

**ACCOUNTING & FINANCIAL WOMEN'S ALLIANCE**  
SEATTLE CHAPTER NUMBER 9  
BYLAWS

ARTICLE I - NAME

The name of this organization shall be Seattle Chapter No. 9 of the **Accounting & Financial Women's Alliance**.

ARTICLE II - MISSION

The mission of the Accounting & Financial Women's Alliance is to enable women in all accounting and related fields to achieve their full personal, professional and economic potential and to contribute to the future development of their profession.

ARTICLE III - MEMBERSHIP

SECTION 1

Membership in this Chapter shall be open to persons who are interested in some field of accounting or **finance**. Application shall be made on the ~~on the~~ **Accounting and Financial Women's Alliance National website**. Application for membership shall be approved by the National Board of Directors.

SECTION 2

There shall be five classes of membership: Regular, Associate, Affiliate, Retired and Honorary.

(A) Regular/Retired:

1. Holds a CPA certificate or equivalent or has two/more years of experience in accounting **or finance** or holds a bachelor's degree in accounting **or finance** or a related field

(B) Student/Associate:

1. Regularly enrolled student or has fewer than 2 years of experience in accounting or **finance**. Reclassification from associate to regular membership may be requested upon attaining the required qualifications.
2. Associate membership is limited to two years following attainment of qualifications for regular membership, and a maximum of seven years.

(C) Affiliate:

1. Not actively engaged in accounting **or finance** or has a substantial interest in accounting or finance.

(D) Honorary:

1. Persons who are outstanding in the **accounting or finance** profession locally, or who have made valuable contributions to the work of this Chapter, may be elected to honorary membership by a two-thirds vote, provided notice of such proposed election has been submitted to each member at least thirty days in advance.
2. An honorary member must be eligible for regular, associate **or retired** membership in this Chapter.
3. The Chapter assumes the liability for national dues of all members it elects to honorary membership in the Chapter.
4. Honorary members shall have the right to vote and retain all former rights and privileges in the Chapter.

ARTICLE IV - DUES

## SECTION 1

(A) The Chapter Board of Directors shall establish the dues for all classes of membership. However, dues for a succeeding year may not exceed a maximum which is computed by increasing the dues currently in effect by five percent.

(B) **All members must maintain membership at both the National and Chapter level.**

(C) Honorary members shall have their dues **paid by the Chapter.**

## SECTION 2

Dues shall become payable on **members anniversary date** and shall become delinquent 60 days after the invoice date. All dues shall be paid to **AFWA National** in U. S. funds. Any member whose dues have not been paid within this time shall be dropped from membership.

## ARTICLE V - OFFICERS AND DUTIES

### SECTION 1

The officers of this Chapter shall be a president, a president-elect, a treasurer, and a secretary (four officers in total).

### SECTION 2

The duties of these officers shall be those customary to or in respect of their several offices and any other assigned to them by the President. In the performance of such duties, the Officers shall be guided by these bylaws, the "Chapter Procedure Manual" of the **Accounting & Financial Women's Alliance**, and the Chapter Standing Rules.

### SECTION 3

Officers shall serve for a term of one administrative year, or until their successors are elected. No officer shall be eligible to serve more than two consecutive **full** terms in the same office.

### SECTION 4

Only regular members in good standing who have served or are serving as members of the Chapter Board of Directors shall be eligible for the office of president ~~or president-elect~~.

### SECTION 5

A vacancy in the office of president shall be filled by the president-elect. A vacancy in the office of the president-elect **may be filled by Board appointment**. If a vacancy occurs in both the offices of the president and president-elect, the secretary shall call a meeting of the Chapter Board of Directors for the purpose of electing, from the eligible members of the Chapter Board of Directors, a president to fill the unexpired term of president. Vacancies in other offices shall be filled in accordance with Article VI, Section 4.

### SECTION 6

The incoming president (president-elect) may call a meeting of the board-elect to ratify the appointed chairs of standing committees and fill any vacancies on the board-elect.

## ARTICLE VI - BOARD OF DIRECTORS

### SECTION 1

The Chapter Board of Directors shall consist of the officers of the Chapter, the immediate past president, and four (4) to six (6) other directors, of whom two (2) to four (4) shall be elected in each year.

## SECTION 2

Directors shall serve for a term of two administrative years, or until their successors are elected.

## SECTION 3

If the immediate past president is unable to serve on the Chapter Board of Directors, the most recent past president who consents to serve shall fill the vacancy.

## SECTION 4

Other vacancies on the Chapter Board of Directors not previously provided for shall be filled by appointment by the President with the approval of the Chapter Board of Directors. Such appointed directors shall serve until their successors are elected.

## SECTION 5

At least six (6) board meetings shall be held each year at a time and place designated by the President.

## SECTION 6

Special board meetings may be held at any time upon call of the President or of three members of the Chapter Board of Directors.

(A) At least three (3) days' notice of such special meeting shall be given to all board members.

(B) Only such business shall be transacted as that for which such a meeting was called.

## SECTION 8

A quorum of the Chapter Board of Directors shall consist of five board members, at least two of whom shall be elected officers.

## SECTION 9

The Chapter Board of Directors shall perform the duties as described by these bylaws and the chapter standing rules and any other duties as directed by the Chapter President.

## ARTICLE VII - COMMITTEES

### SECTION 1

The Executive Committee shall be composed of the president, president-elect, and secretary. **In case there is no president-elect, the immediate past president will be a member. Three** members of the Executive Committee shall constitute a quorum.

### SECTION 2

Standing and special committees and chairs shall be appointed by the President with the approval of the Chapter Board of Directors whenever deemed necessary to the welfare and development of the **membership.**

### SECTION 3

In addition to being a member of the Executive Committee, the President of the Chapter shall be an ex-officio member of all other committees except the Nominating Committee.

#### SECTION 4

The duties of the standing committees shall be such as are set forth in the Chapter Standing Rules of the **Accounting & Financial Women's Alliance** and as directed by the Chapter president.

### ARTICLE VIII - GOVERNMENT

#### SECTION 1

Government of the Seattle Chapter shall be vested in the Chapter Board of Directors between meetings of the membership.

#### SECTION 2

The Executive Committee shall carry out instructions of the Chapter Board of Directors and conduct affairs of the Chapter between meetings of the Board.

#### SECTION 3

The absence of an officer or director three times in succession without good cause from a regular or board meeting may disqualify such officeholder and the office may be declared vacant by the Chapter Board of Directors after proper hearing, if determined to be in the best interest of the Chapter.

#### SECTION 4

The fiscal and administrative year of this Chapter shall extend from July 1 to June 30 of the following year.

## SECTION 5

The records of the Treasurer shall be audited, reviewed or compiled for each fiscal year by an independent accountant who shall be appointed by the **Board of Directors**.

## ARTICLE IX - NOMINATIONS AND ELECTIONS

### SECTION 1

Annual election of officers and directors shall be held at the regular May meeting of this Chapter.

### SECTION 2

The Nominating Committee shall consist of three members: the immediate past president, one regular member appointed by the Board of Directors and one regular member elected by the membership. The committee members shall select a chair from among the three members. A vacancy of this committee shall be filled by the Board of Directors.

### SECTION 3

The Nominating Committee shall present a list of nominations for officers and directors to the membership at the regular meeting in April or via formal electronic notification process.

### SECTION 4

Nominations may be made via formal electronic notification process or from the floor at the April meeting by any member in good standing. Additional nominations by signed endorsement of ten members in good standing may be made via formal electronic notification process or at the May meeting.

### SECTION 5

Voting shall be via formal electronic notification process or by a show of hands at the May meeting. If there are no nominations from the floor, the Secretary may be instructed to cast the vote of the Chapter for the ballot as prepared by the Nominating Committee.

(A) Each member in good standing in this Chapter, and present in person at such election, shall have one vote for each office.

(B) In all elections a plurality of votes shall govern.

## ARTICLE X - MEETINGS

### SECTION 1

At least ten (10) regular meetings shall be held each year, preferably during the fourth week of each month, at a time and place designated by the Board of Directors.

### SECTION 2

Special meetings may be called by the President, or three members of the Board of Directors.

(A) At least three (3) days' notice of such special meeting and its purpose shall be given to each member of the Chapter.

(B) Only such business shall be transacted as that for which such a meeting was called.

#### SECTION 3

The Annual Meeting shall be the regular meeting held in June.

#### SECTION 4

A quorum of the general membership shall consist of twenty percent of the total membership of the Chapter.

#### SECTION 5

The President or the Board of Directors, by two-thirds vote, may cancel or postpone any meeting when it deems such an action to be required due to the existence of a national or local emergency.

### ARTICLE XI - REPRESENTATION

#### SECTION 1

The Chapter shall be represented at meetings of the **Accounting & Financial Women's Alliance** as provided for in the National Bylaws.

#### SECTION 2

Credentials of delegates, alternates, proxies and proxy alternates shall be signed as provided in the National Standing Rules.

#### SECTION 3

Delegates and alternates to the national annual and special meeting for the ensuing administrative year shall be elected by a majority vote of the members present at the regular August meeting of the membership, or at any other regular or special meeting of the membership, providing notice of such election is sent with the notice of the meeting.

#### SECTION 4

Should any delegate or alternate not be able to attend the national meeting for which elected, the President may appoint a substitute, or the Chapter may elect to have a regular member in good standing of another chapter carry its proxy vote.

### ARTICLE XII - CHARGES

#### SECTION 1

Charges may be brought by any member of the Society having knowledge of a member who is guilty of conduct unbecoming a member of the society. The charges shall be in writing and accompanied by adequate proof. Charges brought by any member of a chapter must be submitted to the Chapter Board of Directors who, by a three-fourths vote, shall request action by the National Board of Directors.

## ARTICLE XIII - PARLIAMENTARY AUTHORITY

### SECTION 1

All points not specifically covered in these bylaws shall be governed by the rules contained in Roberts' Rules of Order, Newly Revised.

## ARTICLE XIV - DISSOLUTION

### SECTION 1

This Chapter can be dissolved by a two-thirds vote of the members present and voting at a membership meeting, provided that notice of such vote has been submitted to each chapter member in writing **or electronically** at least thirty days in advance.

### SECTION 2

Within thirty days from the date this Chapter is declared inactive by its Board of Directors, it shall surrender its charter and all books and records to the National Headquarters' office.

### SECTION 3

In the event of dissolution of this Chapter, the remaining Chapter funds will go to a non-profit organization that qualifies as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code as follows: (1) The **Foundation of Accounting & Financial Women's Alliance (is this the right one?)** if it is in existence, or (2) a non-profit organization working for the benefit of the accounting **or finance** professions to be chosen by the Trustee of the dissolution.

## ARTICLE XV - AMENDMENTS

### SECTION 1

These bylaws may be amended at any regular meeting, or any special meeting duly called for that purpose, by a two-thirds vote of the members present and voting. The proposed amendments must be submitted in writing 30 days prior to the business meeting at which any amendment is presented for vote.

### SECTION 2

All amendments adopted by this Chapter shall be submitted to the National Bylaws Chair for approval before becoming effective.

### SECTION 3

When amendments to the national bylaws shall have an effect on this Chapter's bylaws, such amendments shall automatically become effective for this Chapter. Notice in writing **or electronic form** shall be sent to the membership.