



CONNECTICUT CHAPTER

PROFESSIONAL WOMEN IN CONSTRUCTION

**BY-LAWS
OF THE CONNECTICUT CHAPTER OF
PROFESSIONAL WOMEN IN CONSTRUCTION**

December 2006

The Board of Directors of the Connecticut Chapter of Professional Women in Construction (“CPWC” or “Chapter”) adopts the following by-laws, subject to the approval of the Board of the Directors of the Professional Women in Construction (“PWC”).

ARTICLE I - NAME AND AUTHORITY

The name of this organization shall be the Connecticut Chapter of Professional Women In Construction. This Chapter shall be governed by these by-laws and the by-laws of PWC, operating as such through the authority of the Board of Directors of PWC.

ARTICLE II - OBJECTIVES

The purpose of this Chapter shall be to further objectives of PWC as stated in PWC’s by-laws and Articles of Incorporation.

ARTICLE III - MEMBERSHIP

The membership requirements and classifications of all Chapter members shall be as stated in PWC’s by-laws. All Chapter members shall be members in good standing of the Chapter.

ARTICLE IV - OFFICERS

SECTION 1 - LIST AND TERM OF OFFICE

The officers of this Chapter shall be:

- a. President
- b. Vice President
- c. Treasurer
- d. Secretary



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All officers shall be selected annually, no later than June 1, for a term of office of one year, coinciding with the fiscal year (July 1 - June 30).

SECTION 2 - ELIGIBILITY

To become a candidate for President, Vice President, Treasurer or Secretary, a member must be a voting member of the Chapter. The offices of President and Treasurer carry the following additional eligibility requirements:

- a. To become a candidate for President, the person must currently be serving as an Officer or Director of the Chapter.
- b. To become a candidate for Treasurer, the person must be an accountant, or possess the necessary accounting experience to be able to perform each essential duty satisfactorily as required by the position.

SECTION 3 - VACANCIES

- a. A vacancy in the office of President shall be filled by the Vice President.
- b. A vacancy in the office of Vice President, Secretary or Treasurer, shall be filled by nomination by the Chapter's Board of Directors and the majority vote of the Chapter's Board of Directors.

SECTION 4 - DUTIES AND POWERS

- a. The President shall:
 - (1) Be the authorized leader of the Chapter.
 - (2) Represent the Chapter before the public.
 - (3) Preside at all meetings of the Chapter and its Board of Directors.
 - (4) Appoint the chairs of all committees, with the approval of the Board of Directors, except the Chair of the Nominating Committee, who shall be appointed by the Board of Directors.
 - (5) Authorize the signing of checks by the Treasurer.



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- (6) Assume all other executive duties not otherwise delegated.
 - (7) Coordinate all activities and execute the business and policies of the Chapter between meetings.
- b. The Vice President shall:
- (1) Perform all duties of the President in her/his absence or at her/his request.
 - (2) Perform any other duties, as determined by the Board of Directors.
- c. The Secretary shall:
- (1) Record, prepare, maintain and distribute as directed the minutes of each meeting of the Chapter and of the Board of Directors.
 - (2) Carry on the Chapter correspondence as requested by the President or the Board of Directors.
 - (3) Notify Board of Directors' members of Board of Directors' meetings, notify members of membership meetings, and send out ballots for elections and for amendments to these by-laws.
 - (4) Maintain a file with a copy of all mail sent out in the name of the Chapter.
- d. The Treasurer shall:
- (1) Be responsible for the collection, safekeeping and distribution of all Chapter funds.
 - (2) Sign checks for the Chapter as authorized by the President.
 - (3) Prepare, maintain and report as directed on the financial position of the Chapter in relation to the approved budget.
 - (4) Maintain the current official membership records of the Chapter.
 - (5) Keep an exact account of all receipts and expenditures for submission to PWC's Treasurer at the end of each fiscal year.
 - (6) Be responsible for the filing of the Chapter's 990 (informational tax return) by the Federal due date of November 15th.



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ARTICLE V - BOARD OF DIRECTORS

SECTION 1 - MEMBERS

A. The governing body of the Chapter shall be the Board of Directors (the Board) which shall consist of the elected officers of the Chapter, and five (5) additional directors who shall be voting members of the Chapter. These five (5) directors shall be elected by the voting members of the Chapter for staggered three (3) year terms.

B. Vacancies occurring on the Board between annual elections shall be filled by a majority vote of the Board except in the case of a vacancy in the office of the President, in which case the Vice-President shall succeed the President and the office of the Vice-President shall be filled in the same manner as a regular vacancy.

SECTION 2 - OFFICERS

The Officers of the Chapter shall hold the same offices on the Board.

SECTION 3 - MEETINGS

A. The Board shall hold at least three meetings per year.

B. Notice for any such meeting shall be given by the Secretary or President by email (with acknowledged receipt), mail, or facsimile (with acknowledged receipt) and reasonable notice shall be given for the same.

C. The Board shall have the minutes kept of all meetings and of all actions taken by them by which the Chapter may be bound, or which involve expenditures of the funds of the Chapter. Such minutes shall be kept by the Secretary and it shall be the privilege of any member to inspect the same at any reasonable time.



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SECTION 4 - QUORUMS

A majority vote of the Board shall constitute a provision for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 5 - REMOVAL

Any officer shall be subject to removal at any time for cause. The officer in question shall be notified in writing of the charges and thirty (30) days written notice shall be sent by Registered Mail. In addition, the officer in question shall be afforded an adequate opportunity to be heard before the membership. A vote will be taken at a membership meeting called specifically for this purpose. Removal will be effective immediately if three-quarters (3/4) of the membership present vote for such removal.

ARTICLE VI - SECTIONS

The CPWC shall abide by the provisions of the PWC's By-Laws relating to Chapters.

ARTICLE VII - FINANCES

SECTION 1 - FISCAL YEAR

The Fiscal Year is July 1 to June 30.

SECTION 2 - DUES

The dues for members of the Chapter shall be payable in advance to PWC's Treasurer who shall record such information and remit 50% of the membership fees paid to the Chapter within a reasonable time thereafter, along with an updated list of Chapter members in good standing.



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SECTION 3 - FUNDS

Additional funds required may be raised by the Chapter by such methods and for such purposes as deemed appropriate by the Chapter's Board.

SECTION 4 - FINANCIAL REPORTS

At the final Membership Meeting of the Fiscal Year, the Treasurer shall make a financial report to the membership covering the financial activities of the year to date. Financial reports shall also be provided to the Board on an ongoing basis, and when requested by the Chapter President.

All financial reports and records shall be subject to an independent audit/review on an annual basis.

ARTICLE VIII - MEMBERSHIP MEETINGS AND NOTICES

SECTION 1 - MEMBERSHIP MEETINGS

A. The Chapter shall hold not less than one (1) Membership Meeting per year for the purpose of transacting business.

B. Other regular or special Membership Meetings for transacting business may be called at any convenient time and place at the discretion of the Board of Directors or upon petition of a quorum of the membership.

SECTION 2 - NOTICES

Notice of the regular business meeting and special meetings shall be emailed, faxed or mailed to the membership at each members' last known address at least five (5) days prior to such meeting and shall briefly state the business to be discussed at such meeting.

ARTICLE IX - NOMINATIONS AND ELECTIONS



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SECTION 1 - NOMINATIONS

- A. At least two months before the date of the annual Membership Meeting the President shall appoint a nominating committee for the Officers and the open Director positions for the following year.
- B. Additional officer and/or director candidates may be write-in candidates.

SECTION 2 – ELECTIONS

- A. Elections shall be by secret mail ballot.
- B. A list of nominees shall be sent to each Chapter member in good standing at member's last known address at least two weeks before the balloting closes. The date the balloting closes shall be clearly specified on the ballot.
- C. Members shall be required to sign the outside envelope containing the ballot in order for the ballot to be valid.

ARTICLE X - AMENDMENTS

SECTION 1 - PROPOSAL

Amendments to the By-laws may be proposed by either:

- A. Majority vote of the Board or,
- B. Written petition signed by 20 percent of the Members of the Chapter.

SECTION 2 - VOTING

- A. The Chapter membership shall be notified of the proposed amendment within 30 days of receipt of the amendment proposal.
- B. The Chapter membership shall be balloted by mail on the proposed amendment within 60 days after membership notification of the amendment proposal.
- C. Adoption of the amendment shall be determined by a two-thirds vote of the ballots postmarked by the date specified.



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SECTION 3 - PWC BOARD OF DIRECTORS APPROVAL

A. Within 60 days after acceptance by the membership, an amendment must be submitted to PWC's Board of Directors.

B. An amendment will become effective upon approval of PWC's Board of Directors.

ARTICLE XI - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1 - CONTRACTS

The Board may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2 – CHECKS, DRAFTS, ETC

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments in excess of \$1,000.00 shall be signed by the Treasurer and countersigned by the President of the corporation.

SECTION 3 – DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.



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SECTION 4 – GIFTS

The Board may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

SECTION 5 – PURPOSE

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code (the "Code"), or corresponding section of any future federal tax code.

SECTION 6 – EARNINGS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 in the purpose clause hereof. 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Code, or corresponding section of any future federal tax code.



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SECTION 7 – DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the 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. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII - BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XIII - SEAL

The Board shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words “Corporation Seal Connecticut.”

ARTICLE XIV - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Connecticut Non-Profit Corporation Act or under the provisions of the articles of incorporation or the By-



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laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by and in accordance with the Connecticut Revised Nonstock Corporation Act, indemnify each person who is or was a corporate director, officer, employee or agent of the Corporation.