

BYLAWS OF THE D.C. CHAPTER OF THE AMERICAN SOCIETY OF WOMEN ACCOUNTANTS

ARTICLE I NAME

The name of this organization shall be the District of Columbia Area Chapter, Number 24, of the American Society of Women Accountants, hereinafter referred to as “the Chapter.”

ARTICLE II MISSION

The mission of this Society shall be to enable women in all accounting and related fields to achieve their full personal, professional and economic potential and to contribute to the future development of their profession.

ARTICLE III MEMBERS

Section 1. There shall be five classes of membership: regular, associate, affiliate, retired and honorary. Membership (of any class) in ASWA is a requirement for membership in this Chapter.

A. Regular

1. Qualifications:

- a. Actively engage in accounting for two or more years, or
- b. Hold a valid CPA certificate, its equivalent, or other accounting or financial certifications with similar education or experience requirements as determined by the board of directors, or
- c. Hold a bachelor’s degree with a major in accounting or its equivalent.

2. Shall have full rights of membership.

B. Associate

1. Qualifications:

- a. Regularly enrolled students in post-secondary educational institutions, majoring in accounting or a related field, or
- b. Actively engaged in accounting with less than two years experience.
- c. Limited to two years following attainment of qualifications for regular membership and a maximum of seven years.

2. Shall vote and may hold office at the chapter level.

C. Affiliate

1. Qualifications:

- a. Not actively engaged in accounting, and
- b. Have a substantial interest in accounting.

2. Shall vote and may hold office at the chapter level.

D. Retired

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1. Qualifications:

- a. Age sixty-five as of June 1 and a regular or associate member for the shorter of five consecutive years or the life of the Chapter.
 - b. Retired from all gainful employment due to disability as of June 1.
 - c. Age fifty-five as of June 1 and retired from all gainful employment and a regular or associate member for the shorter of ten consecutive years or the life of the Chapter.
2. Shall retain the rights previously held as regular or associate members.

E. Honorary

1. Qualifications:

- a. Outstanding women whose professional achievements exemplify the standards encouraged by the mission statement of the Society, and
 - b. Approved by a two-thirds vote at the stated business meeting.
2. Honorary members who were members upon election to honorary membership shall retain their former rights and privileges in the Chapter.
3. The Chapter assumes the liability for National dues of all members it elects to honorary membership in the Chapter.

Section 2. Application for membership shall be signed by a member of the Chapter. Application for membership and reclassification shall be reviewed by the President or designee, and forwarded to National Headquarters for processing.

Section 3. The Board of Directors shall establish the dues for all classes of membership. By May 1, members will be notified of dues, structure, credits, and fees in effect for the following administrative year. The Board may authorize dues, credits, reimbursement fees, and initiation fees. Dues are in addition to the amount of membership dues payable to the national organization, and are payable in advance on or before July 1 of each year, based on the membership status as of June 30.

The dues established by the Board may not exceed a maximum which is computed by increasing the base dues as of July 1, 1990 by 5%, compounded annually. Chapter base dues are as follows:

	<u>Full Year</u>
Regular and Affiliate	\$40.00
Associate	\$20.00
Retired	\$14.00
Honorary	None

New members joining during the year will owe full dues for that fiscal year. The following year's renewal will reflect the pro ration from the previous year.

Section 4. Termination of membership:

- A. Any member who fails to pay dues or fees within sixty days of invoice date shall be automatically dropped from membership.

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- B. Membership in the Chapter shall be terminated by a three-fourths vote of the Board of Directors under the conditions and procedures prescribed in the Society's parliamentary authority.
- C. If a member is terminated by National they are automatically terminated from the chapter.
- D. Reinstatement may be granted upon payment of the national late fee and the full year's Chapter and National dues.

Section 5. If Chapter membership falls below 75 members, the chapter shall actively pursue regular members as much as necessary to maintain a regular membership of 50 percent of the total membership of the Chapter.

Section 6. No provision of this article can operate to change the status of any member who was a member of the Society prior to the date on which these bylaws were adopted.

ARTICLE IV OFFICERS

Section 1. The officers of the Chapter shall be a president, a president-elect, a vice president, a secretary, a treasurer, the immediate past President, and one director for every forty members or fraction thereof. The officers shall perform the duties prescribed by the bylaws, the standing rules, the National Chapter "Procedures Manual," and the parliamentary authority adopted by the Society.

Section 2. The Nominating Committee shall consist of four members, the immediate past President, the President-Elect, and two members appointed by the President, subject to approval of the Board.

- A. The Chair of this committee shall be the immediate past President.
- B. A vacancy on the committee shall be filled by the Board of Directors.

Section 3. This committee shall report their nominations for officers and directors to the membership no later than the regular March meeting of the Chapter. Consent of each nominee must be obtained prior to the presentation of the list to the membership. Additional nominations may be made from the floor, provided that consent of the member has been obtained.

- A. Annual election of officers and directors shall be held at the regular March meeting of the Chapter.
- B. The officers and directors shall be elected by the majority of members in attendance. If names are added to the list prepared by the Nominating Committee, each member of the Chapter qualified to vote shall have one vote for each officer to be elected and one vote for each place to be filled on the Board. If there are no nominations from the floor, the President shall declare the slate elected.

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C. Newly elected officers and directors shall be installed at the regular June Chapter meeting and shall take office at the beginning of the administrative year.

Section 4. To serve as President, the member must have previously served on the Board of Directors.

Section 5. Directors shall be elected to serve for one year or until their successors are elected. Only regular members in good standing shall be eligible to serve on the Board. Members of the Executive Committee shall hold office for one year or until their successors are elected. The officers' term of office shall begin at the beginning of the Society's fiscal year, July 1.

Section 6. A vacancy in the office of the President shall be filled by the president-elect, who shall complete that term and the term for which elected. A vacancy in the office of president-elect shall not be filled until the next regular election, and the duties of that office shall be assumed by the vice president. If a vacancy occurs in both the office of president and president-elect, the office of president shall be filled by the Board of Directors. A vacancy in all other offices shall be filled by appointment of the President with the approval of the Board of Directors.

Section 7. No officer shall be eligible to serve more than two consecutive terms in the same office.

Section 8. Any Board member who is unable to carry out the duties of the office, shall immediately resign. An officer may be removed from office by a two-thirds vote of the Board of Directors under the conditions and procedures prescribed in the Society's parliamentary authority.

Section 9. The Chapter shall indemnify its officers to the fullest extent permitted.

ARTICLE V MEETINGS

Section 1. The Chapter shall hold at least ten regular monthly meetings each year at a time and place fixed by the Board of Directors.

Section 2. The regular meeting in March shall be known as the annual meeting and shall be for the purpose of receiving reports of officers and committees, and other business that may arise.

Section 3. Special meetings may be called by the President or a majority of the Board of Directors.

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Section 4. A quorum shall consist of 20 percent of members of the Chapter. A majority of the members at a meeting shall carry any action, except an amendment to the bylaws.

ARTICLE VI REPRESENTATION AND VOTING

Section 1. The Chapter shall be represented at meetings of the American Society of Women Accountants as provided for in the National Bylaws.

Section 2. Credentials of delegates, alternates, proxies and proxy alternates shall be signed as provided in the National Standing Rules.

Section 3. Delegates and alternates to the National annual meeting and special meetings for the ensuing administrative year shall be selected by the Board of Directors and presented to the membership at a regular membership meeting prior to the National annual meeting and any special meetings.

ARTICLE VII BOARD OF DIRECTORS

Section 1. The officers of the Chapter shall constitute the Board of Directors.

Section 2. The Board of Directors shall have general supervision of the affairs of the Chapter between its business meetings and shall perform the duties as described by these bylaws and the standing rules. The Board shall be subject to the orders of the Chapter, and none of its acts shall conflict with action taken by the Chapter.

Section 3. Meetings:

- A. The president, with approval of the Board of Directors, shall designate the time and place of the monthly Board meetings.
- B. Special meetings may be called by the president or at the request of three members of the Board, provided that 3 days notice shall be given of such meeting.
- C. A majority of the members of the Board shall constitute a quorum.

ARTICLE VIII COMMITTEES

Section 1. The Executive Committee shall be composed of the president, president-elect, vice president, secretary, and treasurer.

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- A. The Executive Committee shall have general supervision of the affairs of the Chapter between meetings of the Board of Directors. The Executive Committee shall be subject to the orders of the Chapter and the Board, and none of its acts shall conflict with the actions taken by the Chapter or the Board.
- B. Special meetings may be called by the President and shall be called at the request of a majority of the Executive Committee.

Section 2. The scholarship activities shall function in accordance with the rules and regulations governing the Chapter Scholarship Fund.

Section 3. Committees may be appointed by the President, with the approval of the Board of Directors, whenever deemed necessary to the welfare and development of the Chapter. The president shall be ex officio a member of all committees except the Nominating Committee. The president, with approval of the Board, shall fill any vacancies.

Section 4. Additional standing committees are listed in the Chapter standing rules.

ARTICLE IX PARLIAMENTARY AUTHORITY

Section 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

Section 2. Operations of any of the provisions of these bylaws may be waived by a two-thirds vote of the members present at a membership meeting, providing such waiver does not conflict materially with the National bylaws. Such waiver shall be binding only in respect to the particular action for which the motion was made.

ARTICLE X AMENDMENT OF BYLAWS

Section 1. These bylaws may be amended at any meeting by a two-thirds vote provided notice of the proposed amendment is included in the Chapter Bulletin preceding the meeting or sent with the notice of special meeting.

Section 2. All amendments adopted by this Chapter shall be submitted to the National Bylaws Chair for approval before becoming effective.

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Section 3. When amendments to the National Bylaws shall have an effect on this Chapter's Bylaws, such amendment shall become automatically effective for this Chapter. Notice in writing shall be sent to the membership.

ARTICLE XI INACTIVE STATUS

Section 1. This Chapter can become inactive under the National standing rules for inactive status chapters by a two-thirds vote of the existing board of directors.

Section 2. Within thirty days from the date this Chapter has voted to become inactive, by its board of directors, it shall complete and send the inactive status election form to National headquarters, and then follow the procedures set out for inactive status chapters.

ARTICLE XII DISSOLUTION

Section 1. This Chapter can be dissolved by a two-thirds vote of the members present and voting at a membership meeting, provided that notice of such vote has been submitted to each Chapter member in writing at least thirty days in advance.

Section 2. Within thirty days from the date this Chapter is declared inactive by its Board of Directors, it shall surrender its charter and all books and records to the National office.

Section 3. In the event of dissolution of the Chapter, any remaining funds will go to a nonprofit organization that is exempt under Section 501 (c) (3) of the Internal Revenue Code as follows:

- A. The Educational Foundation for Women in Accounting, if it exists, or
- B. ASWA National or another nonprofit organization working for the benefit of the accounting profession to be chosen by the trustees of the dissolution.