



BYLAWS

ARTICLE I

NAME AND ORGANIZATION

Section 1. NAME

The name of this organization is the National Association of Women Business Owners, Los Angeles Chapter, hereinafter referred to as NAWBO-LA. NAWBO-LA is a chapter of the national organization known as National Association of Women Business Owners, Inc., hereinafter referred to as NAWBO National.

Section 2. ORGANIZATION

This corporation is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The purposes of the corporation are to operate on a not-for-profit basis within the meaning of § 501(c)(6) of the Internal Revenue Code of 1986, as amended, in the course of which operation; notwithstanding any other provisions of these bylaws, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under §501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE II

MISSION & OBJECTIVES

The objectives of NAWBO-LA, organized as a non-profit corporation, are as follows:

NAWBO-LA strives to empower women entrepreneurs into economic, social and political spheres of leadership by: Strengthening the wealth creating capacity of our members and promoting economic development within the entrepreneurial community; creating innovative and effective changes in the business culture; building strategic alliances, coalitions and affiliations; and transforming public policy and influencing opinion makers.

ARTICLE III

MEMBERS

Section 1. MEMBERSHIP

There is only one class of membership, referred to as "Voting Members." Voting Members shall have all rights afforded members under the California Nonprofit Corporation Law pertaining to nonprofit mutual benefit membership organizations.

A. VOTING MEMBERS

Chapter Member - Shall be a business owner who is an individual partner or stockholder who exercises the power to make policy decisions and is actively involved in the day-to-day management of the firm. A member in this classification has one (1) vote.

B. NONVOTING MEMBERS

As used herein, the term "member," when referring to "Nonvoting Member(s)" does not have the statutory definition of membership found within the California Nonprofit Corporation Law, including any of the rights afforded by the Law to "Voting Members" or the obligations imposed upon nonprofit entities in connection with "Voting Members." Instead, "Nonvoting Members" only have those rights explicitly set forth herein, and accordingly they shall NOT have voting rights nor shall such a "nonvoting member" be eligible to hold chair, council, board or officer positions. The following are "nonvoting members":

1. Emerging Business Owner - Shall be a first time business owner with a new business less than two (2) years old, or who has not yet started her business and has opted to pay a discounted dues rate.
2. Supporting Member - Shall be an individual who subscribes to the objectives of NAWBO and wish to lend support to NAWBO through membership.
3. Honorary Member - Shall be an individual of national or international distinction who has made significant contributions towards advancing the objectives of NAWBO-LA. This honor is by authorization of the NAWBO-LA Board of Directors.
4. Affiliate Member - Shall be a business owner who is a member in good standing of an organization which has a valid Affiliation Agreement with NAWBO.

Section 2. RESIGNATION

Any member may resign by filling a written resignation to the local chapter or national NAWBO office. No portion of any dues paid shall be refunded to the resigned member.

Section 3. EXPULSION

Procedure for Expulsion or Suspension of Members. If grounds appear to exist for expulsion or suspension of a member, the procedure set forth below shall be followed:

- A. The member shall be given fifteen (15) day's prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the records of the corporation.
- B. The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.
- C. The Board, committee, or person shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the Board, committee, or person shall be final.
- D. Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

ARTICLE I

DUES AND FEES

Section 1. ANNUAL DUES

Annual dues for all members shall be established by the NAWBO-LA Board subject to policies set forth by NAWBO-National Member Services Council.

Section 2. METHOD OF PAYMENT

Annual membership dues shall be paid directly to the NAWBO National or NAWBO-LA office. Membership renewal shall occur on or before the member's anniversary date. Members who have not paid their dues to NAWBO National or NAWBO-LA within 60 days of the date established by the Board of Directors shall be dropped as a member of NAWBO.

ARTICLE V

BOARD OF DIRECTORS

The management of the affairs of NAWBO-LA shall be entrusted to the Board of Directors. The Board of Directors shall be responsible for carrying out the duties prescribed in the Policies and Procedures of the Chapter. Additionally, the Board of Directors shall have power to call meetings of the organization when it deems necessary to conduct, manage and control the affairs, relations and business of the organization, and to make rules not inconsistent with the laws of the State of California and/or the polices of NAWBO National, for the guidance and management of the affairs of the organization, and may appoint other officers, agents or committees as it deems necessary and shall fill all temporary vacancies that may occur during the year in any organization office.

Section 1. ELECTION

Members of the Board of Directors (excluding the Immediate Past President and the President) shall be elected by the general membership.

Section 2. COMPOSITION

- A. The NAWBO-LA Board of Directors shall consist of the President, President-Elect, Chair/Immediate Past President, Treasurer, Secretary, Vice Presidents of Membership and Public Policy plus no fewer than four (4) and no more than eight (8) additional Directors.
- B. The **Chief Executive Officer** of NAWBO-LA shall be a nonvoting ex-officio member of the board of directors, and may be excused from all or part of a meeting by a majority of the directors present.

Section 3. TERM OF OFFICE

The President, President-Elect, and the Chair/Immediate Past President shall each serve a one (1) year term. The President-elect shall automatically serve as President and the President shall automatically serve as Chair/Past President the following year. The Treasurer, Secretary, Vice Presidents and the remaining NAWBO-LA Board members shall all serve two (2) year staggered terms, as set forth in the Chapter Policies and Procedures.

Section 4. TERM LIMITS

Members of the Board of Directors shall be elected or appointed for a single term. A member may serve on the Board of Directors in the same elected or appointed position no more than two (2) consecutive terms or totaling no more than four years. At least one two-year term must lapse before a member who has served four consecutive years may be re-elected or re-appointed to the same position. This does not preclude an individual from running for a different position.

Section 5. DUTIES OF BOARD OF DIRECTORS

The Board of Directors shall:

- A. Develop, approve and implement the Strategic Plan
- B. Govern the affairs and operations of NAWBO-LA
- C. Approve budgets and financial reports
- D. Appoint a **Chief Executive Officer** whose duties and tenure shall be determined by the Board
- E. Establish committees and determine their charge, size and composition
- F. Assess the financial needs of the organization for growth and profitability
- G. Perform other functions as appropriate to the Board of Directors

Section 6. MEETINGS

The Board of Directors shall meet at least six (6) times per year unless otherwise agreed to by the Board of Directors. Special meetings may be called by the President or by written request of the Executive Committee. Board members must have five days written notice of a special meeting unless notice is waived in writing by all members of the Board. If any Officer or Director fails to attend three (3) consecutive Board meetings without satisfactory cause, and after consultation with such Officer or Director, the Board may consider the position vacant and may proceed to fill such vacancy.

Section 7. QUORUM

A quorum for transaction of business shall be a majority of the Board of Directors.

ARTICLE VI

OFFICERS AND EXECUTIVE COMMITTEE DUTIES

Section 1. DUTIES OF OFFICERS

The Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws and in the adopted parliamentary authority.

A. The President shall:

1. Preside at all meetings of the membership; Executive committee and Board of Directors; The President has the authority to delegate this responsibility to another person if she sees fit
2. Set the agenda for meetings of the Board of Directors
3. Appoint chairpersons of the standing committees where such are not provided for elsewhere in these Bylaws
4. Appoint Ad Hoc Committees as are deemed necessary by the Board of Directors
5. Appoint an Nomination Committee of at least two (2) members and the chair of the Nomination Committee
6. Appoint Advisory Board members for the year subsequent to her term as President

B. The President-Elect shall:

1. Assist the president in fulfilling the duties of that office.
2. Perform the duties of the President in the absence of the President.
3. Chair the Annual Awards Luncheon.

C. The Vice President of Public Policy shall:

1. Assist in the Development of NAWBO-LA's legislative, advocacy and public policy goals and action steps.
2. Serve as the NAWBO-LA National Public Policy Council Representative.
3. Communicate NAWBO-LA activities, and its positions on issues to the membership.
4. Undertake special projects or engage in any other related activities as necessary.
5. Serve on committees as needed.

D. The Vice President of Membership shall:

1. Serve as the NAWBO-LA National Membership Council Representative.
2. Undertake special projects or engage in any other related activities as necessary.

3. Serve on committees as needed.
- E. The Secretary shall:
1. Serve as Corporate Secretary.
 2. Act as corresponding secretary.
- F. The Treasurer shall:
1. Oversee the finance and investments of NAWBO-LA;
 2. Provide a compiled financial statement quarterly and budget reports to the Board of Directors.
 3. Oversee the preparation of the annual operational budget.
- G. The chair of the Board/Past-President shall: Chair the Nominating Committee;
1. Chair the Awards Committee.
 2. Serve as NAWBO-LA's Representative on Affiliate Boards.
 3. Undertake special projects as may become necessary.
 4. Sit on additional committees as needed.
- H. The **Chief Executive Officer** shall:
1. **Manage and oversee NAWBO-LA's business and operations on a day to day basis in a manner consistent with the strategy established by the Board.**
 2. Deliver programs and services within the strategic direction, policies and approved budget parameters set by the Board of Directors.
 3. Hire, supervise and release staff and contractors within the strategic direction, policies and approved budget parameters set by the Board of Directors.
 4. Attract resources to the organization.
 5. Serve as a spokesperson for the organization.

Section 3. THE EXECUTIVE COMMITTEE

- A. The Executive Committee shall be comprised of the Officers of this association. The officers are: President; President-Elect; Secretary; Treasurer; and Immediate

Past-President. The **Chief Executive Officer** shall serve as a non-voting member of the Executive Committee.

- B. Transact such other business as is appropriate to this body and not in conflict with Section 7212 of the California Corporations Code.

Section 4. EXECUTIVE COMMITTEE MEETINGS

The Executive Committee shall meet at least three times per year unless otherwise agreed to by the Executive Committee. Special meetings may be called by the President. Executive Committee members must have five days written notice of a special meeting unless notice is waived in writing by all members of the Executive Committee.

Section 5. QUORUM

A quorum for transaction of Executive Committee business shall be a majority of the Executive Committee.

Section 4. VACANCIES IN OFFICE

- A. A vacancy in any Executive Committee office other than those of President, President-Elect, or Chair of the Board/Past President shall be filled by the Board of Directors upon the recommendation of the President. A majority vote of the Board of Directors shall elect.
- B. In the event of a vacancy in the office of the President, the President-Elect shall fill the unexpired term of President, as well as completing the term of President for which elected. A vacancy in the office of President-Elect shall be filled by a SPECIAL NOMINATING AND ELECTION process, for the remainder of the term, to be approved by the Board of Directors.
- C. A vacancy in the office of President-Elect shall not be filled until the next regular election, and the duties of that office shall be assumed by a member of the Board of Directors as assigned by the President.
- D. In the event of a vacancy in the office of Chair/Immediate Past President: (a) the President shall fill the unexpired term of Chair of the Board with respect to chairing the Nominating Committee, the Awards Committee and the Advisory Board; (c) special projects undertaken but not completed, or other committee position held, by the Chair of the Board/Past President at the time the office becomes vacant shall be delegated by the President to other members of the Board of Directors.

Section 5. REMOVAL OF A MEMBER OF BOARD OF DIRECTORS

If a member of the Board of Director's should be unwilling or unable to carry out the responsibilities of office, upon the request of the President and with a two-thirds (2/3) vote of the Board of Directors, then such a member shall submit to the President resignation from such office. In the event there shall be cause for removal of a Board of Director's

member, other than the inability or unwillingness to carry out the responsibilities of office, then such member may be removed by a two-thirds (2/3) vote of the Board of Directors, after a fair hearing.

ARTICLE VIII

NOMINATIONS AND ELECTIONS

Section 1. NOMINATIONS

- A. The Nominating Committee shall consist of five members. Two (2) members may be appointed by the President with approval by majority vote of the Executive Committee. The third member shall be the President. The fourth member shall be the President-Elect. The fifth member shall be the Immediate Past-President who shall serve as chairperson. The duties of the committee shall be to nominate candidates for the offices to be filled.
- B. The Nominating Committee shall submit at least one nominee for each office to be filled.
- C. Nominations by petition for any office may be presented to the Secretary any time prior to seventy (70) days preceding the annual meeting of members when bearing the signatures of twenty-five (25) or more members entitled to vote. Such nominations shall appear on the ballot, in order, following the names presented by the Nominating Committee. In the event more than one petition is received, the order of names on the ballot shall be governed by the order in which said petitions were filed with the Secretary. Any member may write in the name of a member entitled to hold office and in good standing for any office. Space for this purpose must be provide on the ballot.

Section 2. ELECTION

- A. Ballots shall be mailed to voting members in good standing at least sixty (60) days before the annual meeting by the Nominating Committee.
- B. Ballots must be received by the chairperson of the Nominating Committee no later than thirty days before the annual meeting. The Nominating Committee shall count the ballots.
- C. A plurality vote shall elect.
- D. The President-Elect shall automatically succeed to the office of the President.
- E. The president shall automatically succeed to the office of Chair of the Board/Past President.
- F. Write-in ballots are not allowed.
- G. No ballots will be sent out in a year when there is a single slate nominated and there are no petition candidates.

ARTICLE IX

MEETINGS

Section 1. ANNUAL MEMBERSHIP MEETING

There shall be an annual meeting of the members at which such business shall be transacted as may come before the meeting. Special meetings of the members may be called by the President of the Board of Directors. The President shall call a meeting when requested by petition or written request of at least fifty (50) members.

Section 2. TIME OF MEETING

The President, with approval of the Board of Directors, shall designate the time, place and agenda for the annual meeting or any other meeting which the President may call. When the President calls a meeting on the request of members, the meeting shall be held within sixty (60) days after receipt of the petition, and the agenda for the meeting shall include the matter(s) set forth in the petition. The Board of Directors shall designate the time, place and agenda for any meeting it may call.

Section 3. NOTICE

Written notice of the time, place and agenda of every meeting of members shall be mailed by the Secretary to each member not less than thirty days prior to the date of such meeting.

Section 4. QUORUM

At all annual and special meetings of members, thirty (30) persons entitled to vote shall constitute a quorum for the transaction of any business duly presented at any meeting of members.

Section 5. EMERGENCY

In the event of a national emergency or an emergency arising due to an act of God, the Board of Directors shall have the power to cancel or postpone the annual meeting and to conduct such business as is necessary for the well-being of NAWBO.

ARTICLE X

COMMITTEES

Section 1. STANDING COMMITTEES

Standing committees may include, but are not limited to, Membership, Public Policy, and Fund Development.

Section 2. AD HOC COMMITTEES

Ad Hoc Committees may be established by the Board of Directors as deemed necessary.

Section 3. MEMBERSHIP

The President and Chairman of the Board shall serve as Ex-Officio member of all committees except the Nominating Committee on which they serve as a voting member.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of ROBERT'S RULES OF ORDER newly revised shall govern NAWBO-LA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order NAWBO-LA may adopt.

ARTICLE XI

AMENDMENT

Section 1. AMENDMENT

- A. The Bylaws may be amended by a majority vote of the Board of Directors at any legally constituted meeting and if any such amendments diminishes the rights of members, must be ratified by a majority vote of membership.
- B. No bylaws amendment shall authorize the Directors to conduct the affairs of this Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(6) of the Code.
- C. The Board of Directors may, in its discretion, by majority vote, require review of a proposed amendment to the Bylaws by an Ad Hoc committee called the Bylaws Committee prior to adoption of such amendment by the Board of Directors
- E. If the a general membership vote is required, proposed Bylaw amendments, after being approved by the Board of Directors, shall be provided to the membership for their approval, at least 30 days prior to the date set for their vote. The Board of Directors should set the date for the membership vote on the proposed bylaws amendments.

Section 2. NOTICE

The Board of Directors shall notify the membership of NAWBO-LA, in writing of any amendment to the Bylaws affecting the rights of members. A copy of the Bylaws shall be available for any member who wishes to review the Bylaws.

ARTICLE XII

DISSOLUTION

NAWBO may dissolve and conclude its affairs in a manner consistent with the rules and regulations governing dissolution of national NAWBO and California law governing non-profit mutual benefit corporations.

ARTICLE XII

INDEMNIFICATION

The Association shall have the authority to indemnify and hold harmless to the full extent permitted by law and to purchase and maintain liability insurance on behalf of any person who serves or has served as a director, officer, employee, or authorized agent of the Association, or who services or who has served at the request of the Association as a director, officer, employee or authorized agent of another corporation, partnership, joint venture, trust or other entity.

ARTICLE XIII

LIMITATIONS

Section 1. PROPERTY.

The property, assets, profits and net income are dedicated irrevocably to the purposes set forth herein. No part of the profits or net earnings of this corporation shall ever inure to the benefit of any of its Directors, trustees, officers, members (if any), employees, or to the benefit of any private individual.

Section 2. DISSOLUTION.

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the payment of the debts, obligations and liabilities of the corporation, the remaining assets of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for recreational purposes and which has established its tax exempt status under the Internal Revenue Code.

ARTICLE XIV

RECORDS

The Secretary shall keep or cause to be kept, at the principal office of the corporation or at a place determined by resolution of the Board, a record of the members of the corporation showing each member's name, address, and class of membership.

Section 1. MEMBERS' INSPECTION RIGHTS.

A. Membership Records.

Subject to the California Corporations Code and unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

1. Inspect and copy the records of members' names, addresses, and voting rights during usual business hours on five (5) days' prior written demand on the corporation, which demand must state the purpose for which the inspection rights are requested; or
2. Obtain from the Secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for the election of Directors as of the most recent record date for which that list has been compiled, or as of a date specified by the member, after the date of demand. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the latter of ten (10) days after (i) the demand is received or (ii.) the date specified in the demand as the date as of which the list is to be compiled. The corporation may, within ten (10) business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand. If the corporation believes that the information requested will be used for a purpose other than one reasonably related to a person's interest as a member, or if the corporation provides a reasonable alternative, it may deny the member access to the membership list. Any inspection and copying under this section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of any subsidiary of the corporation.

B. Accounting Records and Minutes.

On written demand presented to the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the

proceedings of the members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. Any right of inspection extends to the records of any subsidiary of the corporation.

Section 2. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

The corporation shall keep at its principal office, or if its principal office is not in California, at its principal business office in this state, the original or a copy of its Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal office of the corporation is outside California and the corporation has no principal business office in this state, the Secretary shall, on the written request of any member, furnish to that member a copy of the Articles of Incorporation and Bylaws, as amended to date.

Section 3. DIRECTORS RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and the records of each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

ARTICLE XV

REPORTS

Section 1. ANNUAL REPORTS

The Board shall cause an annual report to be sent to the members within one hundred twenty (120) days after the end of the fiscal year of the corporation.

Section 2. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

As part of the annual report to all members, or as a separate document, the corporation shall annually prepare and mail or deliver to each member and furnish to each Director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the end of the fiscal year of the corporation:

- A. Any transaction to which the corporation, its parent, or its subsidiary was a party, and to which an "interested person" had a direct or indirect material financial interest, which involved more than twenty-five thousand dollars (\$25,000) or was one of a number of transactions with the same interested person involving, in the aggregate, more than fifty thousand dollars (\$50,000). For this purpose, an "interested person" is either of the following:

1. Any Director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
2. Any indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or Director of the corporation under Article VIII of these Bylaws, unless that indemnification has already been approved by the members under the California Nonprofit Corporations Code.

amended 10/12/04