

**BYLAWS OF
WOMEN CONSTRUCTION OWNERS & EXECUTIVES, USA
A Nonprofit Corporation
Revised 7/24/2012**

ARTICLE I - Name

The name of this organization is WOMEN CONSTRUCTION OWNERS & EXECUTIVES, U.S.A., hereinafter called "the Association" or "WCOE."

ARTICLE II - Principles

The general principles for which the Association is organized are to:

1. Create a network to promote opportunities and business for member women-owned businesses and the woman construction executive.
2. Promote the role of Women Business Enterprises in the construction industry, through encouragement of professional standards and member responsibility to the growth and well being of the construction industry.
3. Emphasize and promote the full participation of women in executive positions in the construction industry.
4. Provide resources to enhance the professional development of the member.
5. Create a legislative network to influence legislation favorable to small businesses, women owned businesses, and the construction industry.
6. Pursue activities which are lawful and consistent with the objectives of the Association.

ARTICLE III - Policy

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

ARTICLE IV - Membership

- 4.1 Membership Regions. Membership Regions shall be from geographic areas located in the United States of America. A map specifying these Regions shall be attached to and made a part of these Bylaws. The number and boundaries of Membership Regions may be modified from time to time by a majority vote of the Board of Directors.
- 4.2 Classes of Membership. Classes of membership shall be:
 - a. Professional membership;
 - b. Associate membership;
 - c. Emeritus/sustaining membership; and
 - d. Advocate membership.
- 4.3 Professional Membership. Professional members are women owners, partners, officers, and policy-making executives who have the authority to commit their firms' support of the WCOE mission and goals and whose primary career activities are focused solely on the construction industry through the provision of goods and/or services. This category includes only contractors, subcontractors, construction material suppliers, construction manufacturers, construction managers, design professionals, architects, and engineers. The Professional member shall have full voting privileges and shall be eligible to hold office on the Board of Directors. A Professional membership is not transferable but may include others within the same firm.
- 4.4 Associate Membership. Associate membership shall be comprised of other individuals, firms, or associations in construction-related industries who have an interest in furthering the mission of WCOE. Associate members shall have full voting privileges and shall be eligible to hold office on the Board of Directors. An Associate membership is not transferrable but may include others within the same firm.
- 4.5 Emeritus/Sustaining Membership. Emeritus/Sustaining membership shall be comprised of individuals who are retired or no longer in a construction or construction-related industry but maintain their interest and enjoy sharing their experiences. Emeritus/Sustaining members shall have no voting rights and cannot hold office on the Board of Directors. Membership in this category shall be approved by a majority vote of the Board of Directors.
- 4.6 Advocate Membership. Advocate membership shall be comprised of individuals who are elected or appointed officials interested in furthering the principles of the Association. Advocate members shall have no voting rights and cannot hold office on the Board of Directors. Admission of an Advocate member must be approved by a majority vote of the Board of Directors, both at the time of initial admission and upon each renewal. Admission of an Advocate member does not imply endorsement by the Association or the Board of Directors of the individual's political or other positions.
- 4.7 Special Membership. Special memberships may be conferred by the Board of Directors. Rights and responsibilities of special memberships shall be as determined from time to time by the Board of Directors.

- 4.8 Resignation of Membership. Any member may resign her membership by filing a written registration with the Association's Executive Office. Such resignation does not relieve the member so resigned from the obligations to pay any dues or other charges theretofore accrued and unpaid.
- 4.9 Good Standing: A member is in good standing when dues and other financial obligations are paid and when a member is in compliance with WCOE's Code of Conduct.

ARTICLE V - Membership Meetings

- 5.1 Annual Meeting. The Annual Meeting of the membership for the transaction of such business as may properly come before the meeting shall be held at a time and place designated by the Board of Directors.
- 5.2 Special Meetings. Special meetings of the Association may be called by a majority of the Board of Directors or by the President.
- 5.3 Notice of Meeting. Written, printed, or electronic notices stating the date, place, and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member of the Association not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, by mail, by email, or by fax, by or at the direction of the President or a majority of the Board of Directors calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at the address that appears in the records of the Association, with postage thereon paid. If emailed, such notice shall be deemed to be delivered when sent.
- 5.4 Quorum. At the Annual Meeting of the Association, the members eligible to vote who are present shall constitute a quorum for the transaction of business.
- 5.5 Regional Meetings. Membership Regions may hold meetings under the supervision of the national Director for that Region, provided they are consistent with the Bylaws and policies of the national Association.

ARTICLE VI - Dues

- 6.1 Annual Dues. The Board of Directors of the Association is authorized to prescribe the amount of dues and the manner of dues collection, and to set or waive delinquent fees for late payment of dues.
- 6.2 Delinquency. If dues are not paid within thirty (30) days of the due date, the membership is revoked. The member may rejoin and pay required fees and dues as set forth in Article VI, Section 6.1.
- 6.3 Refunds. No dues shall be refunded to any member for any reason.

ARTICLE VII - Board of Directors

- 7.1 Powers. The affairs of the Association shall be managed by a Board of Directors, who shall be elected by the voting membership of the Association.
- 7.2 Number. The Association's Board of Directors shall be comprised of the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, a Director from each Membership Region of the Association, the National Associate Director at Large, the Corporate Alliance Partner Chair, and the Membership Chair. The Officers of the Association shall include the following Directors: President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past President.
- 7.3 Powers and Duties. The Board of Directors shall exercise general supervision over the Association's business. The duties of the Officers and Directors shall be as much as implied by their respective titles and shall include such duties as the Board of Directors shall prescribe. The President and/or Treasurer are authorized to sign checks on behalf of the Association. They may, however, delegate this responsibility to the Executive Director, if any, for checks up to an amount to be determined by the Board of Directors. If there is no Executive Director, the Board of Directors shall designate a third person to sign/countersign checks. Checks in excess of the limit established by the Board of Directors will require countersigning by the President or the Treasurer.
- 7.4 Qualification for the Board of Directors. A member of the Association may hold a position on the Board of Directors if she is a member of the Association in good standing. A member may hold the office of President-Elect if she has held a position on the Board of Directors for at least three (3) years immediately prior to seeking the office of President-Elect. A member may hold the office of President if she has held the position of President-Elect immediately prior to seeking the office of President. The position of National Associate Director at Large shall be occupied by an Associate member. The Board of Directors shall be comprised of no more than five (5) Associate members at any given time, except that no more than two (2) Associate members may hold any of the following positions on the Board of Directors at the same time: President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past President. The Board of Directors, at its discretion, may waive the qualifications for office in those instances in which said qualifications are not feasible under extenuating circumstances.
- 7.5 Election. The members of the Board of Directors shall be elected by verbal vote of those members attending the Annual Meeting and shall take office immediately at the conclusion of the Annual Meeting during which they are elected. The election shall be decided by a majority of the members attending said Annual Meeting. Any

member who has been elected and is unable or unwilling to assume the duties of her office shall be replaced in accordance with Sections 7.9 and 7.10.

- 7.6 Nominating Committee. At least ninety (90) days before the Annual Meeting, the President shall convene a Nominating Committee. The President shall be the Chair of the Nominating Committee, and shall select four (4) additional Nominating Committee members, no two (2) of whom shall be residents of the same state, and all of whom shall have been members of the Association in good standing for a period of not less than three (3) years, to nominate candidates for election as Directors and to coordinate the nomination procedure described in Section 7.7. The President-Elect shall serve as one (1) of the four (4) additional Nominating Committee members.
- 7.7 Method of Nomination. Immediately after the appointment of the Nominating Committee, the Secretary or Executive Director shall send by mail or email a notice to each member of the Association stating the names and contact information of the members of the Nominating Committee. Any member of the Association may submit the names of potential candidates for the Board of Directors to any member of the Nominating Committee no later than forty-five (45) days before the Annual Meeting. Each member of the Nominating Committee may also submit the names of potential candidates for the Board of Directors. The Nominating Committee shall examine the qualifications of each of the individuals recommended for nomination and shall select from the individuals recommended a single slate of candidates for office to be sent to the membership at least thirty (30) days prior to the date of the Association's Annual Meeting. Write-in candidates may be permitted provided the candidates so nominated meet the qualifications for office and agree to serve.
- 7.8 Board of Director Vacancies. The Board of Directors shall have power to fill a vacancy in the positions of Director of a Membership Region, National Associate Director at Large, Corporate Alliance Partner Chair, or Membership Chair. A person shall be appointed to fill said office for the unexpired term of her predecessor in office.
- 7.9 Officer Vacancies. A vacancy in the office of President shall be filled by the President-Elect for the unexpired term. All other vacancies shall be filled by majority vote of the remaining Board of Directors members at the earliest possible opportunity.
- 7.10 Removals. Any Director or Officer elected or appointed may be removed by a two-thirds (2/3) vote of the Board of Directors whenever in its judgment the best interest of the Association will be served thereby. Any Director or Officer elected or appointed may be removed from her position on the Board of Directors for any of the following reasons: (1) Failure to attend in person at least fifty percent (50%) of the meetings of the Board of Directors during a one (1) year period, absent extenuating circumstances; (2) For Executive Committee members, failure to participate in at least one-third (1/3) of the Executive Committee meetings during a one (1) year period, absent extenuating circumstances; (3) Failure to comply with the Association's Code of Conduct; or (4) Violation of the Association's Code of Ethics/Conflict of Interest Policy for the Board of Directors.
- 7.11 Resignation. Any member of the Board of Directors may resign her position by mail or email directed to the Association's Executive Office, with copies to the President and President-Elect.
- 7.12 Meetings of the Board of Directors and Executive Committee. A meeting of the Board of Directors shall be held in conjunction with the Annual Meeting of the Association. Additional meetings of the Board of Directors and Executive Committee may be called by the President or by a majority of the Board of Directors or the Executive Committee.
- 7.13 Quorum. Unless specified otherwise herein, a majority of the Board of Director positions then-occupied, either in person or by proxy, shall constitute a quorum for the transaction of business.

ARTICLE VIII - Term of Office

- 8.1 Term. The term of office for all Board of Directors positions shall be one (1) year, except for the Directors of the Membership Regions and the National Associate Director at Large, who shall each serve for two (2) year terms.
- 8.2 Limitation. The members of the Board of Directors may serve no more than two (2) consecutive full terms in the same position.

ARTICLE IX - Voting

- 9.1 Entitlement. Unless otherwise stated herein, each member in good standing shall be entitled to one (1) vote at the official meetings of the Association and for the election of Officers and Directors.
- 9.2 Proxies. At all meetings of the Board of Directors, a member may vote by proxy executed in writing by that member. Such proxy may be assigned only to a voting member of the Board of Directors and shall be presented to the presiding officer.

ARTICLE X - Actions by Written Consent

Any Association action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the Board of Directors of the Association may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of the Board of Directors entitled to

vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

ARTICLE XI - Waiver of Notice

Whenever any notice is required to be given to any member of the Board of Directors the Association by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE XII - Indemnification of Board of Directors Members

Each Board of Directors member now or hereafter serving the Association and each person who at the request of or on behalf of the Association is now serving or hereafter serves as a board member or officer of any other corporation, whether for profit or not for profit, and her respective heirs, executors, and personal representatives, shall be indemnified by the Association against expenses actually and necessarily incurred by her in connection with the defense of any action, suit, or proceeding in which she is made a party by reason of being or having been in such position, except in relation to matters as to which she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any agreement, vote of the Board of Directors, or otherwise.

ARTICLE XIII - Local Chapters and Caucuses

- 13.1 Chapter and Caucus Formation. Chapters and caucuses may be formed provided they are consistent with the national Bylaws and policies. A chapter's or caucus's boundaries can be the geographic boundaries of a state or a portion of a state. If a chapter or caucus establishes a local district structure, the local district boundaries shall be determined by the chapter's or caucus's board of directors except that there shall be no more than one local district in any county. All chapters and caucuses must be duly incorporated in the state in which they do business prior to chartering. They shall adopt standard corporate bylaws for chapters to the extent allowable by the applicable state laws, and said bylaws must be sent to the Executive Office accompanied with a copy of the chapter's or caucus's articles of incorporation to be placed on file prior to the granting of chapter or caucus status by the national Association. The granting of chapter or caucus status shall be approved by a majority vote of the Board of Directors. A majority of the Board of Directors may also decide to withdraw chapter or caucus status whenever in its judgment the best interest of the Association will be served thereby.
- 13.2 Chapter and Caucus Membership. Membership in the national Association is a prerequisite for chapter and caucus membership.
- 13.3 Dues. Chapters and caucuses may set their own dues and determine other procedural matters provided they are not in conflict with applicable tax and other laws or these Bylaws, and provided they do not reflect poorly on the national Association.

ARTICLE XIV - Executive Office

- 14.1 Location. The Executive Office of the Association shall be situated in the Metropolitan Washington, D.C. area.
- 14.2 Executive Director. The business of the Executive Office shall be under the direction of an Executive Director, if any, who shall be employed by the Association with the consent of the Board of Directors. The Executive Director shall perform the duties from time to time assigned to that position by the President or the Board of Directors and shall be a non-voting ex-officio member of the Board of Directors.
- 14.3 Additional Offices. Additional offices may be established by direction of the Board of Directors.

ARTICLE XV - Committees

- 15.1 Executive Committee. The Executive Committee shall be composed of the President, President-Elect, Vice President, Secretary, Treasurer, and Immediate Past President.
- 15.2 Standing Committees. Within thirty (30) days of the Annual Meeting of the members, a Chair of each of the following standing committees shall be appointed by the President. The members of each standing committee shall serve for a period of at least one (1) year.
 - a. Audit;
 - b. Bylaws;
 - c. Finance;
 - d. Legislative Affairs;
 - e. Marketing and Public Relations;
 - f. Membership; and
 - g. Resource Center.

- 15.3 Additional Committees. The President, on her own initiative or at the direction of the Board of Directors, may appoint additional committees for any purpose affecting the affairs, business, operations, or conduct of the Association.
- 15.4 Composition of Committees. All committees shall be comprised of members of the Board of Directors and/or members of the Association from any of the classes of membership as enumerated in these Bylaws. All committee appointments shall be made by the President and the President shall serve as an ex-officio member of all committees, with the exception of the Executive Committee (of which the President is a standing member), the Nominating Committee (of which the President is a standing member), and the Audit Committee.
- 15.5 Audit Committee. The Audit Committee shall be comprised of at least three (3) persons and shall include only members of the Association who are in good standing. The members of the Audit Committee shall not include the President, the Treasurer, the Executive Director or any other employee of the Association, or any person with a material financial interest in any entity doing business with the Association. Members of the Finance Committee shall not serve on the Audit Committee. The Audit Committee shall make recommendations to the Board of Directors regarding the hiring and termination of an auditor, who shall be an independent certified public accountant, and may be authorized by the Board of Directors to negotiate the auditor's compensation. The Audit Committee shall confer with the auditor to complete an annual audit or compilation of the Association's financial books and records to satisfy the Audit Committee and the Board of Directors that the Association's financial affairs are in order. In the event that the auditor provides non-audit services to the Association, the Audit Committee shall ensure that the auditor adheres to the standards for auditor independence set forth in the latest revision of the Government Auditing Standards published by the Comptroller General of the United States.
- 15.6 Finance Committee. The Finance Committee shall be comprised of at least three (3) persons and shall include only members of the Association who are in good standing. The Chair of the Finance Committee shall be the Treasurer. The President and Executive Director shall also serve on the Finance Committee. The Finance Committee shall report to the Audit Committee.

ARTICLE XVI - Amendments

These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE XVII - Administrative and Financial Provision

- 17.1 Fiscal Year. The fiscal year of the Association shall be as determined by the Board of Directors.
- 17.2 Loans Prohibited. No loans shall be made by the Association to any member.
- 17.3 Corporate Seal. An impression of the corporate seal of the Association shall be attached to and made a part of these Bylaws.
- 17.4 Books and Records. The Association shall keep current and complete books and records of accounts and shall keep minutes of the proceedings of its Board of Directors and Committees having any of the authority of the Board of Directors. All books and records of the Association may be inspected by any Board of Directors member, or her agent or attorney, for any proper purpose at any reasonable time.
- 17.5 Annual Budget. Funds shall be allocated in the annual budget for all reasonable and necessary expenses of maintaining the Executive Office, and all other offices of the Association, if any.
- 17.6 Record of Membership. The Executive Office shall maintain a record of the names and addresses of all members and the membership class and voting status of each.
- 17.7 Rules and Procedure. The rules of the Association shall be the rules contained in the latest edition of *Robert's Rules of Order Newly Revised*, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or with any resolution of the Board of Directors.
- 17.8 Association Insignia, Logo, Etc. All insignia, emblems, signs, logos, advertising matter, placards, and so forth shall be the property of the Association. Members of the Association shall be permitted to display such insignia on advertising, stationery, and in any other manner under terms and conditions as may be approved by the Board of Directors.
- 17.9 Trademark. Use of the name WOMEN CONSTRUCTION OWNERS & EXECUTIVES, USA, or of the initials WCOE, USA, shall be by written permission of the Board of Directors only.

WCOE, USA REGIONS

