative. Each Member Firm will appoint at least one (1) Representative who is a key individual from the Member Firm. Each Member Firm will be entitled to recommend and appoint up to two (2) additional Representatives who are also key individuals of the same Member Firm. No individual will serve as a Representative for more than one (1) Member Firm.

(2) Representative Status. Representative status will cease immediately and without action of the Chapter upon termination of employment with a Member Firm. The Representative may not transfer Representative status to another firm, regardless of whether that firm is a member of the Chapter.

B. Other Classifications. The following other membership classifications are authorized subject to approval by the Chapter and will be subject to such dues and assessments as the Corporation and Chapter Board may require:

(1) Sustaining Member. A Sustaining Member will be an individual who has been a Representative in good standing immediately prior to retirement from a Member Firm. A Sustaining Member will have no voting rights and may not serve as an Officer or Director. A Sustaining Member may attend all membership meetings and functions. A Sustaining Member may transfer from one Chapter to another should the Sustaining Member move within the boundaries of another Chapter. A Sustaining Member will be subject to Corporate and Chapter assessments for this membership classification. Should a Sustaining Member return to full-time employment, as full-time is defined by the employer, said Sustaining Member will no longer meet the qualifications of a Sustaining Member.

(2) Chapter Life Member. A Chapter Life Member will be an individual not otherwise qualified for membership, who has been a Representative in good standing for at least ten (10) years, and whose name the Chapter desires to enroll because of special meritorious service above and beyond the call of duty to the Chapter. A Chapter Life Member will have no voting rights and may not serve as an Officer or Director. A Chapter Life Member may attend all membership meetings and functions. Eligibility of the prospective Chapter Life Member will be determined by the Chapter Board, subject to the approval of the Chapter. Chapter Life Members will be subject to Corporate and Chapter assessments as established during the annual budget process.

(3) Honorary Member. An Honorary Member will be an individual not otherwise qualified for membership, whose name the Chapter desires to enroll because of special meritorious service to the community that is consistent with the mission of EWI. An Honorary Member will have no voting rights and may not serve as an Officer or Director. An Honorary Member may attend all membership meetings and functions. Eligibility of the prospective Honorary Member will be determined by the Chapter Board, subject to the approval of the Chapter. Honorary Members will not be subject to Corporate and Chapter assessment.

(4) Transitional Member. The Chapter Board may grant Transitional membership to an individual not otherwise qualified for membership, who has been a Representative in good standing and who has become unemployed due to elimination of job position, merger, acquisition or other legitimate business reason. Transitional membership will be in effect until such member resumes employment, but in no case will this membership extend for a period of more than one (1) year. A Transitional Member will have no voting rights and may not serve as an Officer or Director. A Transitional Member may attend all membership meetings and functions.

C. Transfers. The only class of membership that may be transferred to another Chapter is that of Sustaining Members.

## **Section 2. Application for Membership**

A. Member Firm. A firm proposed for membership will submit its application to the Chapter for approval in accordance with Corporate and Chapter Bylaws, all Corporate and Chapter documents and procedures, and Standing Rules of the Chapter to which the firm is applying for membership. Recognition by the Chapter and the Corporation of the firm as a Member Firm will be official upon receipt of the completed application and all required fees and assessments by the Corporation at its business office, and upon meeting the requirements of the Corporate and

Chapter Bylaws, all Corporate and Chapter documents and procedures, and Standing Rules of the Chapter to which the firm is applying for membership.

B. Other Membership Individuals seeking membership under any of the special classifications set forth at Article V, Section 1.B., above will do so according to procedures and terms and conditions as required by the Chapter. Membership recognition will be official upon receipt of the completed application and any required fees and assessments by the Corporation at its business office, and upon meeting the requirements of the Corporate and Chapter Bylaws, Corporate and Chapter procedures, and Standing Rules of the Chapter.

### **Section 3. Voting Rights**

Each Member Firm is entitled to one (1) vote per Representative at any meeting of the Chapter. No other class of membership is entitled to vote.

### **Section 4. Suspension or Termination**

The Chapter Board will have the power to suspend or terminate membership of any Member Firm for the failure to pay dues and assessments; breach of these Bylaws, the Corporate Bylaws, or any Standing Rules; or for other conduct which the Chapter Board deems inconsistent and destructive to the purposes and mission of the Chapter and the Corporation. During suspension or upon termination of membership, all rights of membership (of any class) including the right of a Member Firm Representative to hold office and vote may not be exercised.

## **ARTICLE VII REVENUE**

Operating funds of the Chapter will principally be derived from membership dues. Fees and dues assessed by the Corporation are approved by the Chapters at the Corporation's Annual Meeting or any Special Meeting. Each Member Firm will be required to pay the Corporation's assessments.

A Chapter may charge additional fees or dues of its Member Firms as established by the Chapter at its annual business meeting or other special meetings. Unless online payments are authorized and/or the Corporation collects annual fees and dues from Member Firms, Chapters will be responsible for the collection for the Corporation of all annual Corporate assessments and dues from the Chapter's Member Firms. Corporate assessments will be due to the Corporation on the date established by the Corporation. All dues and assessments paid are non-refundable.

## **ARTICLE VIII CHAPTER MEETINGS**

### **Section 1. Mandatory Meetings**

Each Chapter will establish the dates and times of its meetings, which will include a minimum of two (2) business meetings per year, one of which is the Chapter's annual business meeting.

## **Section 2. Attendance at Meetings**

The attendance requirement for a Member Firm and Representative(s) will be developed by the Chapter Board, presented to the membership for vote and included in the Chapter Standing Rules.

## **Section 3. Notice of Meetings**

Notice of the annual business meeting and any special meetings of the Chapter will be given to Representatives by the Secretary, utilizing methods as authorized under the state or provincial law in which the Chapter is located, not less than ten (10) days prior to the date of the annual business meeting and not less than five (5) days prior to the date of a special meeting. Such notices will specify the place, day and hour of the meeting. Each Member Firm Representative will be responsible to provide current contact information (mailing address, telephone number(s), facsimile number, email address) for the Member Firm's executive(s) and Representative(s). Notice to the parties using such information will be sufficient for all purposes of the Chapter.

## **Section 4. Quorum**

A majority of the Representatives eligible to vote will constitute a quorum at any regular or special meeting of the Chapter. A majority vote of the Representatives eligible to vote and present at the meeting will be valid for the transaction of business.

## **ARTICLE IX COMMITTEES**

The President of the Chapter may appoint any committees deemed necessary to assure the successful operation of the Chapter, with the exception of the Nominating Committee. Any committees appointed in the areas of responsibility of a Director will be chaired by the respective Director.

### **Section 1. Nominating Committee**

A. Formation of Committee. The Committee will consist of three (3) or five (5) members as follows:

- The immediate past President, if possible, who will serve as chair. In the absence or inability of the immediate past President to serve, a new chair will be selected by the Chapter Board. "Absence or inability to act" as that phrase is used herein will mean absence at any meeting of the committee without reasonable cause, or failure to act to carry out the duties of the chair of the committee in the judgment of a majority of the Chapter Board.
- One (1) member elected by the newly-elected Chapter Board, from within the Board's membership; and
- At the option of the membership, either one (1) or three (3) members elected by the Representatives eligible to vote at the Chapter's annual business meeting after election of the Chapter Board.

Should a vacancy occur in one of the elected positions on the Nominating Committee, a replacement for that particular vacancy will be elected in the same manner as the original

member. The failure to timely fill a vacancy on the Nominating Committee will not invalidate the actions of the committee.

B. Nomination of Delegates. The Nominating Committee will select and propose to the membership, in time to meet the Corporation's filing requirements, nominees for Delegates and Alternates to the Annual Meeting and any Special Meeting of the Corporation. It is the duty of the Nominating Committee to specify their selections of Delegates and first and second (or more) Alternates, and to present the nominees in that order for ratification by the Chapter membership. The Chapter membership will be advised in writing of these proposed nominees prior to the Chapter's business meeting at which the committee makes its report and elections take place. At said business meeting of the Chapter nominations for Delegates or Alternates may be made from the floor by Representatives eligible to vote. The duly elected Delegates and alternates will serve until their successors have been qualified and elected.

C. Nomination of Chapter Board. The Committee will solicit views from the membership of the Chapter for the purpose of selecting nominees for Officers and Directors of the Chapter. Prior to the business meeting of the Chapter at which the Nominating Committee makes its report, written notice will be sent to all Representatives listing the current Vice President/President-Elect as President and the nominees selected and proposed by the Committee. Other nominations may thereafter be submitted by any five (5) Representatives, in writing, to the President up to and including thirty (30) days prior to the annual business meeting, at which time the nominations are automatically closed. Should there be nominations other than those submitted by the committee, the membership will be notified in writing at least ten (10) days prior to the annual business meeting. Nominations for the positions to be voted upon may be made from the floor at the annual business meeting if approved by a majority of the Representatives eligible to vote at the meeting. If nominations are made from the floor, vote will be by written ballot.

## **Section 2. Other Standing Committees**

Other Standing Committees may be designated in the Chapter Standing Rules.

## **Section 3. Special Committees**

Special committees may be established by the President or Chapter Board as deemed necessary or appropriate.

# **ARTICLE X NAME AND GEOGRAPHIC BOUNDARIES**

## **Section 1. Boundaries**

The name and geographic boundaries of the Chapter will be established by the Chapter membership and approved by the Corporate Board, and are as follows:

(list approved boundaries for your Chapter)

Changes in the name and/or geographic boundaries of a Chapter will be approved by a majority of the members of a Chapter and by the Corporate Board. From time to time, for purposes deemed to be in the best interest of the growth of the Corporation, the Corporate Board may initiate discussions with the Chapter regarding changes in its boundaries.

## **Section 2. Waiver**

Geographic rights of a Chapter may be waived by a Chapter Board upon the request of another Chapter or the Corporate Board. In such event, a signed waiver must be received before such jurisdiction is given.

### **ARTICLE XI PARLIAMENTARY AUTHORITY**

Robert's Rules of Order Newly Revised will be the authority governing proceedings in meetings of the Chapter and of the Chapter Board insofar as such rules do not conflict with the Corporate Bylaws, Chapter Bylaws, or any governing law.

### **ARTICLE XII ACCESS TO RECORDS**

All Member Firms will have access to all records of the Chapter, but only for purposes determined by the Chapter Board to be legally valid and consistent with the purposes and mission of the Corporation and Chapter. No unauthorized use or exploitation of the Chapter records may be made by any Member Firm.

### **ARTICLE XIII DISSOLUTION OF A CHAPTER**

Dissolution of the Chapter will occur upon revocation of the Chapter's charter by the Corporation, or upon voluntary termination of the Chapter's charter by the Chapter following a majority vote of the Chapter Board and voting Representatives at a meeting of the Board and Chapter called for the purpose of dissolving the Chapter. The Chapter Board must provide at least thirty (30) days written notice of the meeting called to dissolve the Chapter, to all member firms, including the executives of record and all representatives; and shall provide at least thirty (30) days written notice to Executive Women International. Notice must be given by the same methods used by the Chapter for its annual business meetings. At any time prior to the meeting, Executive Women International may contact representatives and executives to discuss the proposed dissolution. If a majority of the executives of record of member firms either object to the dissolution in writing, and/or object in person or by proxy at the meeting called for that purpose, then the Chapter Board and voting Representatives may not vote to approve dissolution. Upon dissolution of the Chapter, the Chapter will pay all of its outstanding debts. Any funds remaining in the Chapter Treasury of a U.S.A. Chapter will be distributed to EXECUTIVE WOMEN INTERNATIONAL Business/Career/Development Program ("EWI B/C/DP"), a non-profit corporation qualified under Section 501(c)(3) of the federal Internal Revenue Code, so long as such organization continues to exist, or to any successor organization. If EWI B/C/DP is no longer in existence, then all funds remaining in the Chapter will be distributed to EXECUTIVE WOMEN INTERNATIONAL.

For all Chapters outside of the U.S.A., any funds remaining in the Chapter treasury will be distributed to EXECUTIVE WOMEN INTERNATIONAL unless prohibited or restricted by the law of that country, state or province in which the Chapter is located. In that event, such funds shall be distributed to a charitable organization, qualified under the laws of that country, state or province, and approved by the Corporate Board.

**ARTICLE XIV  
CHAPTER STANDING RULES**

The Chapter may adopt or amend Standing Rules to govern the conduct and business of the Chapter. Such rules will not be inconsistent with these Bylaws, the Corporate Bylaws, Corporate and Chapter procedures and the laws applicable to the Chapter.

**ARTICLE XV  
AMENDMENTS**

The Corporate Bylaws Committee will initiate or receive for consideration by the Corporate Board proposed amendments to these Chapter Bylaws. In addition, proposed amendments to these Chapter Bylaws may be prepared and recommended by a majority of the Corporate Board in consultation with legal counsel for the Corporation. Any Chapter may submit a proposed amendment to the Corporate or Chapter Bylaws no less than one hundred and fifty (150) days prior to the Annual Meeting for consideration by the Corporate Board as provided in Article V of the Corporate Bylaws and in accordance with California law.