



**BYLAWS OF THE
NATIONAL ASSOCIATION OF WOMEN BUSINESS OWNERS**

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NATIONAL ASSOCIATION OF WOMEN BUSINESS OWNERS

BYLAWS

ARTICLE I: NAME AND PURPOSE

Section 1. Name

The National Association of Women Business Owners, Inc., hereinafter referred to as NAWBO, is a nonprofit 501(c) 6 organization, incorporated in the District of Columbia.

Section 2. Purpose

NAWBO's vision is to propel women entrepreneurs into economic, social and political spheres of power worldwide.

NAWBO's mission is to:

- strengthen the wealth creating capacity of NAWBO's members and promote economic development,
- create innovative and effective changes in the business culture,
- build strategic alliances, coalitions and affiliations and
- transform public policy and influence opinion makers

ARTICLE II: OBJECTIVES

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

- to encourage and support women who own and operate businesses;
- to provide a national and international voice for women who own and operate businesses;
- to foster the economic stability of businesses owned and operated by women;
- to improve the climate for entrepreneurship and small and growing businesses at the local, state, national and international levels through participation in the public policy-making process;
- to foster leadership by women who own and operate businesses;
- to encourage business ownership by women;
- to collaborate with or create entities that complement NAWBO's objectives; and
- to have a membership representative of the universe of women business owners

ARTICLE III: MEMBERSHIP AND PARTICIPATION IN NAWBO

Section 1. Voting Membership

Only an individual who is a business owner as determined by NAWBO's Board of Directors, hereinafter referred to as the board, and described in NAWBO's policies and procedures may join NAWBO as a voting member. An individual business owner who has been a voting member of NAWBO for five years and has subsequently divested their ownership interest and/or retired from active ownership of a

business may continue as a voting member of NAWBO provided there is no break in membership and the individual meets all other requirements to be a member of NAWBO in good standing.

Section 2. Resignation of Voting Member

Any voting member may resign by submitting a written resignation to NAWBO. No portion of any dues paid shall be refunded to the resigned member.

Section 3. Disciplinary Action with Respect to Voting Members

A. Censure

The board may censure any voting member for good cause by an affirmative vote of two-thirds (2/3) of the board in accordance with the disciplinary methods described by the most current edition of Robert's Rules of Order.

B. Expulsion of Voting Member

The board may expel any voting member for good cause by an affirmative vote of two-thirds (2/3) of the board in accordance with the disciplinary methods described by the most current edition of Robert's Rules of Order.

Section 4. Dues for Voting Members

The board shall have the authority to establish polices and procedures governing membership dues for the voting members.

Section 5. Nonvoting Members and Other Categories of Participation in NAWBO

The board may establish such class or classes of nonvoting members of NAWBO or other categories of participation in, affiliation with, sponsorship of or support for NAWBO as it deems in its sole discretion will serve NAWBO's mission or strategic objectives. The criteria for and benefits, responsibilities and financial obligations of such classes of nonvoting members or other categories of participation shall be determined and may be amended by the board after consultation with the Chapter Presidents Assembly. Any such criteria, benefits, responsibilities or obligations of membership or participation shall be described in NAWBO's policies and procedures.

ARTICLE IV: CHAPTERS

Section 1. Role and Purpose of Chapters

The role and purpose of the NAWBO chapters is to facilitate communication and connection between NAWBO members and participants in defined geographic areas and NAWBO. Chapters shall be organized and operated in a manner consistent with the mission, purpose and strategic direction of NAWBO.

Section 2. Obligations of Chapters

Chapters shall:

- Develop and offer educational opportunities for NAWBO members and encourage member participation in such opportunities;
- Leverage local and national spheres of influence to create mutually beneficial partnerships;
- Adhere to and help enforce NAWBO's standards and policies;
- Support the development, recognition and protection of NAWBO's national brand;
- Support NAWBO and NAWBO members and participants by sharing best practices with other chapters; and
- Provide quality service consistently to all NAWBO members and participants.

Section 3. Chapter Charters

Every chapter shall be chartered by NAWBO. The board shall develop standards and procedures for chartering and re-chartering chapters which shall be published in the NAWBO policies and procedures.

Section 4. Chapter Discipline

After notice and an opportunity to be heard, the board may censure a chapter or revoke its charter for good cause by vote of two-thirds (2/3) of the number of directors fixed by the board pursuant to Article V. "Good cause", "notice" and "opportunity to be heard" shall be defined by the board and published in the NAWBO policies and procedures.

ARTICLE V: NAWBO BOARD OF DIRECTORS

Section 1. Responsibilities of the Board

The board shall be entrusted with the fiduciary and management responsibility for the affairs of NAWBO. The board shall sustain a strong vision and strategy for the association, develop and implement policies, and assure accountability, organizational effectiveness and member value.

Section 2. Power and Authority of Directors

All voting members of NAWBO's board have equal authority and responsibility for the affairs of the association. In their capacity as directors, they may be appointed to serve as liaisons to the strategic forums or staff, serve on standing committees and/or any other adjunct bodies, and receive assignments from the chair.

Section 3. Size and Composition

A. Number of Directors

The number of directors shall be fixed by the board, and shall be no fewer than 9 members and no more than 13, including the elected officers and *ex officio* voting members.

B. Ex Officio Members

1. If not an elected director, the president/ceo of NAWBO serves as an *ex officio* nonvoting member of the board and all board committees, and may be excused from all or part of a meeting by a majority vote of the directors present.
2. The immediate past-chair is an *ex officio* voting member of the board.
3. The chair of the Chapter Presidents Assembly is an *ex officio* voting member of the board.

C. Qualification of Members

All board members, except the president/ceo, must be voting members of NAWBO in good standing.

ARTICLE VI: NAWBO OFFICERS

The officers of NAWBO shall be a chair, chair-elect, immediate past chair, president/ceo, secretary and treasurer, and such other officers as the board may elect.

The officers of NAWBO shall have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be designated in these by-laws or delegated to them from time to time by the board.

Section 1. Chair

The chair shall:

- serve as a director and as the lead trustee and presiding officer of the board;
- set the agenda for meetings of the board;
- serve as spokesperson for the association;
- establish with the consent of the board such committees, forums and other bodies as are deemed necessary;
- appoint the chairs and members of board committees and the board liaisons to NAWBO's strategic forums; and
- appoint an Election Committee.

Section 2. Chair -Elect

The chair-elect shall:

- serve as a director;
- oversee special projects and other duties as assigned by the chair ; and
- serve as chair should the office of the chair become vacant.

Section 3. Immediate Past Chair

The immediate past chair shall:

- serve as a director;
- chair the Nominating Committee; and
- perform such other functions as agreed with the chair .

Section 4. President/CEO.

The president/ceo may be an elected director of the board or an individual employed by the board who is not an elected director. In the absence or disability of the president/ceo, the board or the executive committee may appoint an acting president/ceo, who shall have the powers and duties of the president/ceo.

The President/CEO shall:

- be the chief executive officer of NAWBO and exercise general supervision over all the affairs of the organization under the general direction of the chair and the board of directors;
- be responsible for the development of policies and procedures necessary for the operation of NAWBO and its programs and perform all duties incident to the office of the president/ceo, including regular oral and written reports to the board on the status of NAWBO and, under the general direction of the Treasurer, development and presentation of the annual budget and monthly financial statements;
- have the power to sign all duly authorized contracts, deeds, acceptances of gifts and bequests and other instruments in the name of and on behalf of NAWBO. The president /ceo shall have the power to delegate authority under this subsection to any other officer of NAWBO or administrative official of NAWBO by an instrument in writing. Any such delegation shall be reported at the next regular meeting of the board or the executive committee; and
- if not an elected director, be an ex-officio non-voting member of the board and of all standing committees of the board.

Section 5. Treasurer

The treasurer shall:

- serve as a director;
- chair the Finance Committee;

- oversee the financial activities and records of NAWBO;
- provide monthly financial statements to the board;
- serve as a member of the Audit Committee; and
- report on NAWBO's finances and budget at the annual meeting of the voting members.

Section 6. Assistant Treasurer

The board may elect as an assistant treasurer a bank, trust company, or other financial entity to which, by direction of the board or the Finance Committee, may be entrusted with the custody of stocks and securities belonging to NAWBO and of the bonds of any officers of NAWBO. The assistant treasurer shall be an officer of the corporation but shall not be a member of the board.

Section 7. Secretary

The secretary shall:

- serve as a director; and
- assure the corporate records, including the minutes of board and executive committee meetings, are properly maintained.

Section 8. Assistant Secretary

To assist the secretary in carrying out the duties of the office and to facilitate the execution of documents, the board may elect an assistant secretary of NAWBO who shall be an officer of the corporation but shall not be a member of the board, unless elected as a director.

Section 9. Other Officers.

Any other officers elected by the board shall perform such duties and exercise such powers as shall from time to time be designated by resolution of the board of directors.

ARTICLE VII. TERMS OF OFFICE

Section 1. Officers

A. Chair, Chair-elect and Past Chair

The chair, chair -elect, and the immediate past chair shall serve a one (1) year, nonrenewable term. The chair-elect shall automatically serve as chair and the chair shall automatically serve as immediate past chair the following year subject to these bylaws.

B. Treasurer and Secretary

The treasurer and the secretary shall each serve a two (2) year, nonrenewable term. One person may be elected to serve as both treasurer and secretary for the same term.

C. President/CEO and other officers

If an elected director, the president/ceo shall serve in that capacity for a term designated by the board but no longer than the director's term as a director. If not an elected director, the president/ceo shall serve for such term as is designated by the board. Other officers elected by the board shall serve such terms as are designated by the board.

Section 2. Directors

A. Term

Directors of the board may serve two (2) consecutive two (2) year terms or a total of no more than four (4) years. If a director is selected to fill a vacancy in an unexpired term of six months or more, such service will count toward a director's maximum term of service on the board.

B. Service as an Officer

Service as an officer shall not count as part of a director's term on the board. With the exception of the immediate past chair, however, no director shall serve for more than six (6) consecutive years cumulatively as an officer and director.

C. Break in Service

At least three (3) years must lapse before a member who has completed the maximum term of service, four (4) years for a director and six (6) years for an officer, may be re-elected to the board.

D. Exceptions to Term Limits

Any exceptions to the limits on terms of directors will be reviewed by the Governance Committee and approved by a vote of two-thirds (2/3) of the number of directors fixed by the board pursuant to Article V.

ARTICLE VIII. RESIGNATION OR REMOVAL OF OFFICER OR DIRECTOR

Section 1. Resignation

A director or director-officer can resign at any time. Resignations must be submitted in writing to the chair.

Section 2. Removal

The board may remove any director or director-officer who is unwilling or unable to carry out the responsibilities of office, but only at a meeting called for that purpose and the notice of the meeting shall state that the purpose, or one of the purposes, of the meeting is the removal of the director or the director-officer. The removal of a director or director-officer shall be effective only by an affirmative vote of two-thirds (2/3) of the number of directors fixed by the board pursuant to Article V. A director who is absent from three (3) consecutive meetings of the board shall be subject to removal if the reasons given for such absences are not acceptable to a majority of the board. Directors or officers removed from office shall not be eligible for further service or election as an officer or director of NAWBO.

ARTICLE IX. MEETINGS OF THE BOARD

Section 1. Regular Meetings

The board will hold no fewer than three (3) face-to-face meetings a year. The board shall establish the time and place of such meetings.

Section 2. Special Meetings

The chair may call a special meeting of the board whenever the president/ceo deems it necessary and shall call a special meeting whenever requested to do so in writing by four (4) or more directors. The chair shall fix the place and time for holding any special meeting of the board. Notice of the special meeting stating the purpose, place, day and hour shall be given to each director at least seven (7) days prior to the meeting.

Section 3. Waiver of Notice

Any director may waive receipt of notice of any meeting before, at, or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 4. Quorum and Voting

A majority of the number of directors fixed by the board pursuant to Article V but no fewer than five (5) directors, shall constitute a quorum for the transaction of business at a meeting of the board. Each director shall be entitled to one (1) vote. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present is the act of the board. A director who is present at a meeting of the board or a committee of the board when corporate action is taken is deemed to have assented to the action taken unless (i) the director objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting; or (ii) the director votes against, or abstains from, the action taken.

A director may not vote by proxy or act by proxy at any meeting of the board or any board committee.

Section 5. Meetings by Telephone or Teleconference

Directors may participate in a meeting of the board or a committee of the board by telephone or similar communications technology in which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 6. Action without a Meeting

Any action required or permitted to be taken at a meeting of the board or any committee of the board (with the exception of the Executive Committee) may be taken without a meeting if consent in writing, setting forth the action to be taken, is authenticated unanimously by those entitled to vote upon such action. Such consent shall have the same force and effect as a vote taken at a meeting and shall be filed with the records of the proceedings of the board or committee. Consent in writing may be given by email, facsimile or other written communication.

ARTICLE X: MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting

There shall be an annual meeting of the voting membership of NAWBO.

Section 2. Notice of Meeting

The chair shall issue a call to all voting members not less than ninety (90) days prior to the date of the meeting.

Section 3. Cancellation or Postponement of Meeting

In the event of a national emergency or an emergency arising due to an act of God, the board 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 XI: COMMITTEES, FORUMS, TASK FORCES AND ADVISORY BODIES

Section 1. Creation, Designation of Committees and Other Bodies

The board may create, designate or dissolve standing or special committees, forums, taskforces or other bodies to advance the business of the board and the association. Each such body may exercise the authority granted to it by the board's enabling resolution.

Section 2. Limitation on the Powers of Committees and Other Bodies

No committee or other body created or designated by the board shall have the authority of the board to amend, alter or repeal the bylaws; elect, appoint or remove any director or NAWBO's president/ceo; adopt a plan of merger or a plan of consolidation with another entity; or amend, alter or repeal any resolution of the board. All committees and other bodies created by the board are to report promptly to the board and only take such actions as are specifically designated by these bylaws or in the resolution establishing the committee and setting forth its duties and responsibilities. No committee or other body created by the board shall enter into alliances or other obligations with outside organizations, whether financial or programmatic, without the written approval of the board. No member of any committee or other body shall speak on behalf of NAWBO unless authorized to do so by the board.

Section 3. Standing Committees of the Board

Standing committees are permanent committees of the board. Unless noted elsewhere, the chair and members of a standing committee are appointed annually by the chair. The standing committees include but may not be limited to:

- Audit Committee
- Executive Committee
- Finance Committee
- Governance Committee

A. Audit Committee

The chair shall appoint an audit committee of at least three members (including the treasurer), one of whom may be appointed from outside the membership of the board. The Audit Committee is charged with recommending the firm to be employed as the independent auditor and reviewing with the auditor the report of the auditor, any related management letter and management's response to the recommendations made by the auditor in connection with the audit. The Audit Committee shall organize and conduct all investigations that arise from allegations of fraud. The treasurer is prohibited from serving as chair of the Audit Committee

B. Executive Committee

The Executive Committee shall consist of the chair, chair-elect, treasurer, secretary, chair of the Governance Committee, and one other director selected by the Executive Committee if the treasurer and secretary positions are filled by a single director. The president/ceo of NAWBO shall serve as an *ex officio* nonvoting member of the Executive Committee. The Executive Committee shall have and may exercise the powers of the board to take all such actions as the board itself could take when it is empowered by the board to take such action or when the board cannot convene a quorum in a timely manner to respond to necessary action. In addition to the limits of power listed in Section 2 of this article, the Executive Committee shall have no power to approve the annual budget, to terminate the president/ceo or other non-director officer elected by the board, or to fill vacancies among the officers or directors.

C. Finance Committee

The chair will appoint a Finance Committee of at least three members, one of whom shall be appointed from outside the membership of the board. The treasurer shall be the chair of the committee. The Finance Committee's functions shall be to supervise the financial affairs and financial planning of NAWBO including periodic review of operating and financial statements, report its findings to the board, and supervise the investments of NAWBO.

D. Governance Committee

The chair shall appoint a Governance Committee of at least three members of the board. The Governance Committee is responsible for maintaining the capacity and effectiveness of the board through periodic review of board policies and procedures, evaluating board performance; identifying the qualities and characteristics required for effective governance and forwarding these to the Nominating Committee; and suggesting candidates for election as directors and officers.

Section 4. Chapter Presidents Assembly

A. Purpose and Composition

The Chapter Presidents Assembly, hereinafter referred to as the assembly, shall consist of the current presidents and presidents-elect of each chartered chapter. The purpose of the assembly is to ensure strategic alignment between the chapters and national; to serve as the voice of chapter members at the national level; to facilitate direct communications between the chapter leadership and the national leadership; to create a sustained community of leaders; to assure the quality and consistency of service to members; and to uphold the common standards and policies of NAWBO.

B. Board Liaison

The chair of the Chapter Presidents Assembly shall serve as the assembly's liaison to the board in her role as an ex-officio voting member of the board.

C. Selection of Chair and Chair-Elect

The chair and chair-elect shall be elected by the assembly using procedures established by the assembly. In addition to the current chapter presidents and presidents-elect of the chapters, any past president of a chapter who is a member of NAWBO in good standing is eligible to serve as the chair or chair-elect of the assembly.

D. Leadership

The chair and chair-elect of the assembly shall establish a geographically diverse leadership team that includes the expertise, representation and leadership required to fulfill the mutual commitments between NAWBO and the chapters, and to address chapter and member issues.

E. Planning and Reporting

The chair and chair-elect of the assembly shall participate annually in planning with the board and develop annual plans of work that align with the strategic objectives of NAWBO. The chair of the assembly shall report regularly on the status of its plan of work in a manner prescribed by the board.

Section 5. State Operating Organizations

A. Authorization and Purpose. The board may authorize State Operating Organizations and shall publish the standards and procedures for authorizing these organizations in the NAWBO policies and procedures. The primary purpose of such organizations must be to facilitate the ability of the individual chapters chartered within the state to participate in the formulation of statewide public policy and/or to facilitate the efficient administration/management of the individually chartered chapters. The State Operating Organization shall enter into a Memorandum of Understanding with NAWBO, which will, among other things, identify the scope of the State Operating Organization's authority and grant a license to use the NAWBO Brand.

B. Operation

The formation and operation of a State Operating Organization shall be consistent with the strategic intent of NAWBO.

C. Limits on Authority

State Operating Organizations are not authorized to assemble, act, or in any manner do business or represent themselves, either in concept or action, except as provided in the Memorandum of Understanding.

D. Funding and Staffing

Except as provided for in the Memorandum of Understanding, State Operating Organizations shall be operated and funded solely by contributions from the chartered chapters.

Section 6. Political Action Committee

A. Establishment

The board reserves the sole authority to establish and maintain a Separate Segregated Fund or SSF (commonly referred to as a Political Action Committee or PAC), hereinafter referred to as SSF, pursuant to federal law.

B. Officers

The board shall appoint a treasurer of the SSF and any other officers required by law, who shall be responsible for the fulfillment of all federal and state reporting requirements.

C. Reporting

The treasurer of the SSF shall report to the NAWBO board and the Public Policy Forum.

D. Planning and Review

The board will review at least annually the development and disbursement strategy, as well as the ongoing management of the SSF.

ARTICLE XII: NOMINATIONS AND ELECTIONS

Section 1. Election of Officers and Directors

A. Election of Officers

The elected directors shall elect the director-officers of the board.

B. Election of Directors

Directors of the board shall be elected by the voting members of NAWBO in accordance with the procedures set forth in these bylaws and the Nomination and Election Handbook adopted by the board.

Section 2. Nominating Committee

There shall be a Nominating Committee which shall consist of (7) members, including the committee chair. The chair of the nominating committee shall be the immediate past chair. If the immediate past chair is unable or unwilling to serve, the board shall elect the chair from among the current or former members of the board. Four (4) members of the committee shall be elected by the Chapter Presidents Assembly in accordance with procedures specified in the Nomination and Election Handbook. Two (2) members of the committee shall be elected by the board; provided that one of the members elected by the board shall be an individual who served on the previous Nominating Committee. The member elected from the previous Nominating Committee is ineligible for election to this position the following year.

Section 3. Nominations of Officers and Directors

A. Nominations of Officers

The Governance Committee shall review the slate of directors elected by the membership and suggest a slate of director-officers for consideration by the board.

B. Nominations of Directors

An official NOMINATING FORM for vacancies of directors on the board shall be distributed to all voting members of NAWBO in good standing and to the members of the Governance Committee in accordance with the procedure specified in the Nomination and Election Handbook. The Nominating Committee shall review nominations for directors of the board as submitted by the voting members and/or by the Governance Committee, and shall slate their recommended nominees for submission to the Election Committee.

Section 4. Election Committee

The chair of NAWBO shall appoint an Election Committee of at least three voting members. The responsibilities and duties of the Election Committee shall be carried out in accordance with the procedures outlined in the Nomination and Election Handbook.

Section 5. Petitions

Individuals who are not slated by the Nominating Committee may petition to be a candidate for election as a director in accordance with the procedures specified in the Nomination and Election Handbook.

Section 6. Election of Directors

A. Announcement of Slate

The slate of candidates nominated by the Nominating Committee shall be announced to members in accordance with the procedures published in the Nomination and Election Handbook.

B. Election of Uncontested Slate

The chair shall deem an uncontested slate of candidates elected if no other individual qualifies to be a candidate by submitting a petition.

C. Contested Elections

If the Election Committee determines that an individual has qualified as a candidate by petition, then ballots drawn according to the procedures established in the Nomination and Election Handbook shall be distributed by email or other suitable electronic means to voting members in good standing. Votes shall be tallied in accordance with procedures specified in the Nomination and Election Handbook. In a contested election, the directors with the highest number of votes from the voting members in good standing voting in the election shall be deemed elected.

D. Announcement of Results

Results of the election shall be announced to the membership by the Election Committee as outlined in the Nomination and Election Handbook.

Section 7. Write-in Ballots

Write-in ballots are not allowed in any election for an officer or director.

Section 8. Vacancy in Office

A. Officers or Directors other than Chair

A vacancy in any director held office or director position, except the office of chair, shall be filled by the board upon a recommendation of the Governance Committee as affirmed by vote of two-thirds (2/3) of the number of directors fixed by the board pursuant to Article V. A director elected to fill a vacancy will serve the unexpired term of the vacated position

B. Office of the Chair

A vacancy in the office of the chair shall be filled by the chair-elect for the remainder of the term, followed by a full term as chair. In the event that the chair-elect is unwilling or unable to fill the unexpired term of the chair and a majority of the board agrees that the reasons given are acceptable, the board may fill the office of chair for the unexpired term upon a recommendation of the Governance Committee as affirmed by vote of two-thirds (2/3) of the number of directors fixed by the board pursuant to Article V. In such case, the chair-elect will continue in office and will automatically become chair as provided in Article VII, Section 1 of these bylaws. An individual chosen to serve an unexpired term as chair shall not be barred from future service as chair-elect, chair, and past chair provided that the person has not already served in such capacity.

ARTICLE XIII: CONFLICTS OF INTEREST

Section 1. Conflict of Interest Policy

The board shall adopt and annually review a Conflict of Interest Policy applicable to all NAWBO officers and directors.

Section 2. Disclosure of Possible Conflicts of Interest

Each member of the board shall annually complete, sign and return a conflict of interest disclosure form designed to assure compliance with the board's stated policy. All directors and officers shall disclose to the board any possible conflict of interest at the earliest practicable time, and no officer or director shall vote on any matter under consideration at a board or committee meeting in which such director or officer has a conflict of interest. The minutes of such a meeting shall reflect that the director or officer disclosed the conflict of interest and that the director or officer with the conflict abstained from voting on the matter.

Section 3. Violations

Any violation of the Conflict of Interest Policy shall be cause for immediate removal of the director or officer from the board.

ARTICLE XIV: INDEMNIFICATION

NAWBO 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 NAWBO, or who services or who has served at the request of NAWBO as a director, officer, employee or authorized agent of another corporation, partnership, joint venture, trust or other entity.

ARTICLE XV: PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of ROBERT'S RULES OF ORDER, Newly Revised, shall govern NAWBO 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 may adopt.

ARTICLE XVI: AMENDMENTS TO THE BYLAWS

Section 1. Proposal of Amendments

A. Authority to Propose Amendments

Either the board or the Chapter Presidents Assembly may propose amendments to these bylaws. The directors may propose amendments by a majority vote of the number of directors fixed by the board pursuant to Article V. The Chapter Presidents Assembly may propose amendments by a majority vote of the number of chartered chapters.

B. Review and Comment

Proposed amendments must be published and available for review and comment by the board and members of the assembly for 30 days. At the close of the review period and before voting on the proposed amendment(s), the board shall consider the volume and substance of comments received.

Section 2. Adoption of Amendments

A. Amendment of Protected Articles

Final adoption of proposed amendments to Articles I, II, III, IV and Sections XII.1b, XII.2, XII. 6, XVI.1, XVI.2a, and XVI.2c of these bylaws shall require an affirmative vote of the majority of those members of NAWBO in good standing voting on the proposed amendments.

B. Amendment of All Other Articles

Final adoption of all other proposed amendments to the bylaws shall require an affirmative vote of two-thirds (2/3) of the number of directors fixed by the board pursuant to Article V.

C. Voting Process for Amendments

Amendments requiring a vote of the members pursuant to subsection A of this section shall be distributed by email or other suitable electronic means to the voting members of NAWBO in good standing on ballots drawn according to procedures established in the Nomination and Election Handbook. Votes shall be tallied in accordance with procedures specified in the Nomination and Election Handbook.

Section 3. Implementation of Amendments

The board, in its sole discretion and by an affirmative vote of two-thirds (2/3) of the number of directors fixed by the board pursuant to Article V, shall determine the timing and process for the implementation of amendments to the bylaws.

ARTICLE XVII: DISSOLUTION

NAWBO may dissolve and conclude its affairs in a manner consistent with the District of Columbia Non-Profit Corporation Act and the applicable provision(s) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent U.S. Internal Revenue Code).