

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 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 two years following attainment of qualifications for regular membership and 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 or Chapter level.

D. Retired

1. Qualifications:
 - a. Age sixty-five as of member's anniversary renewal date and a regular or associate member for the shorter of five consecutive years or the life of the Chapter; or
 - b. Retired from all gainful employment due to disability as of member's anniversary renewal date; or
 - c. Age fifty-five as of member's anniversary renewal date 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 and reclassification shall be approved by the National Board of Directors. Such approval shall be based on criteria for membership outlined in these bylaws.

SECTION 3.

The Board of Directors shall establish the Chapter dues for all classes of membership. Dues are payable in advance on or before the members' anniversary renewal date 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. If a member is terminated by the National Board of Directors, they are automatically terminated from 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.

The Nominating 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, the standing rules, 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 six 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 of Directors.

SECTION 7.

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

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.

SECTION 7.

The Chapter president may ask for the resignation of a committee chair for reasonable cause only with the express approval of the majority vote of the Chapter Board of Directors present at a board meeting with a quorum.

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 reviewed, compiled, or audited for each fiscal year by an auditor appointed by the president and approved by the Board of Directors.

ARTICLE X - DUES

SECTION 1.

Annual dues rates for all classes of membership shall be listed in the Chapter standing rules.

SECTION 2.

All dues shall be paid in U.S. funds. Any member whose dues have not been paid within 60 days of the member's anniversary renewal date shall be dropped from membership. Reinstatement may be granted upon payment of the full year's dues, application fee, and late penalty.

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 provided to each Chapter member at least forty-five days prior to the meeting. All amendments adopted by this Chapter shall be submitted to the National Bylaws chair for approval before becoming effective.

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, if it exists, 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.

ARTICLE XIII – INACTIVE STATUS

SECTION 1.

The 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.

STANDING RULES
AMERICAN SOCIETY OF WOMEN ACCOUNTANTS
Omaha Chapter #101

The purpose of the standing rules is to record the Chapter's policies and procedures. These rules are meant to supplement the Chapter's Bylaws.

Business Meetings:

1. Six regular meetings will be held during the period from August through June of each year.
2. The meetings will usually be held on the second Tuesday of the month, but may be changed for special events with approval from the Board of Directors.
3. The prices of meals served and the locations of the meetings will be determined by the Hospitality Committee and adequate notice will be given to the membership.
4. The usual meeting times are 5:30 - Social Hour; 6:00 – Dinner and Business Meeting; 7:00 - Program.
5. Members will pay for their meals and those of their guests on the day of the meeting. Members not canceling dinner reservations by the printed deadline shall be billed by the Treasurer for the cost of the meal.
6. The Chapter will pay for the meals of the speaker(s) at stated meetings.
7. The Program Chairperson will designate a person to buy a cocktail(s) for the speaker(s) at each meeting and this person will be reimbursed by the Chapter.

Board Meetings:

1. The Board meetings will usually be held on the Wednesday prior to the regular Chapter business meeting. The time and date of the Board meetings can be changed by consensus agreement of the Board of Directors. Board meetings shall be open to all members.
2. The Procedures Meeting will be held annually in either June or July at a time and place specified by the president.
3. Members of the Board of Directors are expected to attend all meetings of the board.

Dues:

1. Annual dues for regular, associate, and affiliate members who have graduated from an accredited university or college shall be \$32 per year plus the amount of membership dues payable to the National Organization.
2. Annual dues for student associate members who have not yet graduated from an accredited university or college shall be \$17 per year, plus the amount of membership dues payable to the National Organization.
3. Annual dues of retired members shall be \$17 per year plus the amount of membership dues payable to the National Organization.
4. Honorary members of the Chapter shall pay no dues. The Chapter assumes the liability for National dues of all members it elects to honorary membership in the Chapter.

Committees:

1. The committees shall be as follows:
 - A. Communication
 1. Bulletin
 2. Roster
 3. Website
 4. Publicity
 5. Database
 6. Brochure
 - B. Program
 1. Menu
 2. Program \ Speakers
 3. Hospitality
 4. Education
 - C. Membership
 1. Member Points
 2. Membership (applications)
 3. Hosts \ Guests
 4. Chapter Development
 5. Scholarships & Student Recruiting
 - D. Administrative Reporting
 1. Bylaws
 2. Long Range Planning
 3. Administrative Reporting
 4. Internal Audit
 - E. Annual Events
 1. Student \ Membership Drive Night
 2. Public Relations Dinner
 3. Basket Raffle
 4. Community Events
 5. Lady Vestey
 6. Information Coordinator
2. The chairperson of these committees will be appointed by the president and approved by the Board of Directors.
3. Members of the committees will be selected by the respective chairpersons with the approval of the president.
4. The Board of Directors shall encourage the attendance of committee chairs at board meetings. Committee members may represent the committee at the board meeting, but may not vote.
5. All members of the Chapter will be encouraged to serve on a committee.

Guests:

1. Guests may attend two stated meetings during the year.
2. Guests need not be qualified for membership to attend any function.
3. There are no restrictions on guest attendance at seminars, social functions, or work projects.

Finance:

1. The Board of Directors, at its discretion, may refuse to approve any unauthorized expenditure which has not been previously discussed with the Board.
2. The President and the Treasurer are both authorized to sign checks but only one signature at a time is required.

Scholarships:

1. The Scholarship Fund shall consist of an Endowment Fund and a Restricted Fund.
2. The Endowment Fund, established in the 1995-1996 fiscal year, shall have a beginning principal balance of \$18,000. The Endowment Fund is established for the purpose of providing investment income from which scholarships can be paid. No money can be withdrawn from the Endowment Fund, except upon dissolution of the Omaha Chapter #101. The Board of Directors will assess the excess operating earnings at each fiscal year end to determine the amount to appropriate to the Endowment Fund. The Chapter's goal is to increase the Endowment Fund by at least 5% each year, excluding investment income.
3. The Restricted Fund shall be used to accumulate funds for the payment of scholarships each year. All investment income earned from the Endowment Fund shall accumulate in the Restricted Fund. All amounts earned from fund-raising efforts of the Chapter for the scholarship fund shall become a part of the Restricted Fund. Funds withdrawn from the Restricted Fund shall be used for scholarships and educational purposes.
4. The Scholarship Committee shall be responsible for determining the annual budget for the Restricted Fund. The scholarships can be paid from the Restricted Fund and/or the general operating budget of the Chapter. A minimum of \$1,500 shall be distributed in scholarships each year, with the number and amounts of the scholarships to be determined by the Scholarship Committee. The annual budget and proposed scholarships are subject to approval by the Board of Directors.
5. Intentionally left blank.
6. Eligible Scholarship categories include:
 - Certification to support the exam fees of AWSA members for any one of the following certifications: CPA, CFP, CFE, CIA, CMA, or CVA.
 - 2-year college for those attending Community, State, or 2-Year colleges and are pursuing an Associate accounting or finance degree.
 - Masters\Graduate Program with an emphasis in accounting or finance.
 - Undergraduate scholarships to support the costs of attending 3rd, 4th, or 5th year of college and are pursuing an accounting or finance degree.

The 2-year, Masters\Graduate, and Undergraduate scholarships are open to the public. Applicants for the Certification scholarship must be current members of ASWA to be considered.

7. The Scholarship Committee must be comprised of an odd number of members with a minimum of at least 3 members. The committee is responsible for

determining a weighting system for applications including but not limited to grade point average and community involvement.