

**BYLAWS
NATIONAL ASSOCIATION OF WOMEN IN CONSTRUCTION
AN INTERNATIONAL NON-PROFIT CORPORATION ORGANIZED
UNDER THE LAWS OF THE STATE OF TEXAS**

ARTICLE I — NAME

The name of this organization shall be the “National Association of Women in Construction” (hereinafter, the “Association”).

ARTICLE II — OBJECT

The object of this Association 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 Association shall be self-governing, non-profit, non-partisan and non-sectarian.

ARTICLE IV — MEMBERSHIP CATEGORIES

Membership of the Association shall consist of:

- 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. Member at Large shall be entitled to participate in all of the activities of the region in which they reside. Member at Large shall be entitled to vote at the Annual Meeting/Convention of the Association. Member at Large cannot hold office or serve on the NAWIC Board of Directors. (12/17)
- 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)

ARTICLE V — DUES

Annual dues and the method of collection shall be established by the NAWIC Board of Directors. Any proposed change must be circulated ninety days in advance of the vote thereon.

SECTION 1: NAWIC's Fiscal Year is October 1 through September 30. All new members joining in the last quarter (July, August, and September) of the NAWIC year pay the full fourth quarter and full amount of dues for the upcoming NAWIC year. The fourth quarter and upcoming year dues are prorated based on the National and Chapter new member dues structure. (3/14)

ARTICLE VI — FISCAL YEAR

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

ARTICLE VII — CHAPTERS

SECTION 1: The Association may grant charters to qualifying groups to be known as "Affiliated Chapters" or "Chapters." Each such Chapter shall adopt the Standard Bylaws for Affiliated Chapters, and shall abide by the Articles of Incorporation of the Association and all provisions of the Bylaws and Policies of the Association, which are consistent with all applicable laws and other governmental regulations.

SECTION 2: The NAWIC Board of Directors shall establish criteria for qualification of new Chapters, and shall be authorized to withdraw Chapter status from any Chapter which fails to comply with any of the requirements established for Chapter affiliation. The decision of the NAWIC Board of Directors on this matter shall be final.

ARTICLE VIII — REGIONS

SECTION 1: CREATION OF REGIONS: The Association shall be divided into geographic Regions. Regions may be created, or their boundaries changed, by a two-thirds vote of the NAWIC Board of Directors. Procedures for creating or redistricting of Regions shall be established by the Board of Directors.

SECTION 2: ANNUAL REGIONAL FORUMS: Each Region shall hold an Annual Regional Forum in the Spring of each year. Any business pertaining to the specific Region, which is not in conflict with the governing rules of this Association, may be conducted. All voting members who are affiliated with that region, in good standing, who are in attendance, are eligible to vote.

SECTION: FALL CONFERENCES: Each Region may hold an Fall Conference, at which official business pertaining to the Region, which is not in conflict with the governing rules of the

Association may be conducted. All voting members who are affiliated with that region, in good standing, who are in attendance, are eligible to vote. (9/14)

ARTICLE IX — OFFICERS

SECTION 1: OFFICERS: The Officers of the Association shall be President, President-Elect, Vice-President, Secretary and Treasurer.

SECTION 2: DUTIES OF OFFICERS: Officers' duties shall be such as indicated by their respective titles and as are specified by these Bylaws.

A. PRESIDENT: The President shall:

1. Call and preside at all meetings of the Board of Directors and the Annual Meeting/Convention.
2. Appoint all Committee Chairmen and Committee Members with the exception of the Finance Committee, and shall employ such professional services, as she deems necessary for the proper performance of the Association's duties and the achievement of its goals, within budget limitations.
3. Be one of three persons authorized to sign checks.
4. In cooperation with the NAWIC Annual Meeting/Convention planner, develop an Annual Meeting/Convention budget.
5. Perform such other duties as may be prescribed in these Bylaws, or requested by the NAWIC Board of Directors.

B. PRESIDENT-ELECT: The President-Elect shall:

1. Attend the Annual Meeting/Convention and meetings of the Board of Directors.
2. Approve the dates of Annual Regional Forums. (2/09)

C. VICE-PRESIDENT: The Vice-President shall:

1. Act as an aide to the President.
2. Assume the duties of the President in her absence or in the event of a vacancy in the office. (9-08)

D. SECRETARY: The Secretary shall:

1. Supervise the maintenance of accurate records of all Association business including minutes of the Board of Directors and of the Annual Meeting/Convention.
2. Issue all necessary notices, unless otherwise provided for by the NAWIC Board of Directors.

E. TREASURER: The Treasurer shall be the chief financial officer of the Association. She shall:

1. Supervise the maintenance of all Association accounting and financial reports, and present all financial statements required, in accordance with generally accepted accounting principles.
2. Be one of three persons authorized to sign checks.
3. Serve as Chairman of the Finance Committee.
4. Prepare and present budgets.

SECTION 3: ELECTIONS OF OFFICERS:

A. QUALIFICATIONS FOR OFFICE: To be eligible to hold an Association office, a member:

1. Shall have been a voting member in good standing of a Chapter or Chapters for a minimum of three years prior to her application for office.
2. Shall be actively employed in the construction industry, or construction related service in which the majority of her business is in the construction industry. (9/06)
3. Shall have served a majority of a term on the NAWIC Board of Directors.

B. APPLICATION OF CANDIDATES: Applications from candidates for office shall be made in writing to the NAWIC Office to review for compliance with these Bylaws in accordance with procedures adopted by the Board of Directors.

- C. ELECTION OF OFFICERS: The President-Elect, Vice-President, Secretary and Treasurer shall be elected by ballot, by a majority of votes cast, in accordance with voting procedures adopted by the NAWIC Board of Directors. When there is only one nominee for all offices, the NAWIC Secretary may be instructed to cast the elective ballot. (9/09)

SECTION 4: TERM OF OFFICE AND VACANCIES:

- A. Each officer's term shall commence at the close of the Annual Meeting/Convention, and shall continue for one year. The President-Elect shall assume the office of President at the close of the Annual Meeting/Convention one-year following her election as President-Elect.
- B. No person shall be elected to the same office for two successive terms, except for the Secretary and Treasurer, who may serve no more than two consecutive terms.
- C. In the event of a vacancy in the office of President, the Vice-President shall complete the unexpired term. In the event of a vacancy in the office of President-Elect, the Vice-President shall complete the unexpired term and shall become President at the end of that time. By majority vote, the NAWIC Board of Directors shall fill a vacancy in any other office.

ARTICLE X — BOARD OF DIRECTORS

SECTION 1: The NAWIC Board of Directors shall be composed of the duly elected Officers, Immediate Past President and Directors elected by the Chapter delegates of each Region.

SECTION 2: ELECTION OF DIRECTORS:

- A. Each Region shall have a Director, who is that Region's representative on the NAWIC Board of Directors. Said Director shall have been a voting member in good standing of a Chapter or Chapters for three years prior to her election, shall be actively employed in the construction industry, or construction related service in which the majority of her business is in the construction industry, and shall have served as a Chapter President. (9/06)
- B. Said Director will serve a term of two (2) years. Should redistricting of two or more Regions occur, Directors may be asked to limit their term to one year with ability to be re-elected for one more year. If an entire new Director is elected from consolidated Region, the Director will serve a term of two (2) years. No person may serve more than two consecutive years as Director. Her term will commence at the close of the Annual Meeting/Convention following her election. Prior to commencement of her term of office, she will be known as the "Director-Elect" for said Region. (9/14)
- C. Directors will be elected every two years for all Regions. Exception would be during a redistricting of two or more Regions whereas the election process would follow Article X - Board of Directors, Section 2: Election of Directors B. The Board of Directors will determine when the two year term will commence during the redistricting process to maintain the same number of Directors elected in even years as are elected in odd years. (2/15)
- D. The NAWIC Director shall be elected by ballot, by a majority of votes cast, in accordance with voting procedures adopted by the NAWIC Board of Directors. (12/17)

SECTION 3: DUTIES OF DIRECTORS:

- A. To act as liaison between the members in her Region and the Association.
- B. To serve as a member of the NAWIC Board of Directors.
- C. To preside at all Regional meetings.
- D. To take such other and further action as may be assigned to her by the NAWIC Board of Directors to further the goals of the Association within her Region.

SECTION 4: VACANCY IN POSITION OF DIRECTOR: A vacancy in the office of Director shall be filled by the Director-Elect, who shall serve as Director for the unexpired term and for the term to which she has been elected. If a vacancy in the office of Director occurs at a time when there is no Director-Elect, said vacancy shall be filled by a majority vote of the NAWIC Board of Directors, with consideration given to the recommendation of the Region involved.

SECTION 5: The NAWIC Board of Directors shall:

- A. Transact the business of, and exercise general supervision over, the affairs of the Association.
- B. Approve the budget.
- C. Set annual dues, reinstatement fees and the method of collection.
- D. Authorize waiver, or payment of the cost, for any bond required of anyone holding Association funds or property.
- E. Report to the Annual Meeting/Convention business transacted by it.
- F. Investigate all grievances and complaints of irregularities presented to it, and serve as a body to which Chapters and/or members may appeal.
- G. Annually review and evaluate the progress and status of the Strategic Plan.
- H. Take all such other and further actions as may be necessary for the proper functioning of the Association, which are consistent with these Bylaws.

SECTION 6: MEETINGS OF THE NAWIC BOARD OF DIRECTORS:

- A. A regular meeting of the NAWIC Board of Directors shall be held preceding the Annual Meeting/Convention of the Association (hereinafter referred to as the "Pre-Annual Board Meeting") and another after the close of the Annual Meeting/Convention of the Association (hereinafter referred to as the "Post-Annual Board Meeting"). The President shall decide the time and place of these meetings. A Midyear Meeting may be held for the purpose of transacting any business of the Association necessary at that time. The President shall decide the time and place of any such Midyear Meeting.
- B. Special Meetings of the NAWIC Board of Directors may be called by the President, or upon written request of one fourth of the NAWIC Board members. The notice of a Special Meeting shall be issued and distributed at least thirty days before the meeting, stating the item or items of business to be transacted. No business other than that stated in the notice may be transacted.
- C. The NAWIC Board of Directors may transact business by written ballot, email vote or telephonic verbal vote. In the case of a ballot or email vote, a ballot shall be sent to each NAWIC Board member in the most expeditious manner as directed by the President. Only such replies as are received by the Secretary within fifteen days after date of distribution shall be considered.

A telephonic vote will be conducted by a roll call vote of all Board Members present. A two-thirds vote of the entire NAWIC Board shall decide the issue. The business and its result shall be ratified at the next Board of Directors meeting. (03/17)

SECTION 7: QUORUM: A majority of the members of the NAWIC Board of Directors shall constitute a quorum.

SECTION 8: REMOVAL: A NAWIC Officer may be removed from office upon a three-fourths vote of the remaining NAWIC Board of Directors, if the Board determines this action is in the best interest of the Association. A NAWIC Director may be temporarily suspended from office and a replacement appointed by a three-fourths vote of the remaining NAWIC Board of Directors, if the Board determines that this action is in the best interest of the Association. In addition, a NAWIC Director may be removed from office if written request is made to the NAWIC Board by a majority of Chapters in her Region. The vacancy created by removal shall be filled according to the procedures established in these Bylaws.

ARTICLE XI — EXECUTIVE COMMITTEE

SECTION 1: COMPOSITION: The Executive Committee shall be composed of the Officers and the Immediate Past President of the Association.

SECTION 2: DUTIES: The Executive Committee is authorized to review and make recommendations to the NAWIC Board of Directors on any matter referred to it by the President or the Board of Directors, and report to the next regularly scheduled meeting of the NAWIC Board of Directors, unless otherwise instructed.

SECTION 3: MEETINGS:

- A. Meetings of the Executive Committee may be called at the discretion of the President or at the request of three members of this committee. A minimum of five days notice shall be given to members of the committee. The call for the meeting shall state the date, time, place and reason for meeting.
- B. Meetings may be conducted by telephone conference with a minimum of twenty-four hours notice. Action taken by telephone conference is to be ratified and made a part of the minutes of the next meeting of the Executive Committee.

SECTION 4: QUORUM: A majority of the Executive Committee members shall constitute a quorum.

ARTICLE XII — ANNUAL MEETING/CONVENTION

SECTION 1: The Annual Meeting/Convention of the Association shall be held at a time and place to be selected by the NAWIC Board of Directors based on recommendations from NAWIC's Annual Meeting/Convention planner.

SECTION 2: VOTING AT THE ANNUAL MEETING/CONVENTION:

- A. All registered voting members, Member at Large and all Past National Presidents shall be eligible to vote at the Annual Meeting/Convention. (12/17)
- B. All votes shall be cast in person, and no person shall cast more than one (1) vote on any question. (12/17)
- C. Voting shall be by voting members on all matters authorized by these Bylaws, as well as on other matters as determined by the President, or any matter where a majority of voting members present so request. (12/17)

ARTICLE XIII — COMMITTEES

SECTION 1: STANDING COMMITTEES: The Association shall maintain the following Standing Committees: Bylaws, Professional Development & Education (PDE), Finance, Membership, and Strategic Planning. (9/14)

SECTION 2: OTHER COMMITTEES: The President may authorize the creation of other committees as she may deem necessary for the better execution of her duties and the goals of the Association.

SECTION 3: COMPOSITION OF COMMITTEES: The President shall appoint members and Chairmen of all committees except the Finance Committee, which shall be composed of the Executive Officers, Executive Vice President and a Finance Committee Member liaison. The President shall be an ex-officio member of all other committees. (2/09)

ARTICLE XIV — INDEMNITY

The NAWIC Board of Directors shall have the authority to indemnify any Director or Officer or the Association for expenses and costs including attorneys' 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 — OFFICE

SECTION 1: The permanent headquarters and office of the Association shall be in Fort Worth, Tarrant County, Texas, United States of America.

SECTION 2: The business of the NAWIC Office shall be under the direction of an Executive Vice President. The Executive Vice President shall be one of three persons authorized to sign checks. All checks over \$2,000.00, with the exception of budgeted items, shall bear two (2) original signatures. (9/09)

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 Association 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 by the Association.

ARTICLE XVII — AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the Board of Directors, and this Article XVII may also be amended at the Annual Meeting/Convention by a two-thirds vote of the Association members present and voting thereon, provided that no amendment may be enacted unless notice of said proposed amendment has been circulated to all Association members at least ninety days in advance of the vote thereon or as superseded by law. All amendments authorized shall become effective immediately unless the amendment contains a specific date. (2/09)