**

Global Policy Statements

**Chapter Forms: Chapter Bylaws Template – Strategic Format**

**7.C.001**

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Source: Governance Committee chaired by Susan Dawson, with committee members Cristina Heaney, Lisa Coppola, and Michele Schina; Jen Earle, ex officio.

This bylaws template provides a framework for chapter boards to manage their organization.

The template does not assume that the chapter employs a chapter administrator or executive director, but is easily adaptable by those chapters that have executive staff, suggesting that she be inserted in an *ex officio* role.

All chapters are required to have bylaws that are based on this template. **Wording in bold may not be amended by the chapter.** All other language is suggested, with specific notes preceding some sections and appearing in blue. Suggested language can be removed or modified to serve the best interests and design of chapters as long as the resulting changes do not conflict with the NAWBO national bylaws, policies, practices or intent or with State or federal law. In this regard, please consult the laws for the State in which the chapter is incorporated and ensure that the chapter bylaws are compliant with all applicable State and, where relevant, federal law.

It is important to understand that NAWBO refers to the National Association of Women Business Owners, not to the chapter. When NAWBO amends its bylaws in such a manner that it affects change in a mandatory section, NAWBO will provide the text to all chapters using this template. No chapter vote shall be required for such mandatory changes, and no approval for such changes will be required by NAWBO.

All chapter bylaws must be periodically submitted to NAWBO by directing them to:

NAWBO

Deb Snyder

Vice President of Membership & Community Outreach

dsnyder@nawbo.org

**(AFFILIATE LOGO)**

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_CHAPTER BYLAWS**

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**(AFFILIATE LOGO)**

**(CHARTERED CHAPTER NAME*)* BYLAWS**

**Adopted mm/dd/yyyy**

# ARTICLE I: NAME and Purpose

## **Section 1. Name**

The name of this organization is the National Association of Women Business Owners \_\_\_\_\_\_\_\_\_\_\_\_\_ Chapter, hereinafter referred to as “the chapter.” This organization is a local chapter of the National Association of Women Business Owners, a not-for-profit corporation formed in the District of Columbia, which is hereinafter referred to as “NAWBO,” and will not take actions or positions that are inconsistent with the bylaws and policies of NAWBO.

**The chapter is a subordinate unit of NAWBO, and shall not abrogate the rights of the members of the national organization by creating categories of membership not recognized by NAWBO, refusing to offer categories of membership recognized by NAWBO, or by altering the membership voting rights in any way.**

## **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 the chapter, organized as a non-profit corporation 501c(6), are as follows:**

* **to encourage, support and educate 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 entrepreneurs in 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 the chapter’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 identifies as a woman and is a business owner as determined by NAWBO 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 his/her 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: Approval of Members**

**Any individual who wishes to become a NAWBO member shall submit the NAWBO membership application online at nawbo.org. All applications will be accepted based on the member definition set forth by NAWBO. Applicants whose applications are approved shall become members of NAWBO** [*enter chapter name here*] **upon payment of the required membership dues.**

## **Section 3. Membership Categories**

**Membership categories in the chapter, both voting and non-voting, shall be the same as those for NAWBO, including all rights and privileges thereof. It is the obligation of the local NAWBO chapter to enforce the correct membership category of each new member.**

## **Section 4. Dues for Members**

**Membership dues and fees are assessed by NAWBO. Each chapter member shall pay the applicable standard membership dues as established and charged by NAWBO. Dues and fees (hereinafter “Membership Dues”) will be collected electronically at nawbo.org. Once a member joins, the Membership Dues will be collected electronically either monthly on or after the first (1st) day of each month or annually on the annual renewal date. The NAWBO Board of Directors shall establish the dues structure as published in the policies and procedures handbook which may be revised from time to time. Chapters will receive a percentage of all dues collected for members of the chapter.**

**If a member wishes to transfer from one chapter to another, NAWBO will transfer membership, and the established amount of the monthly billing will be rebated to the new chapter upon written request of the member via email to memberservices@nawbo.org. Payment transfer will begin the first day of the following month. If the transferring member has paid her dues annually (i.e., one payment for the entire year), the new chapter shall not receive a portion of the already-paid dues but shall receive a portion of the next and successive annually-paid dues that are paid by the member while residing at the new chapter.**

## **Section 5. Termination of Membership**

### **A. Involuntary**

**NAWBO has the sole right to terminate membership of any individual as provided in its policies and procedures as may be revised from time to time. A chapter may recommend to NAWBO any member(s) for involuntary termination or it may censure any member for good cause by a vote of two-thirds (2/3) of the chapter’s board in accordance with the disciplinary methods described by the most current edition of Robert’s Rules of Order.**

**B.** **Voluntary**

**Any member may resign by cancelling her membership online at NAWBO.org. If a member stops paying her dues, her membership will be terminated. Additionally, if a credit card does not process, there will be a 30-day grace period to rectify the issue. No portion of any dues paid shall be refunded to the resigned member, and the member shall remain liable for any accrued and/or unpaid charges.**

ARTICLE IV: CHAPTERS

## **Section 1. Mission of (***insert chapter name***)**

**The mission of the (***insert chapter name***) is to facilitate communication and connection between its members and NAWBO. The chapter shall be organized and operated in a manner consistent with the mission, purpose and strategic direction of NAWBO.**

## **Section 2. Role of the Chapter**

**The chapter shall:**

* **Develop and offer educational opportunities for chapter members and encourage member participation in such opportunities;**
* **Leverage local, regional, 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 the chapter and chapter members by sharing best practices with other chapters; and**
* **Provide consistent, quality service to all chapter members.**

## **Section 3. Chapter Charter**

**(***Insert chapter name***) shall be chartered by NAWBO in accordance with NAWBO’s published standards and procedures for chartering and re-chartering.**

ARTICLE V: CHAPTER BOARD OF DIRECTORS

*(This article is mandatory but can be customized to suit chapter needs.)*

**Section 1. Responsibilities of the Board**

**The board shall be entrusted with the fiduciary and management responsibility for the affairs of the chapter. The board shall create and maintain a strong vision and strategy for the chapter; develop and implement policies; and ensure accountability, financial stability, organizational effectiveness and member value.**

**Section 2. Power and Authority of Directors**

**All voting members of the chapter board have authority and responsibility for the affairs of the chapter. Chapter board members may be appointed to serve as liaisons to the national board or staff, serve on standing committees and/or any other adjunct bodies, and receive assignments from the chapter president**

**Section 3. Size and Composition**

### **A. Number of Directors**

**The number of directors shall be fixed by the board, and shall include no fewer than 5 and no more than 20, including the elected officers and ex-officio voting and/or non-voting members, except in states where such board composition would violate state law, then in such cases the chapter shall comply with the laws of the state in which the chapter is located.**

B. Board Member Positions

*(List board positions here, including ex officio positions- see policies and procedures for strongly recommended board positions. Ex officio members are members of the board who serve on the board as a result of their position in the organization. In some chapters, these might include certain paid staff members, or the chapter may choose to include the Immediate Past President in this category. Ex officio members are non-voting members unless otherwise designated in the chapter’s bylaws).*

### **C. Qualification of Members**

**All board members, except *ex officio* members, must be voting members of NAWBO in good standing.**

## **Section 4. Compensation.**

**Directors shall not receive any compensation for their services which are directly related to the operations and performance of their board position (for example, a board Treasurer who owns a CPA firm may not be paid to be the Treasurer). Expenses incurred by individual board members for hard costs related to fulfilling their board position (for example, a board’s marketing director who owns a printing company may be reimbursed for printing NAWBO materials) upon a vote by the board in which the specific member abstains due to conflict of interest. Nothing herein contained shall be construed to preclude any director from serving the chapter in any other capacity and receiving compensation as long as the board agrees that there is no conflict of interest.**

ARTICLE VI: BOARD OFFICERS

*(This is a mandatory article and must be revised to comply with relevant state laws and regulations relating to corporate officers. NAWBO recommends those listed. Select the key duties that are appropriate for your chapter, reserving detailed job descriptions to the policy and procedures manual. If applicable, add sections for Executive Director, Administrator, or other paid staff*.)

The officers of the chapter shall be President, President Elect, Immediate Past President, Secretary and Treasurer. One person may be both the Secretary and Treasurer.

Section 1. President

The president shall:

* serve as a director and as the lead trustee and presiding officer of the board and executive committee;
* set the agenda for meetings of the board;
* serve as spokesperson for the chapter;
* serve as an *ex officio* member of all committees;
* represent the chapter with NAWBO’s Presidents Assembly Steering Committee; and
* ensure the chapter complies in all respects with NAWBO’s charter, policies and/or procedures from time to time in effect.

Section 2. President-Elect

The president-elect shall:

* serve as a director;
* serve on the executive committee
* represent the chapter with NAWBO’s Presidents Assembly Steering Committee with and/or in the absence of the chapter president;
* oversee special projects and other duties as assigned by the president; and
* serve as president should the office of the president become vacant.

## Section 3. Immediate Past President

*(It is important to specify an unbiased party as the chair of the nominating committee; the immediate past president is recommended)*

The immediate past president shall:

* serve as a director;
* serve on the executive committee;
* facilitate the transition to the new president so that the chapter continues seamlessly in compliance with both local and NAWBO processes and procedures;
* perform such other functions as agreed with the president; and
* serve as chair of the chapter’s nominating committee.

## Section 4. Treasurer

The treasurer shall:

* serve as a director;
* oversee the financial activities and records of the chapter;
* provide monthly financial statements to the board;
* **ensure that, annually, a complete Federal Tax Form 990 along with relevant financial statements, as applicable, are properly reviewed and approved by the board, timely filed with the IRS and thereafter submitted to NAWBO within 30 days of filing; and**
* **ensure that, annually or as required by law, appropriate and complete State reports and/or returns are timely filed, if any.**

## Section 5. Secretary

The secretary shall:

* serve as a director;
* assure that the corporate records including the minutes of board are properly maintained; and
* **submit the chapter’s annual board roster to NAWBO within 30 days of the new board installation.**

ARTICLE VII. TERMS OF OFFICE

*(It is important to specify terms of office for the various board positions, but they may be different than outlined below. The terms below are suggested, not required; however, the maximum term limits are required.)*

## Section 1. Officers

### A. President, President-Elect and Immediate Past President

The president, president-elect, and the immediate past president shall serve a one (1) year term (2 year maximum). The president-elect shall automatically serve as president, and the president shall automatically serve as immediate past president the following year, subject to these bylaws.

### B. Treasurer and Secretary

The treasurer and the secretary shall each serve a two (2) year renewable term (maximum 4 years). One person may be elected to serve as both treasurer and secretary for the same term.

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 president, however, no director shall serve for more than six (6) consecutive years as an officer and director*.*

C. Break in Service

*(Consider modifying the break in service to suit chapter needs)*

At least one (1) year must lapse before a member who has completed the maximum number of years of service can be re-elected to the board.

D. Exceptions to Term Limits

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

ARTICLE VIII. BOARD RESIGNATIONS, REMOVAL, and VACANCIES

## **Section 1. Resignation**

**A director or officer may resign from the board at any time. Resignations must be submitted in writing to the chapter’s board of directors. Any officer resignations should be forwarded to NAWBO within one week of the resignation.**

## **Section 2. Removal**

**The board may remove any director or officer who is unwilling or unable to carry out the responsibilities of office, but only at a meeting called for that purpose. The notice of such meeting shall state that the purpose, or one of the purposes, of the meeting is the removal of the director. The removal of a director 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) 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. It is not NAWBO’s intention to have any board member removed from office unless it is clear that the board member’s actions are detrimental to the well being of the chapter. If a director or officer is removed pursuant to this section, the board shall notify NAWBO within five (5) days from the effective date of the removal.**

## **Section 3. Vacancy**

**A vacancy in the office of president shall be filled by the president-elect for the remainder of the term, followed by a full term as president. If there is no president-elect or other officer who is able to step into the role of president, the NAWBO Board of Directors will appoint a liaison to oversee the business of the chapter until a President can be identified. A vacancy in any other officer position shall be filled by a majority vote of the board of directors. If the board loses a member and falls below the minimum required board seats, the president can appoint a new board member.**

ARTICLE IX. MEETINGS OF THE BOARD

## Section 1. Regular Meetings

**The board will hold no fewer than four (4) meetings per year using the meeting methodology approved by the law of the State in which the chapter is organized. At a minimum, at least one (1) board meeting shall be a face-to-face meeting. The board shall establish the time and place of such meetings and provide at least seven (7) days’ notice to each director in compliance with State law.**

## Section 2. Special Meetings

*(This section provides flexibility to the board to handle extraordinary events requiring board action)*

The president may call a special meeting of the board whenever the president deems it necessary and shall call a special meeting of the board whenever requested to do so in writing by two-thirds (2/3) of the board members. The president 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 three (3) days prior to the meeting or in the manner prescribed by State law.

Section 3. Waiver of Notice

*(This section protects the board and its actions from protest that it convened without proper notification of board members)*

Any director may waive the advance notice requirement of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting.

**Section 4. Quorum and Voting**

*(Sections 4, 5, and 6 are frequently mandated by state law. In the paragraph below, please ensure that the blank is filled in with a number that is compliant with the laws of the state in which the chapter is incorporated.)*

**A majority of the number of directors fixed by the board pursuant to Article V but no fewer than \_\_\_\_ 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 may not vote by proxy at any meeting of the board or any board committee*.***

Section 5. Meetings by Telephone or Teleconference

To the extent permitted by State law, 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

To the extent permitted by State law, 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 approved by a majority of directors. 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 board installation meeting of the voting membership of the chapter.

## Section 2. Notice of Annual Meeting

The president shall issue a call to all voting members not less than thirty (30) days prior to the date of the meeting.

## Section 3. Cancellation or Postponement of Meeting

In the event of a chapter 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 the chapter.

ARTICLE XI: COMMITTEES, Task Forces and Advisory Bodies

*(Chapters should specify all committees, task forces and other advisory bodies that it wishes to empower. Suggestions are shown, with exception of an Executive Committee which must be put in place by the chapter (however the language provided below in Section 3A may be altered by the chapter); the remainder of the list provided in Section 3 below can be removed or added to, at the chapter’s discretion. A Governance or Parliamentary Committee is a good addition for managing bylaws, policies, and procedures. The primary purpose and responsibilities for all such bodies should be similar to those shown)*

## Section 1. Designation of Committees and Other Bodies

To the extent permitted by State law, the board may designate or dissolve one or more standing or special (ad hoc) committees, task forces or other bodies to advance the business of the board and the chapter*.* Each committee or other 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 shall have the authority of the board to amend, alter, or repeal the bylaws; elect, appoint, or remove any director or paid staff (if appropriate for your chapter); adopt a plan of merger or a plan of consolidation with another entity; or amend, alter, or repeal any resolution of the board. All standing and ad hoc committees 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 member of any committee or other body shall speak on behalf of the chapter 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 of each committee is appointed annually by the president. The standing committees include but may not be limited to:

* **Executive Committee**
* Audit Committee
* Finance Committee
* Governance Committee

### A. Executive Committee

The Executive Committee shall consist of the president, president-elect, immediate past president and up to three other directors selected by the Executive Committee. *(Executive staff may serve as an ex-officio, non-voting member of the Executive Committee).* The Executive Committee shall meet at least twice a year. 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 powers listed in Section 2 of this article, the Executive Committee shall have no power to approve the annual budget, *(to terminate the executive director/management staff*), or to fill vacancies among the officers or directors. The meeting/voting of the executive committee does not constitute a quorum for voting on issues that need to be addressed by the full board.

### B. Audit Committee

The president 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.

### C. Finance Committee

The president shall 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 Finance Committee. The Finance Committee’s functions shall be to supervise the financial affairs and financial planning of the chapter including periodic review of operating and financial statements, report its findings to the board, and supervise the investments of the chapter.

D. Governance Committee

The president 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 Representation on NAWBO’s Presidents Assembly**

**The chapter president and president-elect are the only authorized representatives of the chapter eligible to participate with NAWBO’s Presidents Assembly Steering Committee (hereinafter “PASC”) and one such representative is required to participate in monthly teleconference meetings (Chapter Connect calls) and attend one NAWBO Leadership Academy session. Their actions must be a reflection of the deliberatively considered and formally approved position of the chapter board.**

**The purpose of the PASC is to ensure strategic alignment between the chapters and NAWBO; 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 through leadership development and education; to assure the quality and consistency of service to members; and to uphold the common standards and policies of NAWBO.**

**Section 5 - Chapter 501c(3)**

**NAWBO currently has an active 501c(3), the NAWBO Institute, for the purpose of being an educational institute for women business owners. In addition, it serves as a conduit for designated donations that can be redirected to a local chapter for the purpose of educational programs. In this way, the local chapters do not need to create their own 501c(3) organization. Nevertheless, should the board wish to establish and maintain a non-profit 501c(3) corporation, it must obtain prior written approval from NAWBO.**

ARTICLE XII: NOMINATIONS AND ELECTIONS

*(This article is mandatory but is anticipated to be widely customized. It is recommended that all sections below should be addressed in the bylaws or specifically addressed in a policy document that is referenced in the article. It is recommended that members of the nominating committee, other than the chair, be elected by the chapter at its annual meeting.)*

Section 1. Nominating Committee

There shall be a Nominating Committee which shall consist of \_\_\_\_ members, including the committee chair. The Nominating Committee shall convene annually. The chair of the nominating committee shall be *(the immediate past president).* If the *(immediate past president)* is unable or unwilling to serve, the board shall elect the chair from among the current or former members of the board. \_\_\_\_ members of the committee shall be elected by the procedures specified in the (specify document). All members of the Nominating Committee shall have (specify skills and attributes desired).

Section 2. Nominations of Officers and Directors

*(Chapters may have many methodologies for nominating officers such as a formal nomination process by the membership and slate selection by a nominating committee OR the board may choose its officers from equally qualified directors as elected by the membership. Choose the language that best suits the chapter needs and expand sections 2 and 3 as needed, but exercise care to ensure the process is clearly stated and unambiguous. Refer to nominating/elections policies and procedures in this section and manage these separately from the bylaws.)*

### Nominations of Officers and Directors

An official NOMINATING FORM for vacancies of directors and officers on the board shall be distributed to all voting members of the chapter in good standing in accordance with the procedures specified in the (specify document). The Nominating Committee shall review nominations for directors and officers of the board as submitted by the voting members, and shall slate their recommended nominees.

## Section 3. Election of Officers and Directors

### *Option 1:*

### A. Election of Officers

(Chapters can elect one of the following ways to appoint/elect board members)

The elected directors shall elect the officers of the board. Chapters will submit officer and board rosters to NAWBO within 30 days of the new officer and director installation.

### B. Election of Directors

Directors of the board shall be elected by the voting members of the chapter in accordance with the procedures set forth in these bylaws and the (specify document) adopted by the board.

*Option 2:*

### A. Election of Officers

Officers of the board shall be elected by the voting members of the chapter in accordance with the procedures set forth in these bylaws and the (specify document) adopted by the board.

### B. Election of Directors

Directors of the board shall be appointed by the voting members of the chapter in accordance with the procedures set forth in the (specify document) adopted by the board.

## Section 4. 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 (specify document) adopted by the board*.*

## Section 5. Election Process

### A. Announcement of Slate

The slate of candidates nominated by the Nominating Committee shall be announced to members in accordance with the (specify document) adopted by the board.

### B. Election of Uncontested Slate

*(Chapters may choose to configure their elections process to require a ballot vote every year regardless of an uncontested slate. In that case, this part might be for the purpose for specifying the distribution and collection of ballots. Part C below might be used as a template for that part changing the title to “Ballot Procedures”.)*

The (board) shall deem an uncontested slate of candidates elected if no other individual qualifies to be a candidate by submitting a petition. The announcement of the uncontested slate of elected candidates shall be made by the Secretary at the chapter’s annual meeting.

### C. Contested Elections

 If the *(Nominating Committee)* determines that an individual has qualified as a candidate by petition, then ballots drawn according to the procedures established in the (specify document) shall be distributed by email or other suitable electronic means to voting members in good standing. A deadline shall be provided for the return of all such votes. Votes shall be tallied in accordance with the procedures specified in the (specify document)*.* In a contested election, the (officers/directors) with the highest number of votes from the voting members in good standing who have voted in the election shall be deemed elected.

### D. Announcement of Results

Results of the election shall be announced to the membership by the (president) within \_\_\_\_ days of the election as specified in the (specify document).

## **Section 6. Write-in Ballots**

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

ARTICLE XIII: CONFLICTS OF INTEREST

## **Section 1. Conflict of Interest Policy**

**The board shall adopt and annually review NAWBO’s Conflict of Interest Policy applicable to all chapter officers and directors.**

## **Section 2. Disclosure of Possible Conflicts of Interest**

**Each member of the board shall annually complete, sign and return NAWBO’s 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

**The chapter 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 the chapter, or who serves or who has served at the request of the chapter 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 the chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the chapter board may adopt**

ARTICLE XVI: AMENDMENTS TO THE BYLAWS

*(This article is mandatory but should be customized to serve the intent of the chapter board.)*

## Section 1. Proposal of Amendments

### A. Authority to Propose Amendments

The directors may propose amendments by a majority vote of the number of directors fixed by the board pursuant to Article V.

### B. Review and Comment

Proposed amendments must be published and available for review and comment by the directors for fourteen (14) days. At the close of the review period, the board shall consider the comments received and finalize the amendment(s) for presentation to the board’s voting members by an affirmative vote of two-thirds (2/3) of the number of directors fixed by the board pursuant to Article V. The board then shall provide fourteen (14) days written notice to each member eligible to vote on the amendment(s).

## **Section 2. Adoption of Amendments**

**Final adoption of proposed amendments to the bylaws shall require an affirmative vote of two-thirds (2/3) of the chapter members eligible to vote thereon at any meeting properly noticed for that purpose.**

## 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

**Chapter board must notify NAWBO immediately if the board no longer wishes to continue chapter operations. If NAWBO and chapter leaders determine it is in the best interest of the chapter to dissolve, the chapter must dissolve and conclude its affairs in a manner consistent with the (state entity responsible for corporate regulation) and the applicable provision(s) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent U.S. Internal Revenue Code). All net assets shall inure to NAWBO.**