

**BYLAWS**  
**OF**  
**NATIONAL ASSOCIATION OF BLACK WOMEN IN CONSTRUCTION, INC.**

**ARTICLE I: NAME**

Section 1.01. Name. The name of this corporation is National Association of Black Women In Construction, Inc. and can also be referred to by the acronym NABWIC. The organization may at its pleasure by a vote of the membership body change its name.

**ARTICLE II: OFFICES**

Section 2.01. Principal Executive Office. The principal executive office of the corporation shall be located in 6600 NW 27<sup>th</sup> Avenue; #208; Miami, Florida 33147. The Board of Directors may change the location of this office. Any such change shall be noted on these Bylaws by the Secretary, opposite this section, or this section may be amended to state the new location.

Section 2.02. Other Offices. Other offices may at any time be established at any place or places specified by the Board of Directors.

**ARTICLE III: PURPOSE**

Section 3.01. Purposes. The purposes for which this Corporation is formed are as follows:

(a) Said corporation is organized exclusively for charitable and educational 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, or the corresponding section of any future federal tax code.

**ARTICLE IV: DEDICATION OF ASSETS**

Section 4.01. The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable and educational purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private

person or individual, or any member, director or officer of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable and educational purposes, which has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).

#### **ARTICLE V: MEMBERSHIP**

Section 5.01. Qualifications. This corporation shall have four class of members. An individual or organization that subscribes to the purposes and basic policies of the corporation and whose admission will contribute to the corporation's ability to carry out its charitable and education purposes, shall be eligible for membership on approval of the membership application by the board of directors and on timely payment of such dues and fees as the board may fix from time to time. No person shall hold more than one membership.

Section 5.02. Rights of Membership. Members shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms, on any election to dissolve the corporation, and on amendment of the corporation's articles of incorporation or bylaws. In addition, members shall have all rights afforded members under the General Nonprofit Corporation Law of the State of Florida and these bylaws. This corporation may benefit, serve, or assist persons who are not members, but may restrict the provision of certain benefits, services, and assistance to members. A corporate member may designate in writing the name or position of the individual entitled to vote or exercise its rights and to receive notices on behalf of the member. Such designation may be amended by the member at any time, and all such designations and amendments thereto shall be filed with the records of this corporation. No member shall be entitled to any dividend or any part of the income of the corporation or to share in the distribution of the corporate assets upon the dissolution of the corporation.

Section 5.03. Other Persons Associated with the Corporation. The corporation may refer to persons or entities associated with its as "members," even though those person or entities do not meet the qualifications for membership as set forth in Section 5.10 of these bylaws, but no such reference shall constitute anyone a member with the rights of membership. The corporation may grant some or all of the nonvoting rights of members, as set forth in these bylaws, to any

person or entity that does not have the right to vote on any of the matters specified in these bylaws but no such person or entity shall be a member until and unless they have the voting rights of membership.

Section 5.04. Dues, Fees, and Assessments. Each member must pay, within the time and on the conditions set by the board, the dues, fees, and assessments in amounts to be fixed from time to time by the board. Those members who have timely paid the required dues, fees and assessments and who are not suspended shall be members in good standing. The board may require the payment of dues, fees, and assessments, in amounts to be fixed from time to time, by those persons or entities associated with the corporation. Membership dues and levels are set by the board of directors and should be collected by the NABWIC National Membership Chair and the Treasurer, and the Associated fees will be submitted to the corresponding Chapter from the National.

Section 5.05. Termination of Membership. A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the member, on reasonable notice to the corporation;
- (b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;
- (c) Failure of the member to pay dues, fees, or assessments as set by the board within thirty (30) days after they become due and payable;
- (d) Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualification; or
- (e) Expulsion of the member under Section 5.06 of these bylaws based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

Section 5.06. Suspension of Membership. A member may be suspended based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to

the purposes and interests of the corporation. A person whose membership is suspended shall not be a member during the period of suspension.

Section 5.07. Procedure for Expulsion or Suspension. If grounds appear to exist for expulsion or suspension of a member under Section 5.06 of these bylaws, the procedure set forth below shall be followed:

- (a) The member shall be given 15 days' prior notice, by any method reasonably calculated to provide actual notice, of the proposed expulsion or suspension and the reasons therefore. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.
- (b) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the board or by a committee or person authorized by the board to determine whether the expulsion or suspension should take place.
- (c) The board, committee, or person shall decide whether or not the member should be suspended, expelled or sanctioned in some other way. The decision of the board, committee or person shall be final.
- (d) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice must be commenced within one year after the date of the expulsion, suspension, or termination.

Section 5.08. Transfer of Membership. No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution or termination of membership.

Section 5.09. Liability for Debts or Obligations. A member of the corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Section 5.10 Classes of Membership. There shall be six classes of regular membership in the Association: Student, Member-at-Large, Individual, Small Corporate, Medium Corporate and Large Corporate. These classes are divided into tier structures that represent the gross revenue of the individual corporation. Throughout these Bylaws, the terms member, members and membership refer to membership of any category, unless the context indicates otherwise. No person or entity shall be considered a member unless the membership dues are paid directly to

NABWIC or its chapters. Members affiliated with a local chapter shall pay local chapter dues. If there is no local chapter the member dues shall be paid directly to National until a local chapter is established.

**Student:** students enrolled in construction-related programs at institutions of higher education, vocational training programs and apprenticeship programs. Student Membership is non-transferable, and **Student Members shall have no vote nor hold office.** They shall be a member of National and an affiliated Chapter.

**Member-At-Large:** an individual who is not affiliated with a chapter.

**Individual Membership:** an individual who is employed in the construction industry. Applies to all persons and entities, government agencies, civic organizations, professional engineers, licensed architects and real estate brokers , attorneys or any entity or person that performs services of any type that is related to the construction industry, who support the goals and objectives of NABWIC and who wish to demonstrate such support. **Associate members may serve on the Board.**

**Small Corporate:** a company whose annual gross revenue is up to \$5,000,000 in sales per year.

**Medium Corporate:** a company whose annual gross revenue is up to \$25,000,000 in sales per year.

**Large Corporate:** a company whose annual gross revenue exceeds \$25,000,000 in sales per year.

Section 5.11. Regular Membership. Regular membership shall be limited to individuals and activities actively engaged in the field of general or specialty construction contracting and who are (when required) to perform general or specialty construction contracting.

Section 5.12. Corporate Partner Membership. Corporate Partner Membership shall be made available primarily to all large general contractors or construction contractors or surety underwriters and agents and such membership may also be available to other large corporations or other business entities that pledge a commitment to the goals and objections of NABWIC and who pay the respective partner membership fee. National Partners are not eligible for board membership.

Section 5.14. Lifetime Membership. Any Board of Director that has served for a minimum of nine years or three consecutive terms. Lifetime members shall serve on the National Board in an advisory capacity but may not have voting rights nor shall they chair committees. They will pay the regular membership fee, or as desired.

**ARTICLE VI: MEETINGS OF MEMBERS**

Section 6.01. Regular Annual Meeting. A regular meeting of members shall be held in the month of January each year in which directors are to be elected. The board of directors shall fix the date and time and notify members in accordance with this section. At this meeting, directors shall be elected and any other proper business may be transacted. Notice of the time and place of the annual meeting shall be served on each member either personally, mail or Email, not less than 20 days before the meeting. If mailed, such notice shall be directed to the member's address as it appears on the books of the corporation, unless the member shall have filed with the Secretary a written request that notices be mailed to some other address, in which case it shall be mailed to the addressed designed in such request.

Section 6.02. Special Meetings. Special meetings of the member for any purpose may be called at any time by the Chairperson of the Board, the President, and the Secretary, any two directors or 5% of the membership. Written notice of the time and place of special meetings shall be delivered personally to each director or communicated to each director by telephone, or by E-mail or first-class mail, with charges prepaid, addressed to the director at the director's address as it is shown upon the records of the corporation or, if it is not so shown on such records or it is not readily ascertainable, at the place at which the meetings of the directors are regularly held. In case such notice is mailed, it shall be deposited in the United States mail at least four (4) days prior to the time of the holding of the meeting. In case such notice is delivered personally or by telephone or E-mail, it shall be so delivered at least forty-eight (48) hours prior to the time of the holding of the meeting. Such mailing or delivery, personally or by telephone or E-mail shall be due, legal, and personal notice to such director. Notice of a meeting need not be given to any director who signs a waiver of notice or consent to hold the meeting. Any protest for lack of notice shall be made prior to the commencement of the meeting or such protest for lack of notice is waived.

Section 6.03. Quorum. At least one 1/3 of members in good standing in person or by proxy shall constitute a quorum for the transaction of business at any meeting of members provided, however, that if any regular meeting is actually attended in person or by proxy by less than one-third (1/3) of the voting power, the only matters that may be voted on are those of which notice of their general nature was given pursuant to 6.02 of these bylaws. Subject to the foregoing, the members present at a duly called or held meeting at which a quorum is present

may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of the members required to constitute a quorum.

Section 6.04. Adjournment. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

Section 6.05. Place of Meetings; Meeting by Telephone. Regular meetings of Members may be held at any place within or outside the State of Florida that has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of Members shall be held at any place within or outside the State of Florida that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. A meeting, regular or special, may be held by conference telephone or similar communications equipment, as long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

Section 6.06. Voting. Members entitled to vote at any meeting of members shall be those members in good standing of these bylaws. Voting may be by voice or ballot, except that any election of directors must be by ballot if demanded by any member at the meeting before the voting begins. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. Cumulative voting is prohibited. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting entitled to vote and voting on any matter shall be the act of the members, unless the vote of a greater number or voting by classes is required by law, the articles of incorporation, or these bylaws. In any election of directors, the candidates receiving the highest number of votes are elected. Each



member shall have the right to vote for as many nominees as there are vacancies on the Board of Directors.

Section 6.07. Proxies. Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the member and filed with the secretary of the corporation. In any election of directors, any form of proxy that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.

Any proxy covering matters for which a vote of the members is required, including amendments of the articles of incorporation or bylaws changing proxy rights; certain other amendments of the articles of incorporation; removal of directors without cause; filling vacancies on the board of directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all of the corporate assets, unless the transaction is in the usual and regular course of the corporation's activities; the principal terms of a merger or the amendment of a merger agreement; or the election to dissolve the corporation, shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, with respect to an election of directors, the proxy lists those who have been nominated at the time the notice of the vote is given to the members.

A validly executed proxy shall continue in full force and effect until revoked by the member executing it, before the vote is cast under that proxy, by a writing delivered to the corporation stating that the proxy is revoked, by a subsequent proxy executed by that member and presented to the meeting, or as to any meeting, by that member's personal attendance and voting at the meeting. No proxy shall be valid after the expiration of 11 months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of a proxy shall be three years from the date of execution. A proxy may not be irrevocable.

## ARTICLE VII: CHAPTERS

Section 7.01. Designation of Chapters. The Association may designate any number of local contractor organizations as chapters of the National Association of Black Women In Construction. By accepting such designation the chapter organization affirms its adherence to and supports the purposes of the Association as specified in Article I of the Bylaws and agrees to be bound by every applicable provision of these Bylaws. **Each chapter shall signify its acceptance of all terms and conditions of such designations by executing an affiliation agreement in the form which may be determined from time to time by the Board of Directors consistent with these Bylaws.**

Section 7.02. Qualification, Application and Selection. Any organization, whether a corporation, Association or otherwise which exists primarily for the purpose of enhancing the status of black women in the building and construction trades which has as its regular members black women and other minority individuals, partnerships, corporations or association engaged in the business of construction contracting and subcontracting shall be eligible to be designated as a chapter. Any organization seeking **such designation shall submit an application to the President or Secretary of the Association in a form designated for such purpose by the Board of Directors and shall accompany such application with a copy of the applicant's charter documents and Bylaws together with a current membership roster shows the names and addresses of all its members. Each Chapter shall have no less than 15 dues paying members and shall appoint two individuals to serve as President and Vice President of the Chapter.** The President must have relevant construction industry experience. The Chapter's Board of Directors must consist of not less than 70% **of executive women** in the construction industry. Acceptance or rejection of the application shall be at the sole discretion of the Board of Direction of NABWIC. For the purpose of passing on an application the Board of Directors may request such additional information from the applicant as it deems desirable or appropriate, and may request a representative of the applicant to meet with the Board or with a committee of the Board designated for such purpose. Applicants shall be informed of the acceptance or rejection as soon as practicable following the decision of the Board. After acceptance of the application, the chapter must establish themselves **as 501c3 or 501c6, one year after NABWIC chartering process.**

Section 7.03. Status of Previously Affiliated Organization. Local organizations, which by virtue of contract or agreement with the NABWIC, which were designated chapters or local

affiliated prior to the adoption of these Bylaws shall retain such status without the necessity of application and acceptance. However all such previously designated organizations shall be bound by all other applicable provisions of these Bylaws. All previously affiliated organizations shall sign an affiliated agreement.

Section 7.04. Designation of a Chapter. In passing upon an organization's application for designation as a chapter, the Board of Directors shall consider whether another local organization serving a similar constituency has previously been designated a chapter. It shall be the general policy of the National Association to designate only one organization as the representative of a particular constituency within 50 miles of any established chapter unless otherwise approved by the board. In determining the appropriateness of designation of an additional chapter in considering pending applications of two or more local organizations within the same geographical proximity, the Board of Directors shall consider the distance between the offices or meeting places of the competing chapter, the population density of the locality served, the nature of their respective memberships in terms of the representation and area of specialization within the construction industry. In balancing these factors so as to effectuate the policy of this section, the determination of the Board of Directors shall be final.

Section 7.05. Reports to the National Association. Annual and quarterly reports shall be presented to the NABWIC Board, at a time and in a manner specified by the Board of Directors, which need not be the same for every organization, each chapter shall submit to the Board of Directors a written report describing the nature and scope of the activities of the chapter during the preceding year. The report shall be sufficient to demonstrate to the Board of Directors that the chapter's commitment to share the purposes of the Association specified in Article I of these Bylaws and continues to work to achieve such goals. In addition each chapter shall complete the annual rechartering process.

Section 7.06. Termination of Chapter Affiliate Status. If at any time it appears to the Board of Directors that any chapter has ceased to actively work to further such purposes or has materially breached any provisions of the Bylaws, the Board may terminate that organization's status as a chapter at any special or regular meeting of the Board. Upon the termination of any Chapter the local Chapter is expressly forbidden from utilizing the NABWIC name, logo or any other material assets of NABWIC until such Chapter's good standing is restored in accordance with NABWIC bylaws.

Such recommendation shall be presented to the membership of the Association for consideration. An affirmative vote of 2/3 of all members of the organization voting in person or by proxy, or email at a regular or special meeting called for such purpose shall be necessary to terminate the affiliate status of a chapter. No action with respect to termination of the status of a chapter shall be taken at any meeting of the membership unless the notice of such meeting contains a notice that termination of the chapter status of the organization was to be voted upon at such meeting, and the notice included written specification by the Board of Directors stating its reasons for recommending termination together with a written statement by each of the Directors dissenting from such recommendation stating their reasons for such dissent. Notwithstanding any other provisions of these Bylaws relating to waiver of notice, the notice required by this section may not be waived except by the chapter whose termination is at issue.

Section 7.07. Dues. Local chapters shall pay \$100 per member as the local chapter dues per fiscal year beginning January 1 and ending December 31, to the National Association. If a chapter falls delinquent in the payment of their dues to National Chapter and then that Local Chapter is subject to being suspended. While suspended it cannot represent any affiliation with NABWIC, use the logo, or any other attribute of NABWIC membership until the situation is corrected. A minimum of 15 members is required to form a chapter. The Board of Directors at their discretion may increase the annual dues structure of the local chapter dues at any Annual Board of Directors meeting and shall give one year written notice to all Local Chapters.

Section 7.08. Reinstatement of a Chapter. If a Local Chapter loses its status as an affiliate or bonafided chapter, a formal reinstatement letter from its President requesting reinstatement must be sent to the office of NABWIC and must be accompanied by chapter dues and a membership roster of a minimum of 15 members plus a \$500 reinstatement fee.

Section 7.09. Use of Logo. Each Local Chapter shall use on its letterhead, newsletter and other similar publications the NABWIC logo and name and shall identify itself on such materials as a NABWIC Chapter. Each Local Chapter that receives a grant or contract in the NABWIC name shall make provisions in the grant or contract document to compensate the National actual administrative cost. NABWIC National shall receive an amount not less than 10% of the total value of the grant or contract. This is also subject to approval of the Executive Committee of the Board for the chapter to accept the grant or contract. NABWIC National shall have no legal or financial responsibility for a chapter grant or contract and shall include this

provision in any contract or grant. Any Chapter not in good standing is expressly forbidden from using the NABWIC name or logo for any purpose or in any manner. Any chapter not in good standing may have its right to use the NABWIC name and logo restored upon full payment and any and all outstanding back membership fees or dues. Such right to use NABWIC name and logo can only be restored upon the issuance of a signed certified notice by the NABWIC National President.

Section 7.10. Certificate of Chapter Status. The Association shall provide each chapter with a certificate evidencing its designation as a local affiliate organization. All members shall also receive an official membership plaque or certification.

Section 7.11. Affiliate with other National Organizations. No Local Chapter shall join, support or affiliate with any other organization of national scope having as one of its purposes the representation of contractors or subcontractors, except with the permission of the Board of Directors. Such permission having been given may be revoked by the Board at any time. The Board's determination as to whether any national organization falls within the definition of this section shall be final. Notwithstanding any other provision of these Bylaws, non-compliance with any determination of the Board under this section shall automatically terminate the status of a chapter.

Section 7.12. Participation in the Making of National Policy. Chapters shall have no direct power to affect policy of the Association. However all formal suggestions or recommendations shall be brought to the attention of the Board of Directors and will receive the Board's prompt attention and will be responded to as deemed appropriate by the Board.

Section 7.13. Withdrawal. Any Local Chapter may terminate its own status by submitting a notice of withdrawal to the Board of Directors. No dues are refunded or prorated based on any Notice of Withdrawal and all funds in the account shall be returned to the National Association of Black Women in Construction's Treasurer.

## **ARTICLE VIII: BOARD OF DIRECTORS**

Section 8.01. Powers. Subject to the provisions of the General Nonprofit Corporation Law of the State of Florida, the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of

the corporation to a management company, committee (however composed), or other person, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 8.02. Number of Directors. The authorized number of directors of the corporation shall not be less than three (3) nor more than 15 until changed by amendment of the Articles of Incorporation or by a bylaw amending this Section. The exact number of directors shall be fixed from time to time, within the limits specified in these Bylaws by the Board of Directors.

Section 8.03. Qualifications of Directors. Each Director shall be a natural person at least 21 years of age. All members of the Board shall have relevant construction industry experience.

Except for the initial directors as described in Section 8.04 below, the members of the Board of Directors shall be elected by the members. It is the intent of the corporation that the composition of the Board of Directors shall represent a diversity of technical skills to enable the Board of Directors to make informed well-balanced decisions on the economic viability and social impact of its activities.

Section 8.04. Election and Term of Office. The five (5) initial members of the Board of Directors named in the Articles of Incorporation shall serve until their successors have been selected and seated at the corporation's first annual meeting in December 2010.

Section 8.05. Vacancies and Removal. A vacancy in the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director; (ii) the declaration by the Board of Directors of a vacancy in the office of a director who has missed three (3) consecutive meetings of the Board of Directors or a total of five (5) meetings of the Board of Directors during any one calendar year; (iii) the failure of the directors, at any annual or other meeting of directors at which any director or directors are elected, to elect the full authorized number or directors to be voted for at that meeting.

The Members (or if the director was elected or appointed by the Board of Directors, then removal is by the Board of Directors), by affirmative vote of a **majority** may remove any director without cause at any regular or special meeting; provided that the director to be removed has been notified in writing within 20 days notice that such action would be considered at the meeting.

All vacancies may be filled by vote of a **majority** of the directors then in office, whether or not the majority is less than a quorum, or by vote of a sole remaining director. Each director so appointed shall hold office until his or her successor is elected at an annual or other meeting of the Board.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, the successor may be elected to take office when the resignation becomes effective. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 8.06. Regular Meetings. Regular meetings of the Board of Directors shall be held 3 times a year inclusive of the regular annual meeting of the membership. The time and place of regular meetings to be in accordance with Article 8.09.

Section 8.07. Notice of Special Meetings. Notice of all special Board of Director meetings, except as herein otherwise provided shall be given at least five days' notice via mail or by email before that meeting to the usual business or residence address of each Directors.

Section 8.08. Quorum. At all meeting of the Board of Directors 2/3 of the voting directors in office and in good standing shall constitute a quorum from transaction of business and the act of a majority of the Directors present at any meeting attended by a quorum shall the act of the Board of Directors, except as may be otherwise specifically provided by law or by these Bylaws.

Section 8.09. Place of Meetings; Meeting by Telephone. Regular meetings of the Board of Directors may be held at any place within or outside the State of Florida that has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of Florida that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they

shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, as long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

Section 8.10. Annual Meeting. The Board of Directors shall hold a regular meeting in January of each year, for the purpose of appointing directors and officers of the corporation, and for the transaction of other business. Notice of the annual meeting shall be given in the manner set forth in Section 6.05.

Section 8.11. Other Regular Meetings. Other regular meetings of the Board of Directors shall be held at such times as are fixed by the Board of Directors. Such regular meetings may be held with 5 days written notice via mail or email to the Board Meetings.

Section 8.12. Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the Chairperson of the Board, the President, the Secretary, or any two directors.

Written notice of the time and place of special meetings shall be delivered personally to each director or communicated to each director by telephone, or by telegraph or first-class mail, with charges prepaid, addressed to the director at the director's address as it is shown upon the records of the corporation or, if it is not so shown on such records or it is not readily ascertainable, at the place at which the meetings of the directors are regularly held. In case such notice is mailed, it shall be deposited in the United States mail at least four (4) days prior to the time of the holding of the meeting. In case such notice is delivered personally or by telephone or telegraph, it shall be so delivered at least forty-eight (48) hours prior to the time of the holding of the meeting. Such mailing or delivery, personally or by telephone or telegraph, shall be due, legal, and personal notice to such director.

Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 8.13. Action at a Meeting: Quorum and Required Vote. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is



present shall be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles of Incorporation, these Bylaws, or by law. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a disinterested majority of the required quorum for such meeting, or such greater number as required by the Articles of Incorporation, these Bylaws or by law. Adoption or revocation of a plan of merger; consolidation; voluntarily dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business, requires the approval of two-thirds (2/3) of the authorized number of directors of the corporation.

Section 8.14. Adjourned meeting and Notice. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Such notice may be waived in the manner provided for in Section 6.09.

Section 8.15. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors.

Section 8.16. Fees and Compensation. Directors and members of committees may receive such reasonable compensation, if any, for their services, and such reasonable reimbursement for expenses, as may be fixed or determined by resolution of the Board of Directors.

Any director, officer, or key employee who has an interest in a contract or other transaction presented to the Board of a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of their interest to the Board or committee prior to its acting on such contract or transaction. Such disclosures shall include any relevant and material facts known to such person about the contract or transaction that might reasonable

be construed to be adverse to the interest of National Association of Black Women In Construction.

No member or director shall cast a vote on any matter which has a direct bearing on services to be provided by that member, director, or any organization which such member or director represents or which such member or director has an ownership interest or in otherwise interested or affiliated, which would directly or indirectly financially benefit such member or director. All such services will be fully disclosed or known to the Board members present at the meeting at which such contracts shall be authorized.

Section 8.17. Board Nomination, Election and Terms of Office. Board of Directors consists of at least 15 Directors, 5 of whom shall be elected annually at the regular annual meeting of members, plus each chapter president shall be a non-voting board director. The term of office of each Director shall be three years, and Directors shall be elected each year. No Director will be eligible to serve more than three consecutive terms, except any lifetime member may be eligible to serve on the board in an Emeritus capacity. A member who has completed three consecutive terms maybe a candidate for the board again after a 2 year period. At least, 2/3 of the elected Board of Directors shall be construction contractors. No more than (3) members from the same chapter can serve on the board. Nominations of candidates for Director to be filled each year shall be made in the following manner:

No later than October 31 the President shall appoint a nominating committee chairman who will select 5 members of the Board of Directors to sit as regular committee members, no two of whom shall be residents of the same state to nominate the candidates for election as Directors and to coordinate the nomination procedure described herein. Immediately after the appointment of such committee, the Secretary shall mail, or email a notice to each chapter for distribution to its regular members of the Association stating the names and addresses of the members of the Committee. Any regular member of the Association may cause to be nominated any eligible candidate including himself or herself by submitting to any member of the committee on or before a date set by the committee a petition bearing the signature of at least 7 members stating their support of the nomination. The nomination committee shall examine the qualifications of each of the individuals so recommended those individuals who shall be nominees. Any member of a Chapter in good standing and who has been a member for a minimum of two years is eligible to serve on the Board of Directors, subject, however to an

exception where there is no Chapter. In the event there is no Chapter in the geographical area in which the Director resides, in order to qualify, the Director must be a member in good standing with National. No later than 30 days prior to the regular annual meeting the nominating committee shall submit the list of nominees, biographical information regarding the candidates, which shall include a short position statement requested to be included by any candidate. Ballots, proxy forms and the information so gathered shall be submitted to members along with the notice of meeting. To be elected to the Board of Directors, each nominee must receive a majority vote of members present and voting at the annual membership meeting. Each member in good standing shall have one vote for each candidate.

Section 8.18. Annual Report. The President shall make a written report to the members of the Association at each regular Annual Membership meeting and include a written summary from each standing committee and other committees.

#### **ARTICLES IX: COMMITTEES**

Section 9.01. Committees of Directors. The board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees, each of which shall consist of one (1) or more directors and may also include members who are not on the Board of Directors, to serve at the pleasure of the Board. The Board may designate one or more alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. Any committee that includes voting members who are not on the Board of Directors may not be delegated the authority or power of the Board of Directors. Any committee whose voting members consist only of directors, to the extent of the powers specifically delegated in the resolution of the Board of Directors or in these Bylaws, may have all or a portion of the authority of the Board of Directors, except that no committee, regardless of Board resolution, may:

- (a) Approve any action that, under the General Nonprofit Corporation Law of the State of Florida also requires the affirmative vote of the members of a nonprofit corporation.

- (b) Fill vacancies on the Board of Directors or in any committee that has the authority of the Board.
- (c) Fix compensation of the directors for serving on the Board or on any committee.
- (d) Amend or repeal the articles of incorporation or bylaws or adopt new bylaws.
- (e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or
- (f) Appoint any other committees of the Board of Directors or the members of such committees.
- (g) Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business; or revoke any such plan.
- (h) Approve any transaction between the corporation and one or more of its directors in which the director or directors have a material financial interest.
- (i) Bind the corporation in a contract or agreement exceeding the amount of \$10,000.

Section 9.02. Meetings and Actions of Committees. Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 6 of these Bylaws, concerning meetings and actions of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules not inconsistent with the provisions of these Bylaws for the government of any committee.

Section 9.03. Executive Committee. Pursuant to Section 8.01 may appoint one (1) or more directors, one of whom shall be the Chairperson of the Board, to serve as the Executive

Committee of the board. The Executive Committee, unless limited in a resolution of the board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the corporation between meetings of the board; provided, however, that the Executive Committee shall not have the authority of the board in reference to those matters enumerated in Section 8.01. The Secretary of the Corporation shall send to each director a summary report of the business conducted at any meeting of the Executive Committee.

The permanent committees shall be:

Membership & Chapter Development

Education & Training

Legislative

Conventions, Meetings Awards

Legal, Bylaws & BOD Nominations

Marketing & Communications

Budget and Finance

Industry Initiatives

## **ARTICLE X: OFFICERS**

Section 10.01. Officers. The officers of the corporation shall consist of the Chairperson of the Board, President, Vice President, the Secretary, the Financial Secretary and the Treasurer, and each of them shall be appointed by the Board of Directors. Any two or more offices may be held by the same person, except that neither the Secretary, the Financial Secretary nor the Treasurer may serve concurrently as either the President or the Chairperson of the Board. The Board of Directors may appoint, and may empower the Chairperson of the Board, the President or another officer to appoint, such other officers as the activities of the corporation may require, each of whom shall have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.

All officers of the corporation shall hold office from the date appointed to the date of the next succeeding annual meeting of the Board of Directors, and until the successors to such officers are elected and qualified; provided that all officers, as well as any other employee or agent of the corporation, may, subject to any claim for breach of contract based on any

contractual arrangements between any such person and the corporation, be removed at any time at the pleasure of the Board of Directors, or, except in the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors, and upon the removal, resignation, death, or incapacity of any officer, the Board of Directors, the Chairperson of the Board, the President or another officer in cases where the Chairperson of the Board, the President or the other officer has been vested by the Board of Directors with power to appoint, may declare such office vacant and fill such vacancy.

Any officer may resign at any time by giving written notice to the Board of Directors, the Chairperson of the Board, the President, or the Secretary of the corporation, without prejudice, however, to the rights, if any, of the corporation under any contract to which such officer is a party. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation; and unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective.

The salary and other compensation of the officers shall be fixed from time to time by resolution of or in the matter determined by the Board of Directors.

Section 10.02. Duties of the Chairperson of the Board. The Chairperson of the Board shall, when present, preside at all meetings of the Board of Directors and Executive Committee and shall perform all the duties commonly incident to that office. The Chairperson of the Board shall have authority to execute in the name of the corporation all bonds, contracts, deeds, leases, and other written instruments to be executed by the corporation (except when by law the signature of the President is required), and shall perform such other duties as the Board of Directors may from time to time determine.

Section 10.03. Duties of the President. The President shall function as the General Manager and Chief Executive Officer of the corporation in administering the conduct of its business. Where appropriate, the board of directors shall place the President under a contract of employment. The President shall be responsible to and governed by the board of directors, shall report to and advise the board on all significant matters of the corporation's business, and shall see that all orders and resolutions of the board are carried into effect. The President shall be empowered to act, speak for or otherwise represent the corporation between meetings of the board within the boundaries of policies and purposes established by the board and as set forth in the articles of incorporation and bylaws. The President shall be responsible for the hiring and

firing of all personnel other than officers appointed by the board, and shall be responsible for keeping the board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the board. The President is authorized to contract, receive, deposit, disburse, and account for funds of the corporation in fulfillment of the corporation's objectives; to execute in the name of the corporation all bonds, contracts, deeds, leases, and other written instruments to be executed by the corporation; and to negotiate all material business transactions of the corporation.

**Section 10.04. Duties of the Vice President.**

Section 10.05. Duties of the Secretary. The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office and such other places as the Board of directors may order, a book of minutes of actions taken at all meetings of directors and committees, with the time and place of holding, whether regular or special, how authorized, the notice given, the names of those present at the such meetings, and the proceedings of such meetings.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and of the committees of this corporation required by these Bylaws or by law to be given, shall keep the seal of the corporation (if any) in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

**Section 10.06. Duties of the Treasurer.** The Treasurer shall keep and **maintain official financial records** of NABWIC including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall disburse or cause to be disbursed the funds of NABWIC as may be ordered by the Board of Directors or payee if budget and or funds are available for disbursement or reimbursement. Provide written quarterly reports income and disbursements to members.

Keep actual records of income, and disbursements.

Make voucher system for disbursements of fund.

Serves as the Chair of Budget (Finance) Committee.

Sign all checks except own.

Maintain the PayPal Account.

Ensure that NABWIC records are audited when required.

If required by the Board of Directors, the Treasurer, shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the corporation of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control on the Treasurer's death, resignation, or retirement, or removal from office. The corporation shall pay the cost of such bond.

**Section 10.07. Financial Secretary.**

**ARTICLE XI: STANDARD OF CARE**

Section 11.01. General. A director shall perform the duties of a director, including duties as a member of any committee of the Board on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (c) A committee of the Board upon which the director does serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.



Except as provided in Section 10.03, a person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

Section 11.02. Loans. This corporation shall not make any loan of money or property to or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 11.03. Self-Dealing Transactions. Except as approved in Section 9.04 below, the Board shall not approve a self-dealing transaction. A self-dealing transaction is one to which the corporation is a party and in which one or more of the directors has a material financial interest or a transaction between this corporation and one or more of the directors or between this corporation and any person in which one or more of its directors has a material financial interest.

Section 11.04. Approval. The Board of Directors may approve a self-dealing transaction if the Board determines that the transaction is in the best interests of, and is fair and reasonable to, this corporation and, after reasonable investigation under the circumstances, determines that this corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board, in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of the majority of the directors then in office, provided that a quorum is present, without counting the vote of the interested director or directors.

Section 11.05. Indemnification. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and agents, including persons formerly occupying any such position, and the heirs, executors and administrators of such persons, against all expenses (including attorneys' fees and disbursements), judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any action, suit, or proceeding, including an action by or in the right of the corporation, by reason of the fact that the person is or was a director, officer, employee or agent of this corporation. Such right of

indemnification shall not be deemed exclusive of any other rights to which such person may be entitled apart from this Section 11.05.

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification in defending any action, suit, or proceeding shall be advanced by the corporation before final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

The corporation shall have power to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by such persons in such capacity or arising out of the person's status as such.

## **ARTICLE XII: EXECUTION OF CORPORATE INSTRUMENTS BY THE CORPORATION**

Section 12.01. Execution of Corporate Instruments. The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the corporation.

All checks and drafts drawn on banks or other depositories on funds to the credit of the corporation, or in special accounts of the corporation, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

## **ARTICLE XIII: ANNUAL REPORT TO DIRECTORS**

Section 13.01. The corporation shall provide to the directors no later than 120 days after the close of its fiscal year, a report containing the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

- (c) The revenue or receipts of the corporation both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

The report shall be accompanied by any pertinent report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statement were prepared without audit from the books and records of the corporation.

#### **ARTICLE XIV: MAINTENANCE AND INSPECTION OF CORPORATE RECORDS**

Section 14.01. Maintenance and Inspection of Articles and Bylaws. The corporation shall keep at its principal office in this state, the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the director's at all reasonable times during office hours.

Section 14.02. Maintenance and Inspection of Other Corporate Records. The accounting books, records, and minutes of proceedings of the Board of Directors and any committees of the corporation shall be kept at such place or places designated by the Board of Directors or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or type form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the corporation shall turn over to his or her successor or the president, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the corporation as have been in the custody of such officer, employee, or agent during his or her term of office.

Every member in good standing can at any time request to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

#### **ARTICLE XV: FISCAL YEAR**

The fiscal year of the corporation shall run from January 1<sup>st</sup> through December 31<sup>st</sup> of each year.

**ARTICLE XVI: CONSTRUCTION AND DEFINITIONS**

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Nonprofit Corporation Law of the State of Florida as amended from time to time shall govern the construction of these Bylaws without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

**ARTICLE XVII: AMENDMENTS**

These Bylaws may be adopted, amended or repealed by the vote of a majority of the directors present at a meeting duly held at which a quorum is present. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed Bylaw revisions with explanations therefore, is given in accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.

**ARTICLE XVIII: ORDER OF BUSINESS**

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

The above Bylaws are the Bylaws of this corporation as adopted at a meeting of the Board of Directors held on \_\_\_\_\_

Dated: \_\_\_\_\_

\_\_\_\_\_  
Elizabeth A. McNeill  
President