

Executive Women In Government (EWG) By-Laws

Article I – Name

The name of this organization shall be the Executive Women in Government, Inc. (EWG), a non-profit corporation, organized in the District of Columbia.

Article II – Objectives

The objectives of this organization shall be to:

- Advocate the advancement of women for and in senior leadership positions in the Federal government; including publicly espousing positions on issues related to the purposes and goals of the organization;
- Be mutually supportive in members' professional pursuits;
- Provide an opportunity to become acquainted with other professional women in an atmosphere conducive to the constructive exchange of professional ideas; and
- Encourage by collective example and action, interest and participation in public service by other women.

Article III – Membership

Section 1. Qualification

Members shall be women who have achieved executive status in the Executive, Legislative, and Judicial branches of the Federal Government.

Section 2. Eligibility

Membership in this organization shall be open to:

- a. Women who attended a meeting on September 20, October 17, and/or November 14, 1973. This provision is intended to include founding members.
- b. Women in the following categories:
 1. *GS-15 or the equivalent and above in the Executive, Legislative, or Judicial branches of the Federal Government; regulatory agencies; foreign service; and armed forces of the United States;*
 2. *Holders of elective Federal office;*
 3. *Presidential appointees with Senate confirmations, including members of the Federal judiciary and of the court system of the District of Columbia.*
- c. Women who retired or otherwise departed honorably and who were not members of EWG prior to or at the time of their retirement or departure at the level of GS-15 or the equivalent and above in the Executive, Legislative or Judicial branches of the Federal Government; regulatory agencies; foreign service; and armed forces of the United States are eligible for membership in EWG.
- d. Honorary membership may be granted to women deemed eligible by a majority vote of the Board of Directors.

Section 3. Retention and Resignations

- a. Members who leave the positions that qualified them for membership may continue membership.
- b. Any member may resign by submitting a written resignation to the President.
- c. Members who have resigned may be reinstated.
- d. Members who have not paid their dues within 3 months of the anniversary date of the members acceptance to membership (anniversary date) shall be considered to have resigned.

Article IV – Dues and Fiscal Matters

Section 1. Amount

Dues for each member shall be set annually by the Board of Directors.

Section 2. New Members

Dues are payable upon acceptance to membership.

Section 3. Continuing Members

Dues are payable annually. Notice of dues shall be sent to members 2 months prior to the annual due date.

Section 4. Honorary Members

Honorary members shall not be required to pay dues.

Section 5. Approval of Expenditures

Expenditures over \$50 and up to \$200 shall require Treasurer approval. Expenditures over \$200 and up to \$1000 shall require Treasurer approval with the concurrence of the President. Expenditures over \$1000 shall require full Board approval. The Treasurer signs agreements and contracts involving expenditures.

Section 6. Fiscal Year

The fiscal year shall be from July 1 to June 30.

Section 7. Financial Review

An independent financial review at the end of the Treasurer's term of office shall be conducted by a qualified financial advisor, appointed by the Board of Directors, who is neither a member of the EWG Board of Directors nor a EWG member who is responsible for approving or spending EWG funds. The results of the advisors review shall be presented at the next regular meeting.

Section 8. Dissolution

This organization shall be dissolved if there are fewer than 25 dues paying members. Upon dissolution of EWG, and after payment of all lawful debts and obligations, all funds and assets remaining shall be contributed by a majority vote of the Board of Directors to an organization that supports the advancement of women in any field of education or employment and is qualified under Section 501(c)(3) of the Internal Revenue Code.

Article V – Officers

Section 1. Officers

The elected officers shall be a President, Vice-President, Secretary, and Treasurer.

Section 2. Duties

- a. The President shall be the principal officer of the organization, shall preside at all meetings of the organization and of the Board of Directors and shall be an ex-officio member of all committees with the exception of the nominating committee. The President shall keep the membership informed on matters relating to the organization; shall have the authority to establish special committees and such other standing committees not specified in these Bylaws; and shall perform such other duties pertaining to the office.
- b. The Vice-President shall oversee the annual program and perform such other duties as the President may assign. Effective with the regular election of 2006, the Vice-President shall perform the duties of the President in the event the President is absent from meetings.
- c. The Secretary shall take minutes of all meetings of the organization and the Board of Directors; provide for the mailing of meeting notices and any Bylaws amendments to the members of the organization; provide minutes of the regular membership meetings to the members; keep the record of the membership in conjunction with the Membership Committee Chair; and publish the annual directory. The Secretary shall perform such other duties as the President may assign.
- d. The Treasurer shall collect and keep an accounting of all monies received and expended and shall make disbursements as authorized by the Board of Directors and approved by the President. All sums received shall be deposited as directed by the Board of Directors. The Treasurer shall report the status of the funds at the Annual Meeting or when requested by the President. With the approval of the Board of Directors, the Treasurer shall furnish, at the expense of the organization, a fidelity bond in such amount as the Board determines. The Treasurer shall prepare and file EWG's annual tax return, and perform such other duties as the President may assign.

Section 3. Term of Office

Each officer will serve for a one year term commencing July 1 to June 30, with the exception of the Treasurer who will serve for two years, effective with the regular election of officers to start July 1, 2015.

Section 4. Vacancies

- a. If a vacancy occurs in the office of the President, the Vice President shall automatically assume the position of Acting President until the Board of Directors in its discretion decides the appropriate course of action to fill the office permanently for the remaining term, including a special election .
- b. If a vacancy occurs in any office with the exception of the President, the Nominating Committee shall submit recommendations to the Board of Directors of candidates who are interested and have been vetted to serve for the remaining expired term or during an election period. The Board of Directors may in its discretion decide the appropriate course of action.

c. If both the President's and Vice President's offices shall become vacant, the Nominating Committee shall submit recommendations to the Board of Directors of candidates who are interested and have been vetted to serve for the remaining term of these officers. The Board of Directors would then vote on the candidate to fill the vacancy or vacancies until the next regular election.

Article VI – Nominations and Elections

Section 1. Nominating Committee

No later than January 10 of each year, the President, in consultation with the Vice-President, shall appoint a Chair of the Nominating Committee. The Chair of the Nominating Committee shall select 2 additional committee members.

Section 2. Nominee Qualifications

a. Only women who are members in good standing may be nominated and/or elected to an office.

b. Only women who have achieved the rank of Senior Executive Service or the equivalent in the Executive, Legislative, or Judicial branches of the Federal Government; regulatory agencies; foreign service; and armed forces of the United States may be nominated and/or elected to the office of President.

Section 3. Report to Membership

Before the May meeting the Nominating Committee shall report in writing and/or electronically to the membership at least one nominee for each office to be filled.

Section 4 Additional Nominations

At the regular May meeting, the Nominating Committee shall present the slate of officers. Nominations may be made from the floor or submitted to the Chair of the Nominating Committee by email in advance of the meeting, provided the written (or emailed) approval of the nominee has been obtained.

Section 5. Distribution and Return of Ballots

Ballots containing names of nominees shall be provided in writing and/or electronically to the membership IMMEDIATELY FOLLOWING THE MAY MEETING. All ballots returned to the Nominating Committee Chair by no later than JUNE 7 shall be counted. Mail ballots shall be valid if returned in the envelope provided. Email ballots and/or superseding electronic method shall be valid only if sent as a reply from the address to which the ballot was originally emailed. A plurality vote shall elect each office.

Section 6. Announcement of Results

The results of the election shall be announced to the membership in writing and/or electronically. The officers shall be presented formally to the membership at the June membership meeting.

Article VII – Board of Directors

Section 1. Composition

The Board of Directors shall be the Officers, the immediate past President, and the Chairs of ~~standing~~ committees.

Section 2. Meetings

The Board shall meet at least quarterly. It shall have the power to act for the EWG. The President shall report at the regular membership meetings on the actions taken by the Board.

Section 3. Quorum

The majority of the members of the Board shall constitute a quorum.

Article VIII – Standing and Special Committees

Section 1. Standing and Special Committees

The standing committees shall be Bylaws, Communications, Membership, Program, Status of Women, Nominating, and any committees deemed necessary and have been recommended by the President during their term of office.

a. The Committee on Bylaws shall periodically review the Bylaws and prepare any amendments it deems necessary, receive and edit any amendments proposed from the membership, and submit these amendments to the Board of Directors for its approval.

b. The Committee on Communications shall advise the Board of Directors on the content and timing of all EWG communications, prepare an annual plan and budget in support of Board objectives for Board approval, and keep the membership informed of upcoming events and activities.

c. The Committee on Membership shall prepare an annual plan and budget for Board approval, present qualified applicants for membership, maintain current and potential membership lists, initiate membership drives, and provide new member information packages.

d. The Committee on Program shall prepare an annual program of events and budget for Board approval, and carry out those events.

e. The Committee on Status of Women shall make the membership aware of issues which affect the status of women in the Federal Government and work on issues of concern to the membership.

f. The Nominating Committee shall recommend candidates for Officers of the EWG to the membership. Working in partnership with the Membership Committee, the Nominating Committee shall prepare and distribute voting materials to the membership and tabulate membership votes.

Section 2. Appointments

The President shall have the **sole** authority to appoint the chair of all standing and special committees. The chair of each committee shall appoint the members of each committee.

Section 3. Term of Service

The chairs and members of the standing committees shall serve for one year or until their successors are chosen.

Article IX – Meetings

Section 1. Regular Meetings

Regular meetings shall be held monthly unless otherwise determined by the Board of Directors.

Section 2. Annual Meeting

The regular meeting for the month of June of each year shall be designated as the annual meeting and shall be held for the purpose of receiving reports and installing officers.

Section 3. Special Meetings

A special meeting may be called by the President, or at the request of 30 members, provided all members are notified in writing or by electronic transmission by the Secretary at least 10 days in advance of the meeting. The notice shall contain the time, place and purpose of the meeting.

Section 4. Quorum

Twenty-five dues paying members shall constitute a quorum.

Article X – Parliamentary

The rules contained in the current edition of ROBERTS RULES OF ORDER shall govern this organization in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws.

Article XI – Amendments

Any member may propose an amendment to these Bylaws provided that the proposed amendment has been sent to the Chair of the Committee on Bylaws for review.

These Bylaws may be amended at any regular membership meeting of the organization by a two-thirds vote, provided the amendment has been approved by the Board of Directors and written or email notice of the amendment has been sent to each member at least 30 days immediately preceding the meeting at which the amendment is to be voted on.

Adopted: July 16, 1974

Amended: 11/74; 7/20/76; 3/20/79; 8/1/81; 10/29/85; 7/22/86; 9/22/87; 11/17/88; 2/27/91; 4/30/98; 6/17/99; 10/9/03; 2/9/06; 4/7/15