

**BYLAWS
AMERICAN SOCIETY OF WOMEN ACCOUNTANTS
OMAHA CHAPTER #101**

ARTICLE I - NAME

The name of this organization shall be Omaha Chapter, Number 101, of the American Society of Women Accountants, hereinafter referred to as "the Chapter."

ARTICLE II - MISSION

The mission of this Chapter shall be, in accordance with the policy and program of the American Society of Women Accountants, 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.

A. Regular

1. Qualifications:

- a. Actively engaged 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 a maximum of seven years.

2. Shall vote but may not hold elective office at the National or Chapter level.

C. Affiliate

1. Qualifications:

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

2. Shall vote but may not hold elective office at the National level.

D. Retired

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 Chapter, and
- b. Approved by a two-thirds vote, provided notice of such proposed election has been submitted to each member at least 30 days in advance.

2. An honorary member must be eligible for regular or affiliate membership in the Chapter.

3. Honorary members who were members upon election to honorary membership shall retain their former rights and privileges in the Chapter.

SECTION 2.

Application for membership shall be signed by a member of the Chapter. Application for membership and reclassification shall be approved by the Chapter Board of Directors, where applicable, and the National Board of Directors. Any application not approved by the Chapter Board of Directors shall be sent to the headquarters office with explanation of reasons for disapproval. The application will be reviewed based on criteria for membership in the bylaw. The National Board shall have the final decision in approval of the application.

SECTION 3.

The Board of Directors shall establish the Chapter dues for all classes of membership. Dues are payable in advance on or before July 1 of each year. The Chapter Board of Directors shall not increase the annual Chapter dues by more than ten percent for any fiscal year. Members shall be notified of the Chapter dues structure in effect for the following administrative year by January 31.

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.

- B. Membership in the society shall be terminated by a two-thirds vote of the National Board of Directors under the conditions and procedures prescribed in the Society's parliamentary authority.

SECTION 5.

The number of affiliate members shall not exceed at any time fifteen percent of the regular members of the Chapter.

ARTICLE IV - OFFICERS

SECTION 1.

The officers of the Chapter shall be a president, a president-elect, a vice president, a secretary and a treasurer.

SECTION 2.

The Nominating Committee shall consist of three members: the immediate past president, one regular member elected by the Board of Directors and one regular member elected by the membership no later than the February meeting each year. The chairperson shall be appointed by the Board of Directors. 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. Additional nominations may be made from the floor, provided that consent of the member has been obtained.

- A. If no nominations from the floor have been made, the president shall declare the slate elected.
- B. In the event names are added to the list prepared by the Nominating Committee, voting shall be conducted by ballot. Annual election of officers and directors shall be held no later than the regular April meeting of the Chapter.

SECTION 4.

Only a person who has previously served as an elected member of the Board of Directors of the Chapter shall be eligible to serve as president or as president-elect. Only members in good standing shall be eligible for office.

SECTION 5.

Each officer shall serve for a term of one administrative year or until their successors are elected. The officers' terms of office shall begin July first.

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 the president-elect shall not be filled until the next regular election and the duties of that officer 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 the Board of Directors.

SECTION 7.

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

SECTION 8.

These officers shall perform the duties as described by these bylaws, by the parliamentary authority adopted by the Chapter, and by the *Manual of Procedure for Chapter Officers and Committee Chairmen of the American Society of Women Accountants*, as approved by the National Board of Directors. The officers shall be subject to the orders of the Chapter, and none of their acts shall conflict with action taken by the Chapter.

ARTICLE V - MEETINGS

SECTION 1.

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

SECTION 2.

Special meetings may be called by the president or a majority of the Board of Directors.

SECTION 3.

A quorum shall consist of twenty-five (25) percent of the paid membership of the Chapter.

SECTION 4.

The president, or the Board of Directors by a two-thirds vote, may cancel or postpone any meeting when it deems such action necessary due to the existence of a local or national emergency.

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 by the Chapter president or the Chapter secretary.

SECTION 3.

Delegates and alternates to the National annual meeting and special meetings for the ensuing administrative year shall be elected by a majority vote of the members present at the regular meeting preceding the National deadline for identifying delegates providing notice of such election is sent with the notice of the meeting.

ARTICLE VII - BOARD OF DIRECTORS

SECTION 1.

The officers and directors of the Chapter shall constitute the Board of Directors.

SECTION 2.

Meetings:

- A. The Board of Directors shall hold regular monthly meetings.
- B. Special meetings may be called at any time by the president or at the request of a majority of the Board of Directors.
- C. A majority of the Board of Directors shall constitute a quorum.

SECTION 3.

One student member shall be appointed to serve as a nonvoting member of the Board of Directors in addition to the nine regular voting members in good standing.

SECTION 4.

Each member of the Board of Directors shall serve as Chairperson of such standing committees as may be assigned by the president and approved by the Board of Directors.

SECTION 5.

Business of the Board of Directors may be transacted by electronic communication or by mail/facsimile vote.

SECTION 6.

Any member of the Board of Directors who, during a term of office, has three unexcused absences from scheduled meetings of the Board of Directors, as determined by the Board of Directors, shall be put to a vote of the Board of Directors for removal from office. Examples of excused absences include medical or family emergencies or other situations as determined by the Board.

ARTICLE VIII - COMMITTEES

SECTION 1.

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

SECTION 2.

Committees may be appointed by the president whenever deemed necessary for the welfare and/or development of the Chapter. The president of the Chapter shall be an ex-officio member of all committees except the Nominating Committee.

SECTION 3.

Standing committee shall be the Finance committee.

SECTION 4.

Additional committees are listed in the Chapter standing rules.

SECTION 5.

These committees shall perform the duties as described in these bylaws and in the *Manual of Procedure for Chapter Officers and Committee Chairmen of the American Society of Women Accountants* and those assigned by the Chapter president.

SECTION 6.

Business of the committees may be transacted by electronic communication or by mail/facsimile vote.

ARTICLE IX - ADMINISTRATION

SECTION 1.

The administration of the affairs of the Chapter shall be vested in the Board of Directors who shall be responsible for carrying out the directives of the membership, or any duties prescribed in these bylaws.

SECTION 2.

The Executive Committee shall carry out the instructions of the Board of Directors and conduct the affairs of the Chapter between meetings of the Board of Directors.

SECTION 3.

The fiscal and administrative year of the Chapter shall be July 1 through June 30.

SECTION 4.

The records of the treasurer shall be audited for each fiscal year by an auditor appointed by the president and approved by the Board of Directors.

ARTICLE X - DUES

SECTION 1.

Dues for all classes of membership are based on the membership status as of June 30. Annual dues rates for all classes of membership shall be listed in the Chapter standing rules.

SECTION 2.

Dues shall become payable on July 1 of each year based on the membership status at June 30, and shall become delinquent 60 days after the invoice date but not earlier than September 1. All dues shall be paid in U.S. funds. Any member whose dues have not been paid within this time shall be dropped from membership. Reinstatement within the fiscal year may be granted upon payment of \$5 and the full year's dues by June 1 of that fiscal year.

ARTICLE XI - PARLIAMENTARY AUTHORITY

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 Chapter may adopt.

ARTICLE XII - AMENDMENT OF BYLAWS

SECTION 1.

These bylaws may be amended at any meeting by a two-thirds vote provided notice of the proposed amendment has been sent to each Chapter member at least forty-five days prior to the meeting.

SECTION 2.

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

ARTICLE XIII - DISSOLUTION

SECTION 1.

In the event of dissolution of this Chapter the remaining Chapter funds will go to a non-profit organization that qualifies as an exempt organization under Section 501(c)3 of the Internal Revenue Code as follows: (1) The American Society of Women Accountants Educational Foundation, or (2) The Educational Foundation for Women in Accounting, if it exists, or (3) a non-profit organization working for the benefit of the accounting profession to be chosen by the Trustees of the dissolution.