

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

**ARTICLE I — NAME**

The name of this organization shall be the "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.

- A. ACTIVE MEMBER: Shall be open to women who are actively employed in the construction industry a minimum of an average of twenty (20) hours per week per month. Employment is defined as receiving compensation for service in an approved employment category and in which the majority of her job responsibility, in that approved employment category, is construction related. Each eligible Active Chapter Member shall be entitled to vote and to hold office and shall be a member of National and an affiliated Chapter. (2/09)
- B. CORPORATE MEMBER: This is a transferable membership. This membership is open to 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 at any time. The company must buy one corporate chapter membership for each representative. Each eligible Corporate Member shall be entitled to vote, to hold office and shall be a member of National and an affiliated Chapter. (2/09)
- C. MEMBERS AT LARGE: Shall be open to women meeting all the criteria for Active Member but not belonging to an affiliated Chapter of the Association. Members at Large shall be entitled to participate in all of the activities of the region in which they reside. Members at Large shall be entitled to vote at the Annual Meeting/Convention of the Association, at which time their vote will have a one-tenth (1/10) value of a Chapter Delegate vote. Members at Large cannot hold office or serve on the NAWIC Board of Directors.
- D. STUDENT MEMBER: Shall be open to women students enrolled at institutions of higher education, vocation training programs and apprenticeship programs. Student membership is non-transferable, and Student Members shall have no vote nor hold office. They shall be a member of National and an Affiliated Chapter. A Student Member shall be eligible to serve on Chapter, Regional and National appointed committees. (2/11)
- E. STUDENT MEMBERS AT LARGE: Shall be open to women students meeting all the criteria for Student Members but not belonging to an affiliated Chapter of the Association. Students at Large

shall be entitled to participate in all of the activities of the region in which they reside. They shall have no vote nor hold office. (2/09)

- F. ASSOCIATE MEMBER: Shall be open to women who do not qualify for active membership. Associate members shall have no vote and are not eligible to hold office. Associate Members shall be a member of National and an affiliated Chapter. An Associate Member shall be eligible to serve on Chapter, Regional and national appointed committees. (2/10)
- G. RETIRED MEMBER: Shall be open to women who are retired and are at least 62 years of age. Retired members do not qualify for Active Membership, do not have to be members of a chapter and will be a member of National. Retired members shall have no vote and are not eligible to hold office but shall be eligible to serve on Chapter, Regional and National appointed committees. (9/10)
- H. INTERNATIONAL MEMBER: Shall be open to women who are actively employed in the construction industry in countries outside of the United States. International Members shall neither vote nor hold office.
- I. HONORARY CHAPTER 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. (2/09)

SECTION 2: Transfer of Membership: 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. (2/09)

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 voting 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. (2/10)

## ARTICLE VI — ELECTIONS

- SECTION 1: A Nominating Committee of not less than three (3) voting 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. (2/10)
- 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 Chapter elections may be conducted by mail ballot by a majority 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 sixty (60) days prior to the Annual Meeting/Convention. Each Delegate is entitled to one (1) Alternate.
- SECTION 9: 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. (2/09)

## ARTICLE VII — MEETINGS

- SECTION 1: The Chapter shall hold a minimum of ten (10) meetings per year, of which at least four (4) 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. (8/17)
- 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 (9/09)**

SECTION 1: Dues for new members shall be established by the NAWIC Board of Directors and shall be payable upon acceptance of membership. Chapter renewal dues and other appropriate fees shall be established by the Chapter. (2/09)

SECTION 2: Renewal dues shall be due in the NAWIC Office by October 1. (2/08).

#### **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 voting membership. (2/10)

## **ARTICLE XIII — COMMITTEES**

SECTION 1: The President shall appoint the following Standing Committees: Finance, Professional Development & Education (PDE) and Membership. 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. (9/14)

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 method of voting for officers, delegates and propositions 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, the Standing Rules or official policies of the National Association of Women in Construction. Revisions and amendments to Standing Rules 1-6 can only be changed by the National Board of Directors. (9/11)

#### STANDING RULE #2:

Standing Rules will be reviewed for compliance annually by the Chapter Board of Directors. In the event the Chapter Board of Directors recommends any changes, they will immediately submit the Standing Rules to the National Bylaws Chair for review. When there are no changes, the Chapter Standing Rules will be submitted to the National Bylaws Chair for review biennially no later than November 30th. Chapters in Regions where the Director is elected in odd- numbered years will submit their Standing Rules for review in odd-numbered years; Chapters in Regions where the Director is elected in even-numbered years will submit their Standing rules for review in even- numbered years. (3/17)  
*(For purposes of Standing Rule #2, Odd Regions will be Pacific Northwest, South Atlantic, South Central and Southeast; Even Regions will be Midwest, North Central, Northeast and Pacific Southwest)*

#### STANDING RULE #3:

All revisions and amendments to the Chapter's Standing Rules are to be submitted to the National Bylaws Chair for approval 30 days prior to circulation. Amendment of Chapter Standing Rules requires 30 days notice to the chapter members and two-thirds (2/3) vote of the Chapter Board of Directors, except as superseded by state law. (9/11)

#### 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.

#### STANDING RULE #5:

Where a chapter believes that extending reduced rate membership for multiple Corporate Members would expand awareness of NAWIC's professional development opportunities and encourage the advancement of women within these businesses, the Chapter may extend discounted memberships to accomplish this goal. (2/09)

#### STANDING RULE #6:

The Chapters shall adopt the Sarbanes-Oxley policies approved by the NAWIC Board of Directors and must be placed in the Chapter permanent records. The policies will be reviewed annually with individual Code of Ethics and Conflict of Interest being signed by each Chapter Board Member at the first fiscal Chapter Board meeting. (2/09)

# NAWIC GUIDELINES FOR CHAPTER MAIL BALLOTS

## CHAPTER STANDING RULES

Each chapter should decide if the election of officers, delegates, and occasional propositions should be handled by Mail Ballot or by vote at a Regularly Scheduled Meeting. Once the chapter decides what method will best meet their needs, the selected method shall be adopted as a chapter standing rule, as required by Standing Rule #1. This election method should not switch back and forth at the will of the presiding officer. **Every chapter must check their State law to verify the legality of mail ballots.** (8/17)

## MAJORITY VOTE

The selection receiving more than half of votes cast is known as Majority Vote. The NAWIC Bylaws specify majority vote for mail ballots.

## MAIL BALLOTS

A mail ballot election is handled slightly differently than a voice vote or roll call election. Special instructions for filling out the ballot and the ballot's disposition are given. A Teller Committee is appointed by the presiding officer to receive and count the ballots. Appointed teller members should not be candidates. All of the necessary details must be planned ahead and explained explicitly to the voting members to ensure their understanding. (i.e. Mark only one candidate for each office.) (8/17)

When authorized by the bylaws, a vote by mail can increase the representation of the voting membership. It should be reserved for important matters and should guarantee secrecy. The mailing list of voters should correspond to the official roll of the voting members. The secretary should furnish the Head Teller with the Official List of voting Chapter Members including addresses. Voters should be sent: (1) the preprinted ballot with explicit voting instructions. The instructions must specify the deadline date for receipt of the ballot, i.e. postmark date. (2) A self-addressed return envelope with the name and address of the Head Teller, for enclosing the ballot envelope with the ballot sealed inside and a specified area for the member's signature. This will allow the Teller Committee to verify the validity of the vote without knowing how the individual voted. (8/17)

The Head Teller should accumulate the sealed ballot envelopes and deliver unopened to the Teller Committee Meeting. The envelopes are opened at the Teller Committee Meeting and are handled in the following manner:

- (1) Verify the signature of the voter against the Master Check-off List.
- (2) Remove the ballots from the envelope.
- (3) Place all ballots in the ballot (receptacle) box (do not unfold). Special care should be taken to insure accuracy and secrecy of the vote. When all envelopes have been opened and ballots placed in receptacle or ballot box, tabulation should begin. (8/17)

## ILLEGAL BALLOTS

When recording votes, the tellers occasionally may come across ballots that cannot be credited to any candidate or proposition, such as blank ballots. Blank ballots are ignored. A vote for a fictitious candidate or illegible ballots are treated as illegal ballots and noted as such. It is the teller's responsibility to accurately reflect the will of the members - if a name is misspelled, but clearly identifiable, it should be counted and not treated as an illegal vote.

**BALLOTS MUST BE KEPT IN A LARGE ENVELOPE AND TAKEN TO THE NEXT MEETING. THEY SHOULD NOT BE DISPOSED OF UNTIL AN ELECTION IS DECLARED. A MOTION SHOULD BE MADE ONCE THE ELECTION HAS BEEN DECLARED TO DISPOSE OF THE BALLOTS.**

**SAMPLE COPY OF MODEL**  
**ARTICLES OF INCORPORATION**  
**FOR**  
\_\_\_\_\_ **CHAPTER**  
**OF THE**  
**NATIONAL ASSOCIATION OF WOMEN IN CONSTRUCTION**

We, the undersigned natural persons of the age of twenty-one (21) years or more, acting as incorporators of a Corporation under the \_\_\_\_\_ Non-Profit Corporation Act do hereby adopt the following Articles of Incorporation for such Corporation:

**ARTICLE I**

The name of the Corporation is \_\_\_\_\_  
\_\_\_\_\_

**ARTICLE II**

The period of its duration is perpetual.

**ARTICLE III**

The Corporation is organized for the following purposes, exclusively:

1. To unite for their mutual benefit women who are actively employed in the various phases of the construction industry;
2. To promote cooperation, fellowship and a better understanding among members of the Association;
3. To promote education and contribute to the betterment of the construction industry;
4. To encourage women to pursue and establish their careers in the construction industry; and
5. To provide members an awareness of the legislative process and legislation as it relates to the construction industry.

**ARTICLE IV**

The corporation is an affiliate of the National Association of Women in Construction, holding exemption under Section 501 (c) (6) of the Internal Revenue Code of 1986, as amended, and is governed by the Charter and Bylaws of such Association.

**ARTICLE V**

The members of the Corporation shall be as designated in the Bylaws.

**ARTICLE VI**

The manner in which the Directors are to be elected or appointed is: All Directors shall be elected by the members entitled to vote.



**ARTICLE VII**

The Corporation is one which does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes and no part of any net earnings thereof shall inure to the benefit of any member or other individual and further:

- (a) DISTRIBUTION OF INCOME. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended.
- (b) ACT OF SELF-DEALING. The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986, as amended.
- (c) RETENTION OF EXCESS BUSINESS HOLDINGS. The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986, as amended.
- (d) INVESTMENTS. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended.
- (e) EXPENDITURES. The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986, as amended.
- (f) DISSOLUTION OR LIQUIDATION. In the event of dissolution or liquidation, all assets of the Corporation remaining after payment of any debts shall be transferred to either the NAWIC Education Foundation (NEF) and/or NAWIC Founders Scholarship Foundation (NFSF). (8/17)

**ARTICLE VIII**

The street address of the initial registered office of the Corporation is \_\_\_\_\_ and the name of its initial registered agent at such address is \_\_\_\_\_.

**ARTICLE IX**

Management of the affairs of the corporation is to be vested in its board of directors. The number of directors, which must be a minimum of three, that constitutes the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are set forth below:

Names:

Addresses:

**ARTICLE X**

The name and address of each incorporator is:

Names:

Addresses:

**ARTICLE XI**

The Corporation is a non-profit corporation and has no capital stock.

IN WITNESS WHEREOF, we have hereunto set our hands this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

THE STATE OF \_\_\_\_\_ X  
COUNTY OF \_\_\_\_\_ X

I, \_\_\_\_\_ a Notary Public, do hereby certify that on this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_,  
personally appeared before me \_\_\_\_\_ and \_\_\_\_\_,  
who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document  
as incorporators and that the statements therein are true.

\_\_\_\_\_  
Notary Public in and for  
\_\_\_\_\_  
County,  
State of \_\_\_\_\_

## **DUTIES OF CHAPTER OFFICERS**

It is the obligation of each Officer and Director to have a working knowledge of Parliamentary Law, *Roberts Rules of Order, Newly Revised* and a thorough understanding of Chapter and National Bylaws, and National Policies.

### **PRESIDENT**

In addition to duties outlined in Article XI, Section 1, Standard Bylaws for Affiliated Chapters, she should:

- Prepare a written agenda for monthly business meetings and Board of Directors meetings. Prepare a calendar for the year.
- Before leaving office, she should:
  - Request Officers and Committee Chairmen to present bills for payment and forward files to their successors. Inform membership of all National Annual Meeting plans and any proposed changes to the Bylaws.
  - Instruct Corresponding Secretary or Recording Secretary to send list of delegates and alternates to Annual Meeting using standard form furnished by NAWIC Office sixty (60) days before Convention.
  - Call meeting of delegates and alternates to discuss any possible Annual Meeting business.
  - Transmit files to her successor immediately upon leaving office.

### **PRESIDENT-ELECT**

Duties are outlined in Article XI, Section 6, of Standard Bylaws for Affiliated Chapters.

### **VICE PRESIDENT**

The Vice President should familiarize herself with the duties of the President and be prepared at all times to preside in the absence of the President as outlined in Article XI, Section 2, of the Standard Bylaws for Affiliated Chapters. In addition, she should:

- Strive to attend Regional Forum and National Annual Meeting.
- Chair one of the more important committee assignments, if requested by the President.
- Order the Past President's pin.

### **RECORDING SECRETARY**

The Recording Secretary's responsibilities are outlined in Article XI, Section 3, of the Standard Bylaws for Affiliated Chapters. In addition, she should:

- Submit to the President, prior to meeting, a written list of all unfinished business from the minutes of the previous meeting.
- Endeavor, if possible, to have minutes printed in Chapter Bulletin or newsletter so they can be approved as circulated.

- Strive to attend Regional Forum and National Annual Meeting.
- Submit annual report of important activities to the Chapter at the close of her term. Deliver permanent records of the Chapter to her successor promptly.
- Action minutes should contain items as outlined in the Secretary's Handbook.

### CORRESPONDING SECRETARY

In addition to duties outlined in Article XI, Section 4, of the Standard Bylaws for Affiliated Chapters, she should:

- Submit annual report of important activities to the Chapter at the close of her term of office.

(NOTE: The Recording Secretary assumes these responsibilities and duties if the Chapter does not have a Corresponding Secretary.)

### TREASURER

The Treasurer shall perform duties as outlined in Article XI, Section 5, of the Standard Bylaws for Affiliated Chapters, and immediately after taking office, shall secure bank signature cards for execution of those authorized to sign checks.

### PARLIAMENTARIAN

A Chapter Parliamentarian is appointed by the President, who advises the President or presiding officer, upon request. She attends Chapter and Board meetings, and her function is advisory only. She should be well informed on Chapter Bylaws and Standing Rules, National Bylaws and National Policies, and *Roberts Rules of Order, Newly Revised*.

### HISTORIAN

The duty of the Historian is to record the activities and accomplishments of the Chapter's current year which may be in the form of a scrapbook. All material should be properly dated and correctly identified.

### NAWIC MEMBERSHIP PIN PROTOCOL

The NAWIC Membership Pin represents the Association. It is not to be overshadowed by the guard representing the office. In other words, the guard is not fastened above the pin at any time.

It is generally accepted that the pin should be worn on the left side, over the heart. It is not to be used as a fastener, collar design or decoration.

A member should wear only one pin and one guard. The guard worn should be the one representing the office held at present. If the member is not in office, she will wear a membership pin only. The exception to this rule would be those privileged to wear a Past Officer/Director pin. If you wear a Past Officer/Director pin, it should always be of the highest office attained.

A Chapter Officer wears a membership pin with the officer guard attached. The NAWIC Director wears a NAWIC Director's pin. A NAWIC Officer wears a NAWIC Officer's pin representing her office. A past NAWIC Officer/Director wears a Past NAWIC Officer/Director pin with appropriate guard after leaving that office.

## GUIDELINES — BIDDING FOR REGIONAL FORUM/ANNUAL CONFERENCE

Policy 25 of the NAWIC Bylaws states:

“An Annual Regional Forum site will be elected two (2) years in advance at each Annual Region Forum Meeting. When only one (1) site is proposed, a voting member may move the Forum Secretary to cast the elective ballot for that site. When two (2) or more sites are proposed, all members in good standing within the Region will cast a ballot, and the selection shall be determined by majority vote.”

### PRELIMINARY STEPS:

Hosting a Forum/Annual Conference is a large responsibility and must be a Chapter project. The first step to take, therefore, is a vote of approval by the chapter membership.

If the Chapter decides to bid, there are several steps to follow:

1. Upon receiving the approval of the membership, the Chapter *must* inform the NAWIC Director of the Region of its intentions in writing. Letter should include details of site and minimum of three alternate dates, in order of preference.
2. Check into hotel facilities. Be sure that there are adequate meeting rooms, banquet facilities and guest rooms available.
3. The membership should elect a Forum-bid or Conference-bid chairman. This member would be responsible for setting up subcommittees and organizing the Chapter's bid. It is also her responsibility to keep a close watch of moneys being spent for the bid. She should authorize all payment of bills in conjunction with the Chapter president *before* they are sent to the treasurer for payment.
4. The bid chairman is not *necessarily* the Forum/Conference coordinator, should the bid be accepted.

### FINANCES:

1. If a Chapter has decided to bid for Forum/Annual Conference site before the fiscal year begins, the budget committee should allocate funds in the Chapter budget.
2. Some Chapters have ways and means projects to finance the bid. Money would be used only on this bid, and it is up to the individual Chapter what method will work best for them.
3. The largest expense involved in bidding is the cost of the hospitality suite, if you want a suite, and it is within the practice of your region. Many regions, however, have a public room or area within the hotel for candidates to set up a display table. This allows the bidding Chapter the opportunity to talk with members as they stop to pick up campaign materials and information on your city.
4. Other expenses involved could be supplies for literature, posters, gimmick items (pens, item advertising city, etc., many of which might be donated by firms within the city), printing costs and postage.

### PUBLICITY:

Start early in the year with publicity mailings. These mailings should be sent to all Chapter presidents, the NAWIC Director of the region and the NAWIC President.

The Forum-bid/Conference-bid chairman should handle the mailings. She should encourage members to submit samples of “catchy and clever” brochures and ask their aid in choosing the best one for mailing.

Your city's Chamber of Commerce and/or Convention and Tourist Bureau can be of great help to your Chapter. They can supply you with brochures on your city/state which could be used for mailings.

The Chamber of Commerce can obtain for you a letter from your Governor and Mayor. This letter, of course, would be a letter of invitation and welcome.

You might also ask your local AGC (Associated General Contractors) or CSI (Construction Specifications Institute) for their help. Often they are willing to write a letter of invitation to the city.

### USE YOUR CHAMBER OF COMMERCE:

They are extremely helpful! Besides furnishing your Chapter with brochures with colorful points of interest to mail, your Chamber of Commerce can supply you with materials to take to the hostess city: buttons with the name of your city, chair backs, banners, slides and projectors, etc. Check with the Chamber of Commerce before your Chapter rents or purchases items to take with you because the Chamber may have them available at no charge.

### PRESENTATION OF BID:

Each chapter bidding is given a specified amount of time to present the bid at a designated session of Forum/ Conference. Many chapters prepare short skits; others prepare a film or slide presentation, while others merely issue an invitation in the form of a speech.

Any special equipment you may need should be taken care of well in advance of your arrival in the host city, i.e., piano, platform, screen for film. If you need any of these props, you should contact the Forum/Conference Coordinator for assistance.

NOTE: Most important, remember that while you are in the hostess city, all members and delegates are formulating an opinion about you as a potential host for Forum/Conference. Members should remember to present a professional image at all times.

## **LEGAL UPDATE**

### **EXPLANATION OF TAX EXEMPT STATUS**

There are numerous taxing authorities. The fact that the Association holds exemption under one or more of them does not automatically confer tax exempt status on its affiliated Chapters as far as that exemption or any other is concerned. The only exception is presently that the exemption granted to the National Association by the Internal Revenue Service applies to both the Association and all of its affiliated Chapters in the United States.

In any other case where a Chapter desires to obtain exempt status, some form of application for exemption should be made to the appropriate taxing authority. For example, if a Chapter becomes incorporated and if the state of incorporation there is a franchise tax, a sales or use tax, or other form of tax from which the chapter may or may not be exempt, the chapter should apply to the responsible taxing authority to ensure that it does have exempt status if this is allowable under their local statutes.

## PROCEDURES FOR CHAPTER INCORPORATION

There are good reasons for recommending that Chapters incorporate. One is the protection offered individual members against liability for debts and obligations of the Chapter or for claims asserted against it. For example, while NAWIC Chapters are exempt from federal income tax generally under a blanket exemption from the National Association, this does not necessarily exempt them from payment of state taxes, such as sales or use taxes, unless incorporated. Secondly, generally, an unincorporated Association is subject to dissolution in the event of a change in membership, so that there could be an enforced distribution of assets (i.e., cash in bank, etc.).

Any Chapter may incorporate. It may also incorporate a service project of the Chapter, provided policies are adhered to as outlined in this guideline.

That is, before filing Articles of Incorporation for the Chapter with the Secretary of State or similar office in the State, the Chapter must submit the following in triplicate form to the NAWIC Legal Counsel for review and approval:

1. Executed copies of proposed *Articles of Incorporation*.
2. Resolution by Chapter's Board of Directors recommending incorporation, properly certified by the Chapter secretary.
3. Copies of the Resolution of the Chapter's membership accepting the Board's recommendation properly certified by the chapter secretary.
4. In the case of Chapter projects, a statement setting forth the reasons for incorporation signed by the Chapter president.

A copy of a model form of the *Articles of Incorporation* may be found starting on page C-6 of the NAWIC Operations Manual. This form is suitable for use in most states. However, local counsel should always be consulted to determine what modification of the model form may be required by local laws of the state in which the Chapter is situated.

As soon as the *Articles of Incorporation* have been approved by the State Official, the Chapter secretary should send the date of approval to NAWIC's Executive Vice President. The NAWIC database will note the date of chapter incorporation. (9/09)



## SIMPLE FORM OF CONTRACT

In its simplest form, a contract may be contained in a letter making an offer, which is accepted. Every contract is unique, but certain basic provisions must be included so that the duties, obligations and rights of each party to the agreement are clearly and unambiguously identified.

For example, a letter might be addressed by NAWIC to a seller of some item(s) to be used at an Annual Meeting. The letter would be dated and the address for reply shown. It would be addressed to the seller by its full and correct name and address and might begin:

“This letter and your acceptance will confirm the agreement between us.”

It would then continue in separate paragraphs to identify each party and the subject matter of the agreement. Additional paragraphs should prescribe:

1. The duration (term) of the agreement and the date on which the offer will expire if not accepted;
2. The quantity to be purchased/sold;
3. The quantity of goods to be furnished;
4. The purchase/sales price and method of payment;
5. The place for performance;
6. The date(s) for delivery of goods;
7. Any exclusive rights granted or any restrictions on use or re-sale;
8. Prices in event re-sale permitted;
9. Restrictions on assignment;
10. Force Majeure (for example: Seller agrees to fill all orders with reasonable promptness but shall not be liable for losses resulting from any delay or failure to deliver due to causes beyond its control, such as wars, strikes, or acts of God). The following is a sample FORCE MAJEURE clause to be used when planning chapter projects and activities:

FORCE MAJEURE:

\_\_\_\_\_ shall not be liable or responsible for any accident or injury to persons or property due to storm, flood, or other acts of God, fire, or rebellion, insurrection, riots, strikes, government laws, regulations or restrictions, or any other cause of any kind whatsoever which are beyond the control of \_\_\_\_\_.

11. Provision for cancellation in event of default;
12. Waiver of default without prejudice to subsequent failure to perform;
13. Place and method of giving notice of default;
14. Statement that there are no other terms or conditions and no oral promises, representations or warranties;
15. Statement specifying what law shall govern.

The letter agreement should conclude with appropriate signatures and be followed by a statement to show acceptance and the date of acceptance by the party to whom the offer is made.

Every contract of necessity must be tailored to the objects sought to be attained. The foregoing outline indicates only basic essentials to accomplish a lawfully enforceable agreement. No magic words are needed. Language preferably should be simple. Ambiguities are to be avoided.

## USE OF NAWIC EMBLEM

Policy 2 of the National Association of Women in Construction states:

“The NAWIC emblem or insignia may be used on letterhead, invitations, bulletins/newsletters, programs, and members may utilize the NAWIC emblem only on business cards, provided slicks issued by the NAWIC Office are used. The emblem cannot be changed in any manner. Approval must be obtained from the Executive Vice President before the emblem is used on any other item. Permission, when granted, will be non-exclusive and subject to later cancellation.

(Explanatory note: The reason for this policy is that the emblem is registered in the United States Patent Office and must be protected from possible violations which might affect its validity.) “

NAWIC is quite specific in its restrictions, i.e.:

“The name of the Association and design used as the corporate seal and emblem are copyrighted; therefore, neither the *name nor any derivative* thereof; the seal, the *emblem or other insignia* of the Association may be used, worn or displayed without the express written consent of NAWIC’s Executive Vice President. Neither may they be employed for any individual gain or profit or put to any commercial use.”

For emphasis, the key words: “name,” “any derivatives” of the name, “seal,” “emblem” and “other insignia” are italicized. These are the descriptive terms to which the restrictions on use apply. They include:

The National Association of Women in Construction - name

NAWIC or WICS - derivatives of the name

The figure of the woman with the plumb bob - seal emblem

The design for the copyright on WICS - other insignia

In addition to the limitations, Chapters should be aware that no item available through the NAWIC Office will be approved by the Executive Vice President for reproduction by the Chapters and that all requests for approval of items using the Association’s name, seal, emblem, other insignia or derivatives of any of them must be accompanied by a drawing illustrating the proposed one.

The purpose of the Bylaw and the Policy is to protect copyrights held by the Association and not to unduly hinder Chapter activities for it is recognized that the widest possible visibility of the Association’s name, etc., is highly desirable as a tool to acquaint the public with the Association; its Chapters and the very fine activities undertaken by them. Enthusiasm must, however, be tempered by a prudent regard for protection of their most valuable assets, i.e. - their name, their emblem, their insignia - so that neither may be abused or lost through inadvertence or otherwise.

If there is ever doubt as to any proposed use by an individual or by a Chapter, the question should be resolved by referring it to the NAWIC President for an opinion beforehand. Every such inquiry will receive careful and prompt consideration.

## **GUIDELINES FOR FUND RAISING**

NAWIC and its affiliated Chapters have been granted tax-exempt status as a "business league" under Section 501 (c)(6) of the Internal Revenue Code. NAWIC's main source of income is membership dues. As a business league, NAWIC does not have to pay tax on the dues it receives and other moneys that it collects. This is the essence of NAWIC's tax-exempt status.

NAWIC Education Foundation is a tax exempt entity as a "public charity" under Section 501(c)(3) of the Internal Revenue Code. The NAWIC Founder's Scholarship Foundation is a tax exempt entity as a 501(a)(3) of the Internal Revenue Code. Both NEF and NFSF enjoy a tax-exempt status similar to NAWIC but with an additional benefit. These organizations can accept donations and give the donor the right to deduct such donations as a charitable contribution. NAWIC, as a business league, does not have this additional benefit. Thus, donors are entitled to a charitable contribution deduction only if the donations go to the NAWIC Education Foundation or NAWIC Founders' Scholarship Foundation.

NAWIC can serve as a conduit for the donations to NEF or NFSF, but NAWIC cannot give donors the right to a charitable contribution deduction for donations given to NAWIC itself. Thus, if the emphasis in fund raising is to allow donors a charitable contribution deduction, the donation must be passed on to NAWIC Education Foundation or NAWIC Founders' Scholarship Foundation (or some other tax-exempt charity). Not only must the appropriate accounting records be kept, but, since NAWIC is theoretically a trustee of the donated funds, such funds must be transferred to the tax exempt charity on a timely basis.