

# BYLAWS

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## I. Name of Organization

The name of the organization is Women in Standards, Inc.

## II. Purpose

Women in Standards is a network of standards professionals contributing their knowledge, experience, and time

- (i) to the advancement of standards development;
- (ii) to provide an organization of individuals and organizations having a professional interest in standardization;
- (iii) to promote and improve the communication, dissemination and use of such information and knowledge for the benefit of its members and the people and organizations they serve;

This corporation is organized exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code

- (i) to engage in any other activity permitted to be engaged in by corporations: (a) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or supplemented (the “IRC”); (b) contributions to which are deductible under IRC Section 170(c)(2); and (c) formed under the Maryland Not-for-Profit Corporation Act, as the same may be amended or supplemented (the “Act”).
- (ii) No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office (including the publishing or distribution of statements).
- (iii) No part of the property, assets, or net income of the Organization shall inure to the benefit of, or be distributable to, its officers, directors, committee members, employees, or other private persons, except that the Organization 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 herein.
- (iv) Notwithstanding any other provision of these bylaws, the Organization shall not carry on any other activities not permitted to be carried on by a corporation: (i) exempt from federal income tax under IRC Section 501(c)(3); (ii) contributions to which are deductible under IRC Section 170(c)(2); and (iii) formed under the Act.

## III. Membership

### Membership Eligibility

Those in good standing with the Organization, having completed all necessary forms and having current, up-to-date information on file, who participate in the development of standards and are actively engaged in

organization activities. Application for membership in the Organization shall be made pursuant to procedures established by the Board.

### Determination of Membership Dues and Obligation to Pay

Membership dues shall be determined by the Board and payment in full is required prior to gaining access to Women in Standards members-only services.

### Voting Rights

Each Individual and Standards Developing Organization member is entitled to one vote to select the membership seat on the Board.

### Termination of Membership

Membership in the Organization, and/or specific membership rights, may be suspended or terminated if a member does not pay the required membership dues, in full, by the due date established by the Board, or according to policies adopted by the Board.

## IV. Meeting of Members

### Regular meetings

There shall be an annual meeting of the membership to be held at a time and place designated by the Board. There may be other regular meetings of the membership as the Board may decide.

### Board Notices of Meetings

Members will be formally invited 30-days prior to the meeting. Notice shall include the date, place, hour of the meeting, and any business known to be brought before the membership.

### Quorum

Transaction of business occurs by a majority of members present and voting. All ballots shall provide, at minimum, 14 days to submit vote.

## V. BOARD

### Section 1. General Powers

There shall be a Board, also referred to as the “Board,” that shall have power and authority to manage the Organization’s property and to regulate and govern its affairs. The Board shall determine policies of the Organization and shall take such actions as it considers necessary to carry out the objectives of the Organization. The Board serves to oversee and advise the Organization on matters of strategic direction and growth. The Board ensures actions fulfil the vision and mission of the Organization and supports the Organization through participation in in-person events, meetings, and other opportunities.

### Section 2. Board

The Board shall be composed of two (at a minimum) and no more than ten individuals. Directors are selected based on expertise, with preference given to those familiar with standardization and/or non-profit management. The Board shall consist of the president, vice president, the treasurer, and the secretary, and additional directors, as needed.

The Organization's membership is entitled to one seat on the Board; only full members may be nominated to fulfil this seat on the Board. The member representative on the Board is selected through nomination and formal vote.

Responsibilities:

- a. The members of the Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board must be approved by a majority vote of the Board members voting.
- b. Each member of the Board shall be a full member of the Organization and shall hold office for up to a three-year term.
- c. Each member of the Board shall complete actions accepted by the member during formal meetings of the Board within a reasonable timeframe as established by the Board and agreed by the member.

### Section 3. Regular and Annual Meetings

A quarterly meeting of the Board shall be held at such time and place, as designated by resolution of the Board without notice required other than these bylaws and such resolution. The Executive Officer, when one has been appointed, shall be present in all meetings of the Board.

### Section 4. Special Meetings

Special meetings may be called at the discretion of the president. The president shall fix the time and place of such meetings.

### Section 5. Notice

Notice of meetings will be sent to all Board members. Board Members are asked to acknowledge receipt and accept any meeting invites with yes, maybe, or no to ensure proper planning.

### Section 6. Quorum

Quorum will be considered met if 51% of all Board members are in attendance.

### Section 7. Minutes

Minutes of each meeting of the Board shall be recorded by the secretary, or, in the absence of the secretary at such meeting, another person designated by the Board.

### Section 8. Forfeiture

Any member of the Board who fails to fulfil any of his or her requirements as set forth in Section 2 of this Article shall automatically forfeit their seat on the Board. The Secretary shall notify the Director in writing that their seat has been declared vacant, and the Board may forthwith immediately proceed to fill the vacancy. Members of the Board who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

### Section 9. Vacancies

Vacancies may be filled by reaching out to the Organization membership, stakeholders, partners, vendors, and other interested parties.

## Section 10. Compensation

Board members are not compensated. However, travel expenses and other fees may be paid by the Organization in instances where the Board member, with approval from the Board.

## Section 10. Informal Action by Directors

Board members may correspond informally to facilitate the completion of assigned actions or to provide updates.

## Section 11. Confidentiality

At all times, the confidentiality of the Organization and its members are to be held in the strictest confidence. Information learned that is not available in the public space, may not be used by a Director in a way that does not support the activities of the Organization or further its vision and mission.

## Section 12. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Organization by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

The advisory council will provide guidance to the Board in the form of written or verbal recommendations and its scope and duration will be clearly defined.

## Section 13. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

## Section 14. Removal

Any member of the Board or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board shall automatically be removed from office.

Members of the Board who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 14 of this Article.

## VI. OFFICERS

The officers of this Board shall be the President, Vice-President, Secretary and Treasurer. A Director may hold multiple officer positions. All officers must have an active membership in the organization.

## Section 1. Election of Officers

A call for nominations shall be sent to all Directors at least 60 days prior to the start of the new Officer Term. At least 2 weeks prior to the start of the new Officer term, electronic ballot shall be sent to all Directors. New Officers shall be notified upon closure of electronic balloting.

## Section 2. Removal of Officers

Any Officer may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board if in their judgment the best interest of the Organization would be served thereby. Each Officer of the Board must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.

## Section 3. Vacancies

Whenever any vacancy occurs in the Board it shall be filled without undue delay by a majority vote of the remaining members of the Board at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board.

# VII. COMMITTEES

## Section 1. Committee Formation

The Board may create standing or ad hoc committees as needed, such as fundraising, finance, or planning.

## Section 2. Executive Committee

Board Officers shall serve as members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board in the intervals between formal meetings of the Board, and is subject to the direction and control of the full Board. The Chief Executive Officer shall attend all meetings of the Executive Committee.

# VIII. CORPORATE STAFF

## Section 1: Chief Executive Officer

The Board may hire a Chief Executive Officer who shall serve at the will of the Board. The Chief Executive Officer shall have immediate and overall supervision of the operations of the Organization, and shall direct the day-to-day business of the Organization, maintain the properties of the Organization, hire, discharge, and determine the salaries and other compensation of all staff members under the Chief Executive Officer's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Chief Executive Officer or any other employee. The Chief Executive Officer shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Chief Executive Officer shall be an ad-hoc member of all committees including the Board.

The Chief Executive Officer may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council. The Chief Executive Officer may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein



shall confer any compensation or other rights on any Chief Executive Officer, who shall remain an employee terminable at will, as provided in this Section.

## IX. CONFLICT OF INTEREST AND COMPENSATION

The organization shall maintain and enforce a conflict of interest policy.

## X. DISSOLUTION

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## XI. INDEMNIFICATION

### Section 1. General

To the full extent authorized under the laws of the State of Maryland, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board, or otherwise.

### Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

## XII. AMENDMENTS

### Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

### Section 2. Bylaws

The Board may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

All revisions to the Organization Bylaws shall be reviewed by the Board. Finding them acceptable, the Board votes and approves them. The Board president shall sign the bylaws and have the secretary attest to the signature. The wording should be along the following lines:

We, the undersigned, are all the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 7 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 8th day of April 2020.



Karin Athanas  
Name, President – Women in Standards

Directors:

Karen Reczek  
Amy Lestition Burke  
Kate DeVarney