



FEDERALLY EMPLOYED WOMEN

Chapter Name: Willa Cather Chapter

Updated to Incorporate National Bylaw Changes on August 11, 2019

Approved by Willa Cather Chapter Board on August 22, 2019

Approved by Mid-Continent Regional Bylaws Chair on September 10, 2019

Updated and approved by the National Bylaws Chair on October 7, 2019 RW

Bylaws Terms of Agreement

This Agreement shall remain in effect for as long as the Chapter remains compliant with the FEW organization and Articles of Incorporation, Bylaws and National Policies. This Agreement will automatically renew unless the Chapter is seeking to terminate or revoke or non-renew the Agreement and provides written notice of its intent to terminate or revoke the Agreement to the National Office. This Agreement may not be amended or modified except by written instrument signed by authorized representatives of both parties.

ARTICLE I – NAME

Federally Employed Women, a District of Columbia nonprofit corporation, whose address is 455 Massachusetts Avenue, N.W., P.O. Box 306, Washington, D.C., 20001, hereinafter referred to as "FEW," hereby enters into this Chapter agreement with the Willa Cather Chapter, hereinafter referred to as "Chapter" as a chartered Chapter of FEW under the following terms and conditions and pursuant to the Charter granted by FEW National Board of Directors.

In consideration of the issuance of this FEW Chapter Charter, the Chapter agrees to comply with the terms and conditions of its chartered status.

ARTICLE II – PURPOSE

The Chapter shall be operated exclusively for the charitable and educational purposes of taking action to end sex discrimination and toward the advancement of women in employment in the federal service. The specific activities which the Chapter shall undertake in furtherance of these charitable and educational purposes shall be: to increase job opportunities for women in the government service; to further the use of the potential of women in government; to improve the merit system in government employment; to assist government employees and applicants for government employment who are discriminated against because of sex; to develop and to provide training programs to enable women to increase their skills and enhance their potential for career advancement; to develop and to provide training programs which address the special needs and problems of women employees in the government and provide a description of programs targeted to meet those needs; to educate the general public and policy makers about issues of concern to women with an emphasis upon those of concern to women government employees; and to do all things necessary and proper to accomplish the above purposes without discrimination because of sex, race, color, age, marital status, national origin, political affiliation, religion, and mental or physical disability.

ARTICLE III – MEMBERSHIP and DUES

Section 1. Membership – Membership is open to any person who supports the mission and purpose of FEW upon payment of dues. FEW's membership consists primarily of people employed or retired from the federal government and active or retired government contractors. All members join through a local Chapter and are recognized by National and the Region in which they reside. Membership is defined as regular, honorary, lifetime or diamond lifetime. Membership guidelines are defined in the National Policy and Procedures Manual (NPPM), Section IV, Activity and General Procedures, Membership.

The Chapter shall maintain a minimum membership of 15.

Section 2. Dues and Assessments – FEW annual dues shall be paid by the members directly to FEW National in amounts established by the FEW National Board of Directors unless a member is considered a Lifetime or Diamond Lifetime member. FEW National recommends the use of this money to pay Chapter dues, Regional Assessments and financial obligations accrued by the Chapter. The Chapter may retain the balance, refund a portion to the member, or take other action. The Region in which the Chapter belongs will determine the Regional assessment. Lifetime or Diamond Lifetime members will be obligated for Chapter dues as determined by the Chapter Board.

Section 3. Revocation of Membership – Membership in FEW may be terminated in accordance with National Bylaws, Article III, Section 6.

ARTICLE IV – CHAPTER BOARD

Section 1. Management – Management of Chapter Board is responsible to the entire membership within the Chapter to uphold these Bylaws. In addition, the Board shall follow the Robert Rules of Order and standing rules to govern its proceedings, shall manage the affairs of the Chapter over which it has power and authority, and shall set policy and control the funds and property of the organization.

Section 2. Composition of the Chapter Board – The Chapter Board, hereinafter referred to as the Board, may consist of the Chapter President, Vice-President, Secretary, Treasurer, Immediate Past Chapter President and standing Committee Chairs. Each shall be entitled to one (1) vote.

Section 3. Meetings – Chapter meetings will be held at least once a month as designated by the Chapter Board. Chapter annual meeting will be designated by the Chapter Board during an election year, for inducting new officers, receiving reports of officers and committees, and for any other business that may arise. In an urgent situation, the Chapter President is authorized to call a special meeting if the subject of the meeting is of such a nature that it cannot wait until the next regular meeting.

Section 4. Quorum – One-third of the Chapter Board shall constitute a quorum of voting members.

Section 5. Proxy Voting – Proxy voting is prohibited and not allowed under any circumstances. No member is allowed to delegate his or her responsibility to anyone.

Section 6. Resignation and Removal of Chapter Board Member –

- (a) A Board member may voluntarily resign from the Chapter Board at any time upon written notice to the Chapter President setting forth the effective date of such resignation. In the absence of a specified effective date, the resignation shall be deemed effective on the date of receipt of such notice by the Chapter President.

- (b) A Board member may be proposed to be removed from the Chapter Board for nonperformance of duties, misconduct or mismanagement. The decision to remove such officers will be made by the Chapter Executive Board. Disputes that cannot be resolved by Chapter Executive Board may be referred to the Regional Board for determination and decision following the Regional Bylaws for Removal of Officers procedures. If a dispute cannot be resolved at the Chapter or Region level it may be referred to the National Board of Directors for a final decision following NPPM Section II. Organization and Responsibilities, Removal of Officers procedures.

ARTICLE V – OFFICERS

Section 1. Officers – The elected Officers of the Chapter shall be the Chapter President, Vice-President, Secretary, and Treasurer. These Officers shall perform the duties prescribed by these Bylaws, the Standing Rules of Order adopted by the Chapter, Region, and those of National FEW.

Section 2. Qualifications of Officers –

- (a) All Officers shall have been members in good standing for at least one immediate past year, unless a chapter has been chartered within the last year.
- (b) The Chapter President shall have served as a member of the Chapter Board for at least one past consecutive year, unless a chapter has been chartered within the last year.
- (c) The candidate for the position of Treasurer shall have a minimum of one year of experience in some aspect of financial management.

Section 3. Term of Office –

- (a) Officers shall serve for a term of two years.
- (b) No member shall be elected to the same office for more than two consecutive terms. Any officer filling an unexpired term of two years or less shall be eligible for two full terms. Exceptions to the terms of offices may be granted with a majority vote of the membership and notification to the Regional Manager.

Section 4. Duties of Officers –

- (a) Chapter President shall be the Chairperson of the Chapter Board, member of the Mid-Continent Regional Board and be the chief executive officer of the organization; ensure that Chapter training on FEW program direction, policies

and other National issues will be completed each year at the local level; preside at Chapter and Executive Committee meetings; appoint standing committees and a Parliamentarian, and serve as ex-officio member of all committees, except the Nominations/Elections Committee.

- (b) Vice-President(s) shall act in the absence or inability of the President; assist in Program development for Chapter meetings; assume the position of the President should it become vacant; and be the Diversity Chair for the Chapter.
- (c) Secretary shall record the minutes of Chapter meetings; submit copies of the minutes to the President for approval and after approval, make distribution; prepare any correspondence needed by the Chapter; and maintain the minutes and other records or files of the Chapter.
- (d) Treasurer shall receive and disburse funds in accordance with a budget approved by the Chapter; shall prepare financial reports as directed for submission to the membership; present all books, bank statements, and other financial records to be audited at the expiration of the term; shall notify members who are delinquent in dues; and make all disbursements by check requiring two signatures, the Treasurer and either the President or one of the Vice Presidents. The current Treasurer cannot vacate the post until passage of a formal audit, unless unable to for any reason (e.g. deceased, or was removed from membership due to violations of Section 7 of this article, etc.). Once a clean audit is provided to the Chapter Board then the acting and or newly elected Treasurer may take office. The Treasurer will be accountable for their own dealings, and are not held accountable for what the past Treasurer did that had a negative impact to the Chapter. If the current Treasurer vacated the post early for any reason, before the audit was done, then an audit must be done. If the audit is not clean, then the Chapter Board must disclose to the members the negative findings and bring in the acting or newly elected Treasurer to address the findings that need correction and report to the membership when resolved.

ARTICLE VI – VACANCIES

Section 1. Any elected or appointed Officer may voluntarily resign from the Chapter Board at any time upon written notice to the Chapter President setting forth the effective date of such resignation. The Officer may also be removed if they cannot perform or fail to perform the duties of the office upon one-third vote of the Chapter Board and the office shall be declared vacant.

Section 2. All vacancies, with exception of the President, occurring for any reason shall be filled by a majority vote of the membership within 30 days after the position is vacated, or notice of the vacancy or resignation is received in writing. In the event the

position of President becomes vacant, the Vice President shall assume this position; the vacancy in the Vice President's position will be filled as stated above.

ARTICLE VII – STANDING COMMITTEES

Section 1. The Standing Committee Chairs shall be either voting or non-voting members as determined by the Chapter Board:

Chapter Bylaws, Compliance, Diversity, Finance, Legislative, Membership, Public Relations, Awards, and Training. (To include positions deemed necessary by the Chapter Board) Their duties shall be, but not limited to the following:

- (a) **Membership.** The Membership Committee shall promote and solicit membership for the Chapter. Coordinates membership drives and contests, attends events to recruit members, encourages chapter participation and meeting attendance. The President shall serve as the Chairperson unless another member is selected by the Chapter Board.
- (b) **Public Relations.** The Public Relations Committee shall handle public relations and publicity for the chapter. Maintains a supply of promotional material. Staffs table at events to promote FEW. Holds Open Houses or Meet and Greet sessions. The President shall serve as the Chairperson unless there is a Second Vice President to act as Chairperson or another member is selected by the Chapter Board.

**The Membership and Public Relations Committee(s) will act together as one committee until such time as membership numbers support the committees to function separately as determined by the Chapter Board.
- (c) **Training Program.** The Training Program Committee shall be responsible for planning and implementing Chapter training programs consistent with the purpose of the organization. Includes training and presentations on such topics as Leadership, Career Enhancement, Personal Development, etc. The Vice President shall serve as the Chairperson unless another member is selected by the Chapter Board.
- (d) **Diversity & Inclusion.** The Diversity & Inclusion Committee shall inform members of various Diversity initiatives, awareness focuses, and topics of acceptance and inclusion. They work closely with the Training Program Committee to schedule and coordinate presentations in conjunction with the special emphasis months. The Vice President shall serve as the Chairperson unless another member is selected by the Chapter Board.

**The Training Program and Diversity & Inclusion Committee(s) will act together as one committee until such time as membership numbers support the committees to function separately as determined by the Chapter Board.

- (e) **Legislative.** The Legislative Committee shall research and inform the members of pending legislation affecting federal employees and the status of women in general. The Secretary shall serve as the Chairperson unless another member is selected by the Chapter Board.
- (f) **Compliance.** The Compliance Committee shall inform the members of EEO laws and regulations as well as dealing with possible discrimination activities. The Secretary shall serve as the Chairperson unless another member is selected by the Chapter Board.

**The Legislative and Compliance Committee(s) will act together as one committee until such time as membership numbers support the committees to function separately as determined by the Chapter Board. This committee will support the Chapter Secretary in the publication of the newsletter.

- (g) **Finance.** The Finance Committee shall study the receipts and expenditures for the two previous years, comparing them with the corresponding budgets, and prepare an annual Chapter budget, including planned expenses by the various committees to fulfill their missions. Prepares financial reports and ensures compliance with the IRS. The Finance Committee shall also sponsor fundraising activities for the Chapter. The Treasurer shall serve as the Chairperson unless another member is selected by the Chapter Board.

Section 2. Special Committees. The President shall appoint special committees as needed, i.e., an audit committee.

ARTICLE VIII – NOMINATION/ELECTION

Section 1. All FEW election procedures shall be consistent with the National Bylaws, Article XI, Sections 1, 2 & 3 and NPPM guidelines, Section V, Programs, Policy and Procedures, Nominations and Elections.

Section 2. Chapter Officers shall be elected at least sixty (60) days prior to the annual FEW National Training Program or National Event.

Section 3. The Nomination Committee shall solicit nominations from the membership for the office of Chapter President, Vice-President, Secretary and Treasurer 120 days prior to the annual National Training Program or National Event. These nominations may be either hard copy or electronic. The Membership Chair shall verify all nominees are members in good standing.

Section 4. The Nomination Committee shall prepare ballots and distribute to all members of the Chapter 100 days prior to the annual National Training Program or National Event. All ballots shall be forwarded to a designated member of the Nomination Committee 80 days prior to the annual National Training Program or National Event. In addition, this Committee shall be responsible for the receipt of ballots, either hard copy or electronic from voting members, validating, tallying ballots received and verifying the qualifications of nominee.

Section 5. The Nomination Committee shall prepare an election report and notify the Chapter President and all candidates of the election results. The Chapter President shall advise all members of the election results and provide a copy of the election results to the Mid-Continent Regional Manager and FEW National Office.

Section 6. All accounts, funds, records, books, and property shall be transferred to the incoming successor Officer immediately after the official installation of Chapter Officers.

ARTICLE IX – FINANCES

Section 1. The fiscal year shall be October 1 through September 30.

Section 2. An audit of the financial records shall be performed annually at the close of each fiscal year, and reported to the Regional Board.

Section 3. The Chapter shall:

- (a) Maintain a bank account in the name of the Chapter.
- (b) Be solely responsible and liable for all contracts, agreements and financial obligations incurred by the Chapter in connection with its activities.
- (c) Acknowledge and agree that FEW, its Officers and/or members are not and shall not be responsible for or liable for the payment of any Chapter obligations, contracts or debts unless an authorized Officer and/or member of FEW has specifically agreed to such responsibility in writing.
- (d) Upon dissolution, pay or make provisions for the payment of all liabilities of the Chapter and forward any remaining funds to the Treasurer of the Mid-Continent Region.

Section 4. The Chapter shall not engage in any activity or business that is inconsistent with the stated provisions of FEW's tax-exempt purposes. The Chapter shall also secure its own Tax Identification Number as required by federal and/or state law for use in connection with the establishment and maintenance of the Chapter's bank account(s). Chapters shall take all necessary steps to comply with the Internal

Revenue Service regulations applicable to an organization holding a tax-exemption under 501(c) 4 of the Internal Revenue Code, including filing any information or tax returns required of the Chapter or filing with the National group exemption.

ARTICLE X – AMENDMENTS

Section 1. These Bylaws may be amended by a two-thirds vote returned by mail or by electronic vote by Chapter members in good standing and received by the Chairperson of the Bylaws prior to a date specified by the Chapter Board, provided that the notice of such proposed Amendments was sent to each Chapter member thirty (30) days in advance of the vote.

Section 2. An Amendment to the Bylaws will not go into effect until a written instrument signed by authorized representatives of the Chapter, Region and National Bylaws Chair is received.

ARTICLE XI – DISSOLUTION

Section 1. The Chapter may be voluntarily dissolved only upon written vote submitted by no less than two-thirds of the members in good standing.

Section 2. National may revoke the Chapter's charter if membership falls below 15 members and the chapter is no longer functioning under Federally Employed Women's purpose. A Chapter will be placed on a waiver and recovery plan for six months before a Chapter is revoked.

Section 3. After vote to dissolve, the Chapter shall, after paying or making provisions for the payment of all liabilities of the Chapter, forward any remaining funds to the Treasurer of the Mid-Continent Region.

ARTICLE XII – PARLIAMENTARY AUTHORITY

Except as herein provided, all proceedings of the organization shall be governed by Robert's Rules of Order, Newly Revised and utilized at the discretion of the Chapter President.