



**Alliance of Women Owned Businesses  
Bylaws**

**ARTICLE I  
Name and Term**

The name of this corporation will be the ALLIANCE OF WOMEN OWNED BUSINESSES incorporated under the laws of the State of Washington, hereafter referred to as AWOB, and its duration will be perpetual.

**ARTICLE II  
Offices**

**A. Principal office:** The principal office of AWOB will be in the State of Washington, in the Greater Puget Sound Region.

**B. Registered office:** The registered office of AWOB will be maintained in the State of Washington, and may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time by resolution of the Board of Directors.

**ARTICLE III  
Amendments**

These Bylaws may be amended at any time by an affirmative vote of at least two thirds of the entire Board of Directors, provided that no such action may be taken that would in any way adversely affect the tax status of the organization or be inconsistent with the AWOB Articles of Incorporation. No such amendment may be initiated unless ten (10) calendar day notice of the intention to alter, amend or repeal or adopt new Bylaws has been given to all Directors along with a draft copy of the proposed changes. Or if such amendment is presented without notice at a regular or special meeting where at least two thirds of the entire board is present and the vote to amend is unanimous of those present.

**ARTICLE IV  
Purpose**

**A. Organization:** The Alliance of Women Owned Businesses' mission is to empower women in business to achieve higher levels of business success. AWOB will mentor, encourage and educate women in business.

**ARTICLE V  
Powers**

**A. General Powers:** AWOB will have all powers granted by Washington law. It will also have the power to undertake, either alone or in cooperation with others, any lawful activity which may be necessary or desirable

for the furtherance of any or all purposes for which AWOB is organized. The Corporation shall not, except to an incidental degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in the Articles of Incorporation.

**B. Investment Powers:** AWOB may invest both assets secured by AWOB, and services provided by AWOB, as program related investments with the approval of the Board of Directors. Any returns from such investment will be used by AWOB for the furtherance of any or all purposes for which AWOB is organized. No portion of the returns will inure to the benefit of any member, Director, Officer or staff member of AWOB without the approval of a majority of disinterested members of the Board of Directors.

**C. Limitation of Powers:** AWOB shall observe all local, state and federal laws, which shall apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code, and shall be nondiscriminatory, nonpartisan and non-sectarian. This section shall not be construed to prohibit or restrict AWOB from taking a position on or supporting any topic or the activities of a government entity that are important to achieving the purpose of AWOB within the limitations imposed by the Internal Revenue Code and Regulations.

## ARTICLE VI Boundaries

The primary focus area is all businesses located in the Greater Puget Sound Region.

## ARTICLE VII Membership

**A. Membership:** An active membership is defined as: any one individual; a non-profit organization; or any organization with multiple members interested in supporting the Purpose of AWOB as defined by the current Membership Guidelines. Membership Guidelines may be amended from time to time as determined by the board with a two-thirds vote of the majority of board members present at a regular or special meeting of the board. (See current Membership Guidelines Addendum).

**B. Dues:** All members are required to complete an application for membership in such form as the Board of Directors prescribes, and pay the required annual dues as established by the Board of Directors including the method of payment, as it determines appropriate.

Subsequent annual dues are invoiced 30 days prior to the end of the membership anniversary of the respective member and are payable at the beginning of the next term. Membership dues or meeting fees will be collected upon the next visit to a payable event after the expiration of membership.

**C. Voting:** All Members are classified as a Voting Members and are entitled to one vote per paid membership on matters that come before the membership.

**D. Termination of Membership:** The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or terminate a membership after an appropriate hearing. Any member may resign from membership in AWOB upon giving written notice thereof to the Secretary or the President of AWOB. Members who are suspended, expelled or resign from membership will not be entitled to vote or to receive a refund.

**E. Transfer of a Membership:** Individual memberships are not transferable or assignable to another individual, but an individual may continue membership with another like-category business. An organizational membership is not transferable, but is assignable in case of business sale or change of control.

**F. Refusal of Membership** When an AWOB member or member of the Board has reason to believe a potential member is not eligible for membership, they may bring that to the attention of the board for review. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may deny a membership.

## ARTICLE VIII Membership Meetings

**A. Annual Meeting:** The annual meeting of the AWOB membership will be held in November or such other time as the Board of Directors may direct. Members will be notified by electronic mail at the address listed on their membership application at least ten (10) days before the meeting convenes. The purpose of the annual meeting will be to elect the Board of Directors and Officers of AWOB for the following year, and such other business as the Board of Directors brings before the membership. **Members must be present at the annual meeting to vote.**

**B. Quorum:** A quorum of 10% of the active membership is required for annual meetings. A majority of the Board of Directors shall constitute a quorum for the transaction of business at the Annual Meeting; but if less than a majority of the Directors are present at the meeting, a majority of Directors present may adjourn the meeting without further notice.

**C. Special Meetings:** Special meetings for the membership will be held at any time and place as may be designated in the notice of said meeting upon call of the President of the Board of Directors, or a majority of the Board of Directors, or upon the written petition by at least twenty-five percent (25%) of the active membership. A notice stating the place, date, time and purpose of meetings will be provided either personally or by regular or electronic mail to each member at least ten (10) days prior to the meeting. Other interested parties will be given such notice of meetings as the Board of Directors determines appropriate.

## ARTICLE IX Directors

**A. Duties:** The Board of Directors will manage, set the policy for, and oversee the management of the affairs of AWOB. They will control its property, be responsible for its finances, formulate its policy, and direct its affairs. The Board of Directors may hire an Executive Director and support personnel. The Board of Directors may enter into contracts necessary to accomplish AWOB goals.

**B. Qualifications:** The authorized number of Directors shall be not less than seven (7) women nor more than seventeen (17) women. All members of the board must have their membership in good standing for the entirety of their terms and at least one year prior to election/appointment unless the Board determines that an exception should be made. It is the intent of AWOB that the composition of the Board of Directors shall represent a diversity of experience, professional and technical skills to enable the Board of Directors to make broadly sound decisions.

**C. Term:** Every Director will serve for a staggered two-year term, which may be renewed for a maximum of ~~5~~ six (6) years or extended with approval of the Board of Directors.

**D. Elections:** The Board of Directors and Officers are elected at the annual meeting of the membership. A Nominating Committee of three (3) voting members will be selected by the Vice President, who will chair the committee and will prepare a slate of Directors with Officer and Committee Chair appointments for presentation to the voting members for vote at the annual meeting. The slate of names and appointments will be made available electronically to all members at least ten (10) days prior to the annual meeting.

Members in good standing may be nominated prior to the meeting by contacting the Nominating Committee Chair or may be nominated from the floor and added to the ballot by self-selection or nomination by a current member.

If a write-in candidate is nominated, a simple ballot election will be conducted. Tallying of ballots will be completed during the meeting and results will be announced at the conclusion of the annual meeting. Otherwise, the membership will vote to accept the slate as presented and such slate will be voted in by a majority of members present at the meeting.

Newly elected Directors shall be immediately notified of their election to the Board of Directors, and election results shall be reported to all AWOB members in future communications. The newly-elected Directors shall take office on January 1 following the Annual Meeting.

Additional Directors, not to exceed seventeen (17)) may be added at the discretion of the President and approved by a vote of two-thirds of existing board members. They will be seated at the next regularly scheduled board meeting.

**E. Vacancies:** A Director may resign at any time by giving notice to the AWOB President. Any vacancy on the Board of Directors occurring because of death, resignation, refusal to serve, or otherwise will be filled for the unexpired term by the action of a majority of the remaining Directors and a replacement Director will be seated at the next regular Board meeting.

Three consecutive unexcused absences from regular Board of Director's meetings may be considered a resignation by such Director at the discretion of the Board of Directors. An unexcused absence is defined as a meeting missed by a Director without prior notification to the President.

**F. Removal of Directors:** Any Director may be removed from office by a vote of two-thirds (2/3) of the members of the Board of Directors. Any Director may be removed by a vote of two-thirds (2/3) of the current membership when held at and under the conditions of a special membership meeting.

**G. Notices/Meetings:** The Board of Directors will meet at least monthly. The President and/or any five (5) Directors may call a meeting of the Board. A notice stating the place, date, and time of such meeting will be provided either personally or by regular or electronic mail to each Director at least three (3) days prior to the meeting or in as timely a manner as possible. Other interested parties will be given such notice of meetings as the Board of Directors determines appropriate. Robert's Rules of Order (current version) are the standard of procedure for the Board of Directors.

**H. Quorum:** A minimum of 50% of the Board of Directors, with a minimum of at least one Officer, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors but if less than a majority of the Directors are present at any meeting, a majority of Directors present may adjourn the meeting from time to time without further notice.

**I. Board Decisions:** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

**J. Voting by Mail or Email:** Where certain Board or Executive Motions or Resolutions cannot be voted on for lack of a quorum, and/or there exists a demonstrated need for expediency, such vote may be conducted by the President or designated Officer, using mail, facsimile or Email, and requires unanimous written consent of the entire Board of Directors.

**K. Compensation:** Directors shall receive no compensation for their services as Directors, but the Board may, by resolution, authorize reasonable reimbursement for out of pocket expenses incurred in the performance of their duties. Nothing herein will preclude a Director from serving AWOB in any other capacity and receiving reasonable compensation for such service.

**L. Liability:** Directors will not be personally liable for AWOB's debts, liabilities, or other obligations.

## ARTICLE X Officers

**A. Number of Officers:** AWOB will have the following Officers

- President
- Vice President
- Secretary
- Treasurer
- Past President
- Parliamentarian

and such additional officers as the Board of Directors may from time to time designate.

**B. Qualifications.** Officers will be selected from members of the board of directors. An exception to this qualification can be established on a case by case basis as approved by an affirmative action of two-thirds of the board.

**C. Duties of President:** The President will preside at all meetings of the Board of Directors and at monthly membership meetings. The President will be entitled to the same vote as any other Director, serve as the primary link between the Board of Directors and the Membership and serve as the visible leader of the organization. The president shall sign all checks and documents pertaining to AWOB for which the President's signature is necessary or desirable.

**D. Duties of Vice President:** In the absence of the President, the Vice President will possess all the President's powers and discharge all presidential duties. The Vice President acts as chair of the Nominating Committee and is designated as the incoming president for the following term.

**E. Duties of Secretary:** The Secretary will record and maintain a full and correct record of the proceedings of AWOB board and the annual meeting of the membership. The Secretary may also sign any checks or documents necessary for AWOB, and will perform such other duties as the Board may from time to time direct.

**F. Duties of Treasurer:** The Treasurer will maintain in good order all financial policies and records of AWOB. The Treasurer may sign checks for AWOB. At the-regular January Board of Directors meetings, the out-going Treasurer will provide an unaudited report and summary statement on the financial affairs of AWOB.

**G. Duties of Past President:** The immediate Past President will be an Officer position and will act as an advisor to the Board of Directors on AWOB matters as necessary.

**H. Duties of the Parliamentarian:** The Parliamentarian will provide guidance on parliamentary procedures during the Board of Directors meetings and on procedural matters as requested by the President. She will also chair the Governance Committee, which will oversee compliance with the Bylaws and any revisions as needed.

**I. Executive Committee:** The Executive Committee, composed of all AWOB Officers, meets at the request of the President. The Executive Committee may also meet in the interim between regular Board meetings in case unusual matters arise that cannot wait. The President shall serve as the Chairperson of the Executive Committee. Every effort should be made to inform and include all Directors prior to any decision or resolution.

**J. Temporary Officers:** In cases of absence or disability of an Officer of AWOB, the remaining Officers may vote to delegate the powers and duties of such Officer to any other Officer or member of the Board of Directors.

**K. Vacancies:** An Officer may resign at any time by giving notice to the AWOB President. Any vacancy in an Officer position occurring because of death, resignation, refusal to serve, or otherwise will be filled for the unexpired term by action of a majority of the remaining Directors and will be seated at the next regular Board meeting..

**L. Transition.** It is the responsibility of the out-going officers to facilitate the transition of each office and assist the newly elected officers as they assume the responsibilities of their respective offices.

## ARTICLE XI Advisory Council

**A. Creation:** The Board of Directors at its discretion may create and expand an Advisory Council, which shall not exceed five (5) members. The Advisory Council will have no legal or fiduciary responsibilities.

## ARTICLE XII Committees

**A. Standing Committees:** AWOB will have the following Standing Committees, each chaired by a ~~each~~ Director, to conduct the business of AWOB as determined by the Board of Directors.

Governance  
Finance  
Marketing  
Membership  
Programs  
Sponsorships

Standing Event Chairs shall serve as subcommittee chairs under the Program Committee.

**B. Committee Structure:** At least one Director will serve on every committee. Committee Chairpersons other than those designated in these Bylaws will be recommended through the Nominating Committee and/or appointed by the President with the approval of the Board of Directors. Appointed Committee Chairs will be introduced at the January meeting along with the new Officers and Directors Committees must be made up of AWOB members, in good standing.

**C. Committee Business & Reports:** All committees will designate at least one of their members to keep notes of each committee meeting. No committee shall make public any formal action, or make public any resolution, or in any way commit AWOB without first having received the prior approval of the Board of Directors.

No committee shall incur financial obligations or undertake fund raising endeavors without first having obtained authority to do so from the Board of Directors, except as permitted under Article XIII D. All money received by any committee shall be immediately transmitted to the Treasurer for deposit with approved banking institutions, and all bills shall be submitted to the President or Treasurer for authorization and payment thereof. Nothing contained herein shall be construed to limit the power of the Board of Directors to authorize or direct other methods of committee accounting from time to time.

### **ARTICLE XIII Finances and General Provisions**

**A. Fiscal Year:** The fiscal year of AWOB will begin on the first day of January, and end on the last day of the December in each calendar year.

**B. Funds:** All money paid to AWOB shall be placed in an account and deposited in a local financial institution(s) as directed by the Board of Directors. Except as the Board of Directors may otherwise authorize, all checks, drafts, and other instruments used for payment of money and all instruments of transfer of securities will be recorded and receipted in a trackable format.

**C. Annual Financial Review:** Within two months after the close of the fiscal year, the out-going Treasurer will prepare a year-end financial statement, which has been independently audited, showing in reasonable detail the source and application of the previous year's funds and the financial condition of AWOB. This statement will be presented to the Board of Directors at a regular Board meeting. Furthermore within two months after the close of the fiscal year and Audit committee consisting of 2-3 Directors including at least one Officer will review the AWOB financials. This committee shall not include the out-going Treasurer. The Treasurer shall make available all financial reports and documents at the request of the Audit committee. The Audit committee will present their findings at a regular board meeting for board approval.

**D. Budget:** As soon as possible after election of new Officers for an ensuing year, the Board and Committees shall prepare a budget for the coming year and submit it to the Board of Directors for approval. The Board of Directors, at a special or regular meeting called for this purpose, shall take action on the budget for the coming year.

Expenditures exceeding 110 percent of an allocated budget item must be approved in advance by the Board of Directors.

**E. Gifts:** The Board of Directors may accept on behalf of AWOB any contribution, gift, bequest, or device for any purpose of AWOB and may, at their discretion, accept gifts for other purposes as such that the contribution, gift, bequest, or device does not inure to the benefit of any member of AWOB.

**F. Contracts:** The Board of Directors may authorize any Officer or Officers, agent or agents of AWOB, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of AWOB, and such authority will be confined to specific instances known to and approved by the Board of Directors.

**G. 990 Provisions:** The Federal Form 990 will be reviewed by the Board of Directors before final filing with the Internal Revenue Service each year. The Form 990 will be closely reviewed by the organization to assure compliance with filings. Copies of the Form 990 will be provided to all Board Directors for review and made available to all Members and the public upon request.

**H. Conflict of Interest:** The Board of Directors will disclose any potential conflicts of interest between the governing board members and the activities of the organization in such a manner as determined by the Board of Directors. Compliance with this policy will be reviewed as appropriate on an annual basis with the Board of Directors.

**I. Definitions:** Unless some other meaning and intent is apparent from the context, the plurals shall include the singulars and vice versa, and masculine, feminine and neuter words shall be used interchangeably.

#### **ARTICLE XIV Corporate Seal**

AWOB will have such a seal as the Board of Directors determines.

#### **ARTICLE XV Indemnification**

**A.** AWOB may indemnify any Officer or Director, or a former Officer or Director, their heirs or assigns, for any and all judgments, settlement amounts, attorneys fees and litigation expenses incurred by reason of his or her having been made a party to litigation due to his or her capacity or former capacity as Officer or Director of AWOB. AWOB may advance expenses where appropriate. Payments of Indemnification shall be reported at the next Annual Meeting. The provisions of this section apply to any cause of action arising prior to the adoption of these Bylaws also. The rights of indemnification set forth herein are not exclusive.

**B.** An Officer or Director is not entitled to indemnification if the cause of action is brought by AWOB itself against the Officer or Director, or if it is determined in judgment that the Officer or Director was derelict in the performance of their duties, or had reason to believe their action was unlawful.

**C.** No Director, trustee or any uncompensated officer of AWOB will be personally liable to the corporation or its members for monetary damages for conduct as a Director, trustee, or any uncompensated officer provided that this Article will not eliminate the liability of a Director or any uncompensated officer for any act or omission occurring prior to the date when this Article becomes effective and for any act or omission for which elimination of liability is not permitted under the Washington Nonprofit Corporation Act.

#### **ARTICLE XVI Actions by Written Consent**

Any AWOB action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the Board of Directors (or its committees) of the Corporation, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a majority vote, and may be described as such.



**ARTICLE XVII**  
**Maintenance, Inspection and Disposal of Corporate Records**

- A. The Corporation shall keep at its principal office in this state, the original or a copy of its Articles of Incorporation, Bylaws, Governing Policies and Financial Statements as amended to date, which shall be open to inspection by the Directors and Members in good standing at all reasonable times during office hours.
- B. The accounting books, records, and minutes of proceedings of the Board of Directors and any committees of the Corporation shall be kept at such place or places designated by the Board of Directors or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each Director, employee, or agent of the Corporation shall turn over to his or her successor or the President, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of AWOB as have been in the custody of such Director, employee, or agent during his or her term of office.
- C. Each Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of AWOB. The inspection may be made in person or by an agent or attorney, and shall include the right to copy documents at such Director's own expense.
- D. The organization will retain records for a minimum of seven years. Any physical records older than seven years in the past will be destroyed by shredding or burning with at least two officers of the organization present to document the destruction.

**Article XVIII**  
**Dissolution**

AWOB shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure to the benefit of or be distributed to the members of AWOB. On dissolution of AWOB, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations, (as defined in the Internal Revenue Code Section 501(c)(6)), to be selected by the Board of Directors.

This document is a complete and correct copy of the AWOB's Bylaws, adopted by the Board of Directors on April 20, 2016 and are now in effect.