

INTERNATIONAL WOMEN'S FORUM – MICHIGAN

BYLAWS

(Amended December 7, 2016)

ARTICLE I

NAME

The name of the non-profit corporation is International Women's Forum – Michigan ("Forum").

ARTICLE II

PURPOSE

The Corporation is a non-profit organization exempt from tax under Section 501(c) (6) of the Internal Revenue Code and organized for the purpose of:

- Bringing together pre-eminent women of significant and diverse achievement to share knowledge and ideas, to enrich each other's lives, to provide a network of support and to exert influence in their communities and globally.
- Create programs and social events that provide personal and professional enrichment to our members and provide an infrastructure of personal and professional support to each other.

The Forum is affiliated with the International Women's Forum (IWF) and supports the common mission of advancing women's leadership across cultures and continents.

ARTICLE III

MEMBERSHIP

Section 1. Eligibility. Women of diverse and significant accomplishments who reside or have residences in the State of Michigan, and who have attained recognition in their respective fields are eligible for nomination in accordance with the procedures and criteria established by these Bylaws and the Board of Directors.

Membership is by invitation only or by transfer from another IWF affiliate.

Nominees and all members shall subscribe to the purpose of the Forum and the IWF.

Section 2. Number of Members. (amended 12-7-16) Annually, the Board of Directors will decide whether to open nominations for new members to the Forum. No more than 1) 10% of the active membership level and 2) total number of members who died or resigned and 3) total number of net member loss due to transfers to another forum and 4) total number transferred to sabbatical or emerita status since the last membership class was admitted shall be invited to join in any given fiscal year so as to enable full and effective integration of new members. If in any

given year, the Board does not replace the full number of vacancies due to death, resignation, net transfer or transition to sabbatical or emerita status, these vacancies can be carried forward into the next membership cycle. The timeline for the membership nomination process will be set by the Board and communicated to the Membership.

Section 3. Election to Membership. To be eligible for membership, a candidate shall be nominated by two members of the Forum not currently serving on the Membership Committee. The Membership Committee shall vote by the favorable vote of a supermajority of 2/3rds that the candidate is a good potential member. The final slate of nominees will be approved by the Board after which a ballot with the name and biography of each nominee will be sent electronically to all members for voting. Upon approval of 80% of those voting and providing there is a quorum of the Membership (see Article V, Section 4), the nominee will be invited to join the Forum.

Section 4. Types of Membership

- (a) *Active Members:* Active members have full voting rights and are members of IWF. Active members are those who attend at least one function per year, pay their annual dues and co-host functions according to the protocol of the Forum. The President may make accommodations for those members with special circumstances.
- (b) *Sabbatical Members:* An Active Member may request Sabbatical Membership for a year for circumstances that preclude her actively participating in the Forum. Sabbatical members will pay **annual dues equal to the amount of national dues**. Sabbaticals are renewable for up to two years. The Membership Committee will review Sabbatical Member designations on an annual basis.
- (c) *Emerita Members:* A member may become Emerita when she reaches 80 years of age and has been a Member for at least 15 years. Emerita members will not pay dues. The Membership Committee will review Emerita Member designations on an annual basis.
- (d) *Honorary Members:* The Board may under extraordinary circumstances designate women of pre-eminent stature as Honorary members if doing so enhances the reputation of the Forum. Honorary member designation is determined and redesignated annually and must be disclosed to the Membership. Annual dues for Honorary members are waived.

Section 5. Dues and Fees. The annual dues for active members of the Forum shall be determined by the Board of Directors and are payable upon notification to each member by the Secretary.

Section 6. Termination of Membership. Membership in the Forum may be terminated by any of the following methods:

- (a) *Resignation:* Any member may resign upon written notice to the Board of Directors. Dues will not be refunded. Resigning members must go through the Forum's Membership process if they desire to become a member again.

- (b) *Lapsing*: Failure of a member to pay dues within 60 days of notification by the Treasurer, attend one meeting annually or co-host a function per the protocol of the Forum places that member in violation of these Bylaws and constitutes good cause for termination of membership unless the Board waives the determination of violation.
- (c) *Cause*: A member who has acted in a way that may be harmful to the mission of the Forum may be suspended or terminated from membership by the Board of Directors.

By December 1, annually, the Board of Directors will review the dues, attendance record and hosting obligation of each active member. No later than January 1, the Board shall notify personally and in writing, including by email, those members who have not met the requirements.

Any active member who cannot meet the annual requirements for active membership shall, by December 31, contact the President and request an excusal. Any active member who has not been excused or who has otherwise failed to meet the requirements for active membership shall be notified of her termination by February 1.

Article V, Section 8 provides the process for appeal of Board of Directors' decisions.

ARTICLE IV BOARD OF DIRECTORS AND OFFICERS

Section 1. The Board of Directors (Board) – Composition. The Board shall be comprised of no fewer than seven (7) but no greater than eleven (11) Directors, elected by the Membership, and that number shall include the officers of the Forum (refer to Section 4 for definition) and the Chairs of the Membership and Nominating Committees (refer to Article VI, Sections 2 and 3 for definition). The initial size of the Board, upon approval of the Bylaws will be eleven (11). The Board has discretion to reduce the number of Directors constituting the full Board as long as its number is odd and the Membership is advised prior to the annual election. Members of the Board assume office at the close of the annual meeting and hold office until their successors are duly elected or appointed and take office. All Directors shall be members of the Corporation in good standing.

Section 2. Director Terms Each Director shall be elected to serve a term of two (2) years and may serve two consecutive terms. Committee Chairs may also be appointed for two consecutive terms. The term of each Director shall be staggered such that one half of the Board is elected each year. This requires that initially some Directors will be elected to one (1) year terms; these Directors are still eligible to serve two additional consecutive two year terms.

Section 3. Board of Directors – Authority. The Board of Directors shall manage the affairs of the Forum, including, but not limited to establishing policy and requirements for membership including membership status and expulsion, establishing dues, and setting administrative fees sufficient to meet the Forum's commitments to the International Women's Forum, its own

administrative expenses, and such other obligations it may incur. The Board of Directors is also responsible for keeping appropriate membership records and an accurate and complete accounting of the activities and financial transactions of the Forum including a current copy of these Bylaws, the Articles of Incorporation, written policies, contracts and minutes of all meetings of the Board. The Board of Directors shall not authorize or permit the Corporation to engage in any activity not permitted to be transacted by the Articles of Incorporation or in conflict with Michigan's Nonprofit Corporation Law. All income and property of the Corporation shall be applied exclusively for its not-for-profit purposes.

Section 4. Officers. The officers of the Forum shall consist of the President, Vice President, Secretary, and Treasurer, who shall each be elected for a two-year term by the Membership. Officers are also eligible for a second two (2) year term. Officer terms will be staggered so that not all terms expire concurrently. This requires initially that some officers will be elected to one (1) year terms; these officers are still eligible to serve two additional consecutive two year terms. Officers are elected annually with terms beginning immediately after the annual meeting and hold office until their successors are duly elected and take office.

Section 5. Officer Duties. Officer duties are as follows:

- (a) *President/Board Chair:* The President is the chief officer of the Forum and Chair of the Board and shall preside at all Forum and Board of Director's meetings. The President prepares agendas for all Board meetings, appoints all Committee Chairs unless otherwise noted in these Bylaws and serves as an ex-officio member of all committees except Membership. The President or her designate shall sign all contracts or instruments of the Forum unless otherwise required by these Bylaws, Articles of Incorporation or Michigan statute.
- (b) *Vice-President:* In the absence of the President, the Vice-President assumes and carries out the duties of President.
- (c) *Secretary:* The Secretary is responsible for keeping minutes of meetings and all other records of the Forum except financial and provides notices of all meetings of the Membership and Board of Directors as provided in these Bylaws.
- (d) *Treasurer:* The Treasurer is responsible for oversight and review of financial records, including: accounts receivable and payable, payment of dues, records of dues payment, payment of all bills and invoices received by the Forum and reports of the financial status presented to the Board of Directors and the Membership, the yearly budget and financial records for review by the Board, the Membership and the Forum's accountant.

The Board may vote to combine the Secretary and Treasurer duties into one office.

Section 6. Vacancies. A vacancy on the Board of Directors may be filled for the unexpired term by a majority vote of the Board of Directors. Appointed Directors are eligible to seek election

for two full terms. If any office becomes vacant, the President shall appoint a successor from among the current members of the Board to fill the unexpired term and the Board may act to fill the resulting Board vacancy. If the office of President should be vacant during an unexpired term, the Vice President shall act as President and serve until the Membership elects a new President. All officers appointed to unexpired terms are eligible for re-election for two consecutive full terms.

Section 7. Board Member Termination. Board members are expected to be active participants in the governance of the Forum. As such, Board members are required to attend (in person or virtually) a minimum of 75% of all board meetings. A board member may be excused from a meeting if she notifies the President and Chair in advance. Board members with 25% or more unexcused absences will be terminated.

Section 8. Board Meetings. The Board of Directors shall hold meetings at the call of the President and Chair or at the call of the majority of Board of Directors at least once before the annual meeting but no less than quarterly. Board meetings may be held virtually with all Board members connected via communication technology. Board members may participate in Board meetings and vote without being physically present as long as the communication technology they employ allows them to actively engage in discussion, hear and be heard by all Board members.

Section 9. Board of Director's Quorum. A quorum of the Board of Directors shall consist of the majority of the Board. The Board must have a quorum to conduct its official business and vote. Board members who virtually participate in meetings and meet the conditions specified in Section 8 are counted as participants for purposes of determining a quorum.

ARTICLE V MEETINGS

Section 1. Regular Board Meetings. Meetings of the Board may be called on a regular schedule as determined by the President and Chair and may be noticed by such methods and such times as a majority of the Board may determine.

Section 2. Special Meetings of the Board. Special meetings of the Board may be called by a majority of the Board and may be noticed by such methods and at such times as a majority of the Board may determine.

Section 3. Membership Meetings. The following types of Membership meetings may be held. In all cases, written notices of meetings stating the time, place and agenda shall be sent by the Board of Directors to all members of the Forum eligible to vote at least fourteen (14) days prior to the meeting.

- (a) *Annual meeting:* The annual meeting shall be held at a time, date and place determined by the Board of Directors.
- (b) *Regular meetings:* In addition to the annual meeting, additional meetings may be called at the discretion of the Board. The date, place and agenda shall be designated by the Board of Directors.
- (c) *Special meetings:* Special Membership meetings shall also be called by the Board upon the receipt of a petition signed by two thirds (2/3) of the Members of the Forum who are eligible to vote and are in good standing, and which sets forth the reason for such a meeting in reasonable detail. No business other than the issue described in the petition shall be transacted at this meeting.

Section 4. Quorum. A majority of active members in good standing, present in person, virtually or by proxy constitutes a quorum at all meetings. Any or all Directors or Members may participate in a meeting by conference call or other communication technology as long as participating Members can hear each other. If a quorum is not present, any matters presented for voting shall be referred to the Membership for vote by email or other method determined by the Board so as to afford Members sufficient time and opportunity to vote.

Section 5. Voting and Proxies. Active Members in good standing are entitled to vote on matters the Board of Directors places before them with proper notice. Each Member is entitled to one vote for each officer, director or matter presented for vote. The right to vote may be exercised by written proxy or by any manner established by the Board of Directors. Voting may take place in person or by email. A proxy shall be effective if executed in writing by a Member. Proxies shall be filed with the Secretary of the Corporation before or at the time of the meeting for which the proxy is intended to be exercised.

Section 6. Actions without Meetings. Any action required by these Bylaws to be taken at a meeting of the Members, or any action that may be taken at a meeting of the Members, may be taken without a meeting if determined by the Board of Directors that it is in the best interest of the Membership and the Forum that such action requiring a vote of the Membership be taken when a meeting at which a quorum is present is not able to be held. Such vote of each of the Members may be in either writing or email stating the vote regarding the specific action being proposed. The Secretary shall file such votes with the minutes of the meetings of the Members.

Section 7. Action of Members. Except as otherwise provided in these Bylaws, an affirmative vote of a majority of the Members present and entitled to vote at a meeting at which a quorum is present shall constitute an act of the Members and shall be valid as a corporate act.

Section 8. Appealing Board of Directors' Decision. If two thirds (2/3) of the active Members in good standing file a written petition appealing a decision of the Board of Directors, the decision shall be appealed to the Membership for a vote at the next scheduled Membership meeting. Notice of the meeting shall include a full statement of the matter to be voted upon and

shall comply with Article V, Section 3. A majority vote of quorum is required to overrule a Board of Directors' decision.

ARTICLE VI COMMITTEES

Section 1. Establishment of Committees. The Board may, by resolution adopted by a majority of Directors at a meeting at which a quorum is present, establish committees to advance the work of the Forum, as it deems appropriate. There shall be a standing Membership Committee and Nominating Committee.

Section 2. Membership Committee. There shall be a Membership Committee comprised of no more than nine (9) active members, of which only the Chair and one other member will be a member of the Board of Directors. The Chair of the Membership Committee will be appointed by the President from within the elected non-officer Board members. Members of the Membership Committee will be approved by the Board consistent with the process described in Section 4. Membership Committee appointments are for a duration of one membership cycle, with the opportunity for renewal for one additional membership cycle. The Membership Committee shall review the nomination of potential candidates for membership, determine if the candidates meet the criteria for Forum membership, and place the names of the eligible candidates before the Board and Forum for election as provided by procedures established by the Board of Directors. A super majority (6 of 9) of members is required to submit a candidate for Board approval.

Section 3. Nominating Committee. There shall be a Nominating Committee comprised of no more than five (5) active members, of which only the Chair may be a member of the Board of Directors. The Chair of the Nominating Committee will be appointed by the President from within the elected non-officer Board members. Members of the Nominating Committee will be approved by the Board consistent with the process described in Section 4. Nominating Committee appointments are for a one year duration with the opportunity for renewal for one additional one year term. The Nominating Committee will be responsible for nominating interested and qualified candidates for officer and at large members of the Board of Directors and shall place the names before the Forum for election pursuant to provisions of Article V.

Section 4. Nomination Process. The Nominating Committee will attempt to solicit interest from the Membership for participation on Committees and the Board of Directors. As such, they will provide a process for self-nomination. The Nominating Committee will recommend Forum members interested in serving on the Membership, Nominating and other designated Board

committees for Board approval. Consideration will be given to staggering reappointments so that the entire membership of a committee does not turnover in a given year.

ARTICLE VII GENERAL PROVISIONS

Section 1. Calendar. The fiscal year of the Forum shall begin on the 1st day of January and end on the 31st day of December each year.

Section 2. Bylaws Amendments. The Bylaws govern the Forum and no standing rule or written policy may be adopted which conflicts with the contents of the Bylaws. Amendments to the Bylaws may be made by majority vote of the Membership and shall be presented to active Members in writing no fewer than fourteen (14) days prior to a meeting. Amendments may be recommended either by the Board of Directors or their designates or upon written petition of one fifth (1/5) of the active Members and distributed by the Secretary. The Board of Directors shall establish a procedure for amending Bylaws by email vote.

ARTICLE VIII DISSOLUTION

The Forum may be dissolved at any time by recommendation of the Board approved in writing by more than two thirds (2/3) of the Members in good standing. In the event of the dissolution of the Forum, whether voluntary or by operation of law, none of the assets of the Forum shall be distributed to any Member, but after payment of all lawful debts of the Forum, its property and assets shall be given to a charitable organization or organizations of the kind described in Section 501 (c) (3) of the Internal Revenue Code of 1954, such organization or organizations to be selected by the Board.

ARTICLE IX INDEMNIFICATION

The Forum may indemnify its Members to the extent permitted and/or required by Michigan law.

Revised on 3/24/2009 10:37:00 AM-Adopted May 2009

Revised on 11/19/2014