

BYLAWS

CHATTANOOGA CHAPTER NUMBER 50 ACCOUNTING AND FINANCIAL WOMEN'S ALLIANCE BYLAWS

ARTICLE I NAME

The name of this organization shall be the Chattanooga Chapter Number 50, of the Accounting and Financial Women's Alliance, hereinafter referred to as "AFWA" or "the Chapter."

ARTICLE II MISSION

The mission of this Organization shall be to enable women in all accounting and finance fields to achieve their full potential and to contribute to their profession.

ARTICLE III MEMBERSHIP

- Section 1. Application for membership and reclassification shall be approved by the national board of directors. Such approval shall be based on criteria for membership outlined in these bylaws.
- Section 2. There shall be seven classes of membership: regular, associate, affiliate, student, retired, honorary and emeritus.
- A. Regular
 - 1. Qualifications
 - a. Actively engaged in accounting or finance for two or more years, or
 - b. Hold a valid CPA certificate, its equivalent, or other accounting or financial certifications with similar education or experience requirements as determined by the board of directors, or
 - c. Hold a bachelor's degree with a major in accounting, or finance, or its equivalent.
 - 2. Shall have full rights of membership.
 - B. Associate
 - 1. Qualifications
 - a. Actively engaged in accounting, or finance with less than two years experience.
 - b. Limited to two years.
 - 2. Shall have full rights of membership.
 - C. Affiliate
 - 1. Qualifications
 - a. Not actively engaged in accounting or finance, and
 - b. Have a substantial interest in accounting or finance.
 - 2. Shall have full rights of membership.

- D. Student
 - 1. Qualifications:
 - a. Regularly enrolled students, attending at least half-time, in post-secondary educational institutions, majoring in accounting, finance, or its equivalent;
 - b. Limited to two years following attainment of qualifications for regular membership and a maximum of seven years.
 - 2. Shall have full rights of membership.
- E. Retired
 - 1. Qualifications
 - a. Age sixty-five (65) or older as of June 1 and a regular or affiliate member, for the shorter of five (5) consecutive years or the life of the Chapter; or
 - b. Retired from all gainful employment due to disability; or
 - c. Age fifty-five (55) or older, and retired from all gainful employment, and a regular or affiliate member of the chapter for the shorter of ten (10) consecutive years or the life of the Chapter.
 - 2. Shall retain the rights previously held as regular or affiliate members.
- F. Honorary
 - 1. Qualifications
 - a. Outstanding women whose professional achievements exemplify the standards encouraged by the mission statement of the Organization, and who have made valuable contributions to the work of this Chapter, and
 - b. Approved at any regular membership meeting of this Chapter by a two-thirds vote of the members present and voting, provided notice of such proposed election has been submitted to each member at least thirty (30) days in advance.
 - 2. Honorary members, who were members upon election to honorary membership, shall retain their former rights and privileges in the Chapter.
 - 3. The Chapter assumes the liability for national dues of all members it elects to honorary membership in the Chapter.
- G. Emeritus
 - 1. Qualifications
 - a. A member who is at least 70 years old and a member for at least 30 years.
 - b. Emeritus members do not pay national or local dues and shall retain the rights previously held as a regular member.

Section 3. Termination of Membership

- A. Membership in the Organization shall be terminated by a two-thirds vote of the National Board of Directors under the conditions and procedures prescribed in the Organization's parliamentary authority.
- B. If a member is terminated by the National Board of Directors, they are automatically terminated from the Chapter.

ARTICLE IV OFFICERS

- Section 1. The officers of the Chapter shall be the President, the President-Elect, the Vice President, the Recording Secretary, the Treasurer, and the Immediate Past-President.
- Section 2. Regular, associate, affiliate, student, emeritus, and/or retired members, as well as honorary members retaining their former rights and privileges, are eligible to hold office. Previous Board members are eligible to serve as President.
- Section 3. An officer or director may be removed from office by a two-thirds vote of the Board of Directors under the conditions and procedures prescribed in the Organization's parliamentary authority.
- Section 4. Each officer shall serve for a term of one administrative year, or until their successors are elected. The officers' term of office shall begin at the beginning of the Chapter's fiscal year, July 1.
- Section 5. Vacancies:
- A. The President-Elect shall fill a vacancy in the office of President.
 - B. A vacancy in the office of the President-Elect shall not be filled until the next regular election, and the Vice-President as assigned by the President shall assume the duties of that officer.
 - C. If a vacancy occurs both in the office of the President and the President-Elect, the office of President shall be filled by the Board of Directors.
 - D. The Board of Directors shall fill a vacancy in all other offices.
- Section 6. No officer shall be eligible to serve more than two (2) consecutive terms in the same office. An officer having served two consecutive terms may serve again in the same office after the expiration of one (1) year.
- Section 7. The officer shall perform the duties as described by these bylaws, the standing rules, and the parliamentary authority adopted by the Chapter.
- Section 8. The Nominating Committee shall consist of at least three (3) members with full membership rights.
- A. The immediate past president shall serve as chair. If the immediate past president is unable to serve, the most recent past president who consents to serve shall fill this chair. The other committee members shall be elected by the membership no later than the regular January meeting of each year.
 - B. The Board of Directors shall fill a vacancy on this committee.
- Section 9. The Nominating Committee shall report its nominations for officers and directors to the membership no later than the regular February meeting of the Chapter. Additional nominees may be made from the floor, provided that consent of the member has been obtained.
- A. Annual election of officers and directors shall be held no later than the regular March meeting of the Chapter.

- B. The officers and directors shall be elected by ballot. However, if there is only one candidate for each officer and director, the President shall declare the slate elected.
- C. The Nominating Committee will be responsible for counting the ballots.

ARTICLE V MEETINGS

- Section 1. The Chapter shall hold at least ten (10) regular monthly meetings each year at a time and place fixed by the Board of Directors.
- Section 2. The President or a majority of the Board of Directors may call special meetings.
- Section 3. A quorum shall consist of twenty (20) percent of the members of the Chapter.
- Section 4. The President, or the Board of Directors by a two-third vote, may cancel or postpone any meeting when it deems such action necessary due to the existence of a local or national emergency.
- Section 5. At the June board meeting, the President, with the approval of the Board, may appoint up to five (5) current chapter members to serve as proxies for the upcoming fiscal year. A proxy shall have the following additional qualifications:
 - 1. Be a past president of the Chattanooga Chapter, and
 - 2. Not hold a board position for the upcoming fiscal year.

A board member unable to attend a scheduled board meeting may designate an available proxy to attend the board meeting. The board member shall complete the proxy form (See Appendix 1, Form 1), and submit it to the President at least 24 hours prior to the board meeting. It is the board member's responsibility to arrange for their proxy and inform the President of their anticipated absence from the board meeting. The proxy shall be noted as such in the minutes and the completed proxy form attached to the approved minutes. A board member may designate a proxy for no more than two (2) board meetings per fiscal year. No more than two (2) proxies shall substitute for board members at a board meeting.

ARTICLE VI BOARD OF DIRECTORS

- Section 1. The Board of Directors shall consist of the officers of the Chapter, and five (5) elected directors, all of whom shall be elected for a term of one year, or until their successors are elected.
- Section 2. Only regular, associate, affiliate, student, emeritus, and retired members, as well as honorary members who retain their former rights and privileges, who regularly attend monthly meetings shall be eligible to serve on the Board of Directors.

- Section 3. Vacancies:
- A. If the immediate Past President is unable to serve on the Board of Directors, the most recent Past President who consents to serve shall fill the vacancy.
 - B. Other vacancies on the Board of Directors not previously provided for shall be filled by appointment by the President with the approval of the Board of Directors. Such appointed directors shall serve until their successors are elected.
- Section 4. Each member of the Board of Directors shall serve as Chair of such standing committees as may be assigned by the President and approved by the Board of Directors.
- Section 5. Meetings.
- A. The President, with approval of the Board of Directors, shall designate the time and place of the regular monthly meetings.
 - B. Special meetings may be called at anytime by the President or at the request of a majority of the Board of Directors.
 - C. A majority of the members of the Board of Directors shall constitute a quorum.
- Section 6. No director shall be eligible to serve more than two consecutive terms in the same office. A director having served two (2) consecutive terms may serve again in the same office after the expiration of one (1) year.
- Section 7. The Board of Directors shall perform the duties as described by these bylaws, the standing rules, and the parliamentary authority adopted by the Chapter.
- Section 8. Business of the board may be transacted by electronic communication or by mail/facsimile vote.

ARTICLE VII COMMITTEES

- Section 1. The Executive Committee shall be composed of the officers of the Chapter.
- Section 2. Standing Committees shall be Yearbook, Newsletter/Website, Bylaws, Chapter Development, Education, Finance, Member Relations/Membership, Program, Public Relations, Scholarship, and Student Activities.
- A. The Chair of these committees shall be appointed by the President and approved by the Board of Directors.
 - B. The respective Chair with the approval of the President shall select members of the committees.
- Section 3. Special committees may be appointed by the President whenever deemed necessary for the welfare or development of the Chapter.
- Section 4. The President of the Chapter shall be an ex-officio member of all committees except the nominating committee.
- Section 5. These committees shall perform the duties as prescribed by these Bylaws, the Standing Rules, and the parliamentary authority adopted by the Chapter.

- Section 6. Business of the committees may be transacted by electronic communication or by mail/facsimile vote.

ARTICLE VIII ADMINISTRATION

- Section 1. The administration of the affairs of the Chapter shall be vested in the Board of Directors who shall be responsible for carrying out the directives of the membership or any duties prescribed in these bylaws.
- Section 2. The Executive Committee shall carry out the instructions of the Board of Directors and shall conduct the affairs of the Chapter between meetings of the Board of Directors.
- Section 3. The fiscal and administrative year of the Chapter shall be July 1 through June 30.
- Section 4. The records of the Treasurer shall be verified for each fiscal year by a chapter member not currently serving on the Board of Directors who has not been Treasurer for two years prior. This person would be appointed by the President and approved by the Board of Directors at the July board meeting.

ARTICLE IX DUES

- Section 1. Dues for all classes of membership are based on the membership status as of member's renewal date. Dues for each category are in addition to the amount of membership dues payable to the national organization. Annual chapter dues shall be:

\$50.00 Regular / Affiliate member
\$25.00 Associate member
\$15.00 Student member
\$15.00 Retired member
\$ 0.00 Emeritus member

- Section 2. Dues shall become payable on member's renewal date and shall become delinquent 60 days after the invoice date. All dues shall be paid in U.S. funds. Any member whose dues have not been paid within this time shall be dropped from membership. Reinstatement within the fiscal year may be granted upon payment of a reinstatement fee and approval from National.

- Section 3. Honorary and emeritus members shall pay no dues.

ARTICLE X DISSOLUTION

- Section 1. This Chapter can be dissolved by a two-thirds vote of the members present and voting at a membership meeting, and a majority vote of the Board of Directors at a Board meeting. Notice of such vote must be submitted to each Chapter member in writing at least thirty (30) days in advance.
- Section 2. Within thirty (30) days from the date this Chapter has voted to dissolve by its members, it shall provide written notice of the dissolution vote and surrender its charter and all books

and records to the National Headquarters office. The Chapter will be officially dissolved after acceptance of this information by the National Board.

- Section 3. In the event of dissolution of this Chapter, the remaining Chapter funds will go to a nonprofit organization that qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code as follows: (1) The Educational Foundation for Women in Accounting, if it exists; or (2) AFWA National or a nonprofit organization working for the benefit of women in the accounting profession to be chosen by the Trustees of the dissolution, if the former foundation no longer exists.

ARTICLE XI AMENDMENT OF BYLAWS

- Section 1. These bylaws may be amended at any regular membership meeting of the Chapter by a two-thirds vote of the members present and voting, provided notice of the proposed amendment has been submitted in writing to the membership at least thirty (30) days prior to the meeting.
- Section 2. All amendments adopted by this Chapter shall be submitted to the National Bylaws Chair for approval before becoming effective.
- Section 3. If amendments to the National Bylaws shall have an effect on this Chapter's Bylaws, such amendments shall become effective for this Chapter. Notice in writing shall be sent to the membership.

ARTICLE XII PARLIAMENTARY AUTHORITY

The rules contained in the current edition of "*Robert's Rules of Order Newly Revised*" shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the AFWA bylaws, and any special rules of order the Organization or Chapter may adopt.

ARTICLE XIII INACTIVE STATUS

- Section 1. This Chapter can become inactive under the National standing rules for inactive status chapters by a two-thirds vote of the existing board of directors.
- Section 2. Within thirty days from the date this Chapter has voted to become inactive by its board of directors, it shall complete and send the inactive status election form to National headquarters, and then follow the procedures set out for inactive status chapters.

CHATTANOOGA CHAPTER #50 PROXY FORM

Board Meeting Date _____

Board Member _____

Board Position _____

Proxy Name _____

I, _____, designate the above-named approved proxy as my substitute for the board meeting noted above. This proxy is authorized by me to vote on any business that comes before the Board at this meeting, and this meeting only.

This is my 1st _____ 2nd _____ proxy appointment for this fiscal year.

Board Member

Date

I, _____, President of the Chattanooga Chapter, confirm that this proxy form was submitted to me at least 24 hours prior to the above-noted board meeting as required by the by-laws.

President

Date