

**BYLAWS**  
**Women's Professional Forum, Inc.**

**ARTICLE I**  
**NAME**

Section 1. The name of the Corporation shall be Women's Professional Forum, Inc.

**ARTICLE II**  
**PRINCIPAL OFFICE**

Section 1. The principal office of the Corporation shall be located at 300 North Greene Street, Suite 1400, Greensboro, NC 27401, or at such other place as the Board of Directors shall designate.

Section 2. The Corporation may have offices at such other places, either within or without the state of North Carolina as the Board of Directors from time to time determine, or as the affairs of the Corporation may require.

**ARTICLE III**  
**PURPOSE**

Section 1. The purpose of this Corporation shall be to support women on a professional level; to learn from each member by sharing professional information, experience, ideas; to develop and influence confidence as women executives; and to educate and encourage women to aspire to higher career goals.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its Members, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

## **ARTICLE IV MEMBERSHIP**

Section 1. The members of the Corporation shall consist of the members of the unincorporated Women's Professional Forum as of January 27, 1982, and such persons as may from time to time be admitted to membership.

Section 2. The number of Active Members may be limited to such number as is from time to time deemed advisable by the Board of Directors and approved by a majority of the membership.

Section 3. There shall be four categories of membership; Active membership, Active Retired membership, Supporting membership, and Emeritus membership.

- A. Active membership shall be open, by invitation only, to applicants who are employed full-time with residence or careers within the greater Greensboro area; who are experienced upper management executives, licensed or degreed professionals, business owners, elected or appointed to public office; and others who, in the judgment of the Membership Committee, could contribute to and profit from the activities of the Corporation. A person proposed for Active membership must be sponsored by three Active, Active Retired or Emeritus members in good standing. The maintenance of Active membership shall be dependent upon continuing to be employed full-time in a profession as required for Active membership and meeting participation requirements which shall be determined from time to time by the Membership Committee with the advice and consent of the Board of Directors.
- B. Active Retired membership shall be available to Active members who have maintained consistent active participation in the Corporation but no longer are employed full-time due to retirement or semi-retirement and meet the Active Retired class criteria. The maintenance of Active Retired membership shall be dependent upon payment of annual Active Retired membership dues.
- C. Supporting membership shall be available to Active members who are not able to meet participation requirements and to Active members who are no longer employed in professional or executive positions. The maintenance of Supporting membership will be dependent upon payment of annual Supporting membership dues.
- D. Emeritus membership shall be available to Active members and Active Retired members who have maintained consistent active participation in the Corporation but no longer are employed full-time due to retirement or semi-retirement and meet the Emeritus class criteria.

Section 4. Membership in the Women's Professional Forum, Inc. is not transferable to another person.

Section 5. The rights and privileges of Members shall be as follows:

- A. Each Active member shall be entitled to all rights and privileges of this Corporation and shall be entitled to one vote on each matter submitted to vote of the membership.
- B. Each Active Retired member shall be entitled to rights and privileges as determined from time to time by the Board of Directors. Active Retired members shall be entitled to one vote on each matter submitted to vote of the membership and shall be entitled to hold elected office as determined by the Board of Directors.
- C. Each Supporting member shall be entitled to rights and privileges as determined from time to time by the Board of Directors. In no case will Supporting members be allowed to vote or hold elected office.
- D. Each Emeritus member shall be entitled to rights and privileges as determined from time to time by the Board of Directors. In no case will Emeritus members be allowed to vote or hold elected office.

## **ARTICLE V DUES AND FEES**

Section 1. It shall be the obligation of each member to pay all dues and fees to the Corporation in a timely fashion.

Section 2. The amount of dues for each membership category shall be fixed by the membership from time to time.

Section 3. Membership dues shall be assessed on an annual basis and shall be payable by March 1. A new Active member shall pay dues when joining the Corporation.

Section 4. If an Active member or Active Retired member chooses or is placed in Supporting status or seeks Emeritus status during the fiscal year, the Active membership dues will serve as payment of Supporting or Emeritus membership dues for the remainder of the fiscal year; no dues or refunds will be made when an Active member changes to another membership category or when a member resigns.

Section 5. All dues shall be remitted to the Treasurer and are payable to the Corporation.

## **ARTICLE VI MEETINGS**

Section 1. The annual meeting of the Corporation, for the election of officers and the transaction of such other business as may come before meeting, shall be held each year during the last month of the fiscal year at a time and place to be designated by the Board of Directors.

Section 2. The regular membership meetings shall be held once per month at a time and place to be designated by the Board of Directors.

Section 3. A special membership meeting may be called by the President, a majority of the Directors, or by a majority of the membership. Notice of any special membership meeting shall be mailed or emailed to each Active and Active Retired member by the Secretary. This notice shall be postmarked not later than seven days prior to the date of the special membership meeting and shall state the business that is to be conducted at the special membership meeting. No business other than that announced in the notice may be conducted at the special membership meeting.

Section 4. A quorum for any annual, regular, or special meeting of the membership shall consist of a simple majority (one more than half) of the total Active and Active Retired membership, and the assent of a simple majority of the total of those Active and Active Retired members present at any annual, regular, or special meeting shall be necessary to carry a motion.

## **ARTICLE VII RECORDS**

Section 1. Records of the Corporation shall be maintained by the responsible officer as defined in Article VIII.

Section 2. Any member of the Corporation may inspect any records of the Corporation within seven days of such a request.

## **ARTICLE VIII OFFICERS**

Section 1. The officers of this Corporation shall be President, President-Elect, First Vice President, Second Vice President, Secretary, and Treasurer.

Section 2. Officers shall serve for a term of one year, or until their successors have been duly elected and installed.

Section 3. In the event that the office of President becomes vacant, the President-Elect shall succeed to the office.

Section 4. In the event the office of President-Elect becomes vacant, the membership shall elect a new President-Elect within sixty days of the creation of the vacancy.

Section 5. In the event that any office other than President or President-Elect becomes vacant, the Board of Directors shall appoint a replacement to the office for the remainder of the term of office.

Section 6. The duties of the officers of the Corporation shall be as follows:

- A. The President shall:
  - (1) Be the Chief Executive Officer
  - (2) Serve as the presiding officer at all annual, regular, and special meeting of the membership and all meetings of the Board of Directors
  - (3) Act as representative of the Corporation to the public
  - (4) Appoint members to positions specifically provided for in the Bylaws
  - (5) Appoint committee chairpersons and one committee member.
  - (6) Have the authority to sign checks for the Corporation.
  - (7) Be an ex-officio member of all committees.
  
- B. The President-Elect shall:
  - (1) Assist the President and preside in the absence of the President.
  - (2) Have general management responsibility for all committees designated by the Board of Directors in the area of programs and projects.
  - (3) Be an ex-officio member of all committees.
  
- C. The First and Second Vice Presidents shall share general management responsibilities for internal operations and external communications and be ex-officio members of all committees, projects, programs, and special events in accordance with the specific needs of the organization as designated by the Board of Directors.
  
- D. The Secretary shall:
  - (1) Record the minutes of all meetings of the Board of Directors and any monthly, annual, or special membership meetings at which official WPF business is transacted.
  - (2) Maintain the permanent Minutes Books of the Corporation.
  - (3) Ensure that notices are sent of all annual, regular and special meetings.
  - (4) Be responsible for maintaining the official membership roll of the Corporation.
  
- E. The Treasurer shall:
  - (1) Have general management responsibility for and be an ex-officio member of all committees designated by the Board of Directors in the area of finance.
  - (2) Be responsible for the collection and disbursement of all Corporation funds.
  - (3) Be responsible for financial planning of the Corporation.
  - (4) Prepare financial statements and budgets at the request of the Board of Directors.
  - (5) Have the authority to sign checks for the Corporation.
  - (6) Be responsible for the maintenance of the current year financial records.
  - (7) Be responsible for preparation of the organization's tax returns.

**ARTICLE IX  
BOARD OF DIRECTORS**

Section 1. The officers of the Corporation, together with the immediate Past President, the two Directors-at-Large elected from the membership, the Membership Committee Chairperson, and the President of the WPF Foundation, shall comprise the membership of the Board of Directors and shall serve without compensation.

Section 2. The Board of Directors shall have general charge and control of the affairs, property, and funds of the Corporation except for those matters in which the Bylaws require the assent of the membership. The Board of Directors shall have authority to review, modify, suspend, or cancel any action or any proposed action of any committee if the Board of Directors, in its discretion, determines that such action might adversely affect the Corporation.

Section 3. The Board of Directors shall meet at least once per month at a time and place to be designated by the President for the purpose of conducting the business of the Corporation.

Section 4. A quorum for a Board of Directors meeting shall consist of a majority of the members of the Board of Directors, and the assent of a majority of those Directors present at any Board of Directors meeting shall be necessary to carry a motion.

Section 5. In the event of a vacancy in a position of Director-at-Large, the Board of Directors shall appoint a replacement Director-at-Large for the remainder of the term of the Directorship.

**ARTICLE X  
COMMITTEES**

Section 1. The Membership Committee shall:

- A. Be chaired by the Membership Committee Chairperson who shall be elected by the membership at the annual meeting.
- B. Have a Membership Chairperson Elect who shall be elected by the membership at the annual meeting.
- C. Have three other members, one of whom shall be appointed by the President, one of whom shall be appointed by the Membership Committee Chairperson, and one of whom shall be elected by the membership at the annual meeting.
- D. Extend invitations for Membership in the Corporation.
- E. Endeavor to balance the membership so that a wide variety of occupations and employees are represented.
- F. Accept written notice of resignation or change in status of individual

Members as explained in the Policies, Procedures, and Guidelines. I. Membership Categories.

Section 2. The Nominating Committee shall:

- A. Be chaired by the immediate past President.
- B. Have four other members, one of whom shall be appointed by the President, one of whom shall be appointed by the Past President, and two of whom shall be elected by the membership at the Annual Meeting.
- C. Prepare a slate of candidates for elected offices and positions in the coming year for the consideration of the membership. This slate of candidates shall be presented to the membership at least thirty days prior to the Annual Meeting.

Section 3. In the event of a vacancy in the elected position of the Membership Committee Chairperson, the Board of Directors shall appoint a replacement to the position for the remainder of the term of the position. In the event that the immediate past President cannot serve as Nominating Committee Chairperson, the Board of Directors shall appoint a Nominating Committee Chairperson.

Section 4. Other standing committees and ad hoc committees may be appointed by the President.

## **ARTICLE XI ELECTIONS**

Section 1. The election of Officers, the Membership Committee Chairperson, the Directors-at-Large, one (1) member of the Membership Committee and two (2) members of the Nominating Committee shall be held at the Annual Meeting.

Section 2. Elected Officers, the Membership Committee Chairperson, the Directors-at-Large and the elected members of the Membership Committee and the Nominating Committee shall assume their responsible duties on the first day of the new fiscal year.

## **ARTICLE XII DISSOLUTION**

Section 1. The Board of Directors shall have the authority to dissolve the Corporation. However, before the Board of Directors may vote to dissolve the Corporation, it must mail to each Active, Active Retired and Supporting member a notice of intent to dissolve the Corporation. Such notice must be postmarked at least sixty days before the date of the vote on the question of dissolution.

Section 2. Upon the dissolution of the Corporation, the Board of Directors shall, after making provision of the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization under the Internal Revenue Code of 1954 as the Board of Directors shall determine.

### **ARTICLE XIII GENERAL PROVISIONS**

Section 1. The fiscal year of the Corporation shall be determined by the Board of Directors.

Section 2. These Bylaws may be amended or repealed and a new document adopted by the following procedure:

- A. Amendments to the Bylaws or repeal of the Bylaws with a new document adopted may be initiated by the Board of Directors or by a simple majority of the total of those Active and Active Retired members present.
- B. No amendments or repeal of the Bylaws may be voted upon until the next regular membership meeting following its introduction.
- C. An amendment or repeal of the Bylaws with a new document adopted must receive a simple majority vote of the total of the Active and Active Retired members present and voting to be adopted.

Section 3. Notwithstanding any other provisions of these Bylaws, no member, Director, Officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt from income tax under Section 501 (c)(6) of the Internal Revenue Code and its regulations as they now exist, or as they may hereafter be amended.

Section 4. Every person who is or shall be or shall have been a Director or Officer of the Corporation and any personal representative of such person shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed in connection with or resulting from any action, suit, or proceeding to which this person may be made a party by reason of being or having been a Director or Officer of the Corporation or any subsidiary or affiliate thereof, except in relation to such matters as to which this person shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith or to have been liable by reason of willful misconduct in the performance of duty as Director or Officer. "Costs and expenses" shall include, without limiting the generality thereof, attorneys' fees, damages, and reasonable amounts paid in settlement.

**ARTICLE XIV  
RATIFIED**

Section 1. These Bylaws were ratified by the membership on the 27<sup>th</sup> day of January, 1982

Section 2. Article IV, Section 3(A) was amended by the membership on the 8<sup>th</sup> day of December, 1982

Section 3. Article X, Section 1 (B) was amended by the membership on the 13<sup>th</sup> day of April, 1983

Section 4. Article X, Section 2 (B) was amended by the membership on the 13<sup>th</sup> day of April 1983

Section 5. Article IV, Section 3 was amended by the membership on the 14<sup>th</sup> day of February, 1990

Section 6. Article X, Section 1(C) was amended by the membership on the 12<sup>th</sup> day of July, 1995.

Section 7. Article X, Section 2 (B) was amended by the membership on the 12<sup>h</sup> day of July, 1995.

Section 8. Article VIII, Section 6(E) was amended by the membership on the 14<sup>th</sup> day of February, 1996

Section 9. Article IV, Section 3 (A) was amended by the membership on the 11<sup>th</sup> day of February, 1998

Section 10. Article VI, Section 4 was amended by the membership on the 9<sup>th</sup> day of February, 2000.

Section 11. Article VIII, Section 1 was amended by the membership on the 9<sup>th</sup> day of February, 2000.

Section 12. Article VIII, Section 6 (C and D) was amended by the membership on the 9<sup>th</sup> day of February, 2000.

Section 13. Article X, Section 1 (F) was amended by the membership on the 9<sup>th</sup> day of February, 2000.

Section 14. Article XIII Section 2 (A and C) was amended by the membership on the 9<sup>th</sup> day of February, 2000.

Section 15. Article I, Section I was amended by the membership by changing the address on the 12<sup>th</sup> day of February 2003.

Section 16. Article IV, Section 3 and throughout the document the term “Retired” was changed to “Emeritus” and the term “inactive” was changed to “Supporting”. Subsection (A) was amended to allow Emeritus members to sponsor new members by amendment by the membership on the 12<sup>th</sup> day of February, 2003.

Section 17. Article IV, Sections 3 and 5; Article V, Sections 3 and 4; Article VI, Sections 3 and 4; Article XI, Sections 1 and 2; Article XII, Section 1; and Article XIII, Section 2 were amended by the membership on the 9<sup>th</sup> day of April, 2014.