

Women Innovating Together, Inc. Bylaws

TABLE OF CONTENTS:

ARTICLE I – OFFICES AND purpose

Section 1.01 Principal Office

Section 1.02 Purpose & Mission, Logo

ARTICLE II – MEMBERS

Section 2.01 Eligibility for Membership

Section 2.02 Annual Dues

Section 2.03 Rights of Members

Section 2.04 Resignation and Termination

Section 2.05 Non-voting Membership

Section 2.06 Non-transferability of Membership

Section 2.07 Meeting of General Members

Section 2.08 Location of Meetings

Section 2.09 Electronic Meetings

Section 2.10 Notice of Meetings

Section 2.11 Meeting Record of Member Attendance

ARTICLE III – GOVERNANCE; BOARD OF DIRECTORS

Section 3.12 Governance

Section 3.13 Duties of Officers – Elected

Section 3.14 Duties of Officers – Appointed

Section 3.15 Meetings

Section 3.16 Action Without a Meeting

Section 3.17 Resignation and Removal of Directors; Vacancies

Section 3.18 Compensation

Section 3.19 Indemnification of Directors

ARTICLE IV – MISCELLANEOUS PROVISIONS

Section 4.01 Electronic Voting

Section 4.02 Electronic Meetings

Section 4.03 Fiscal Year

Section 4.04 Amendment of By-Laws

ARTICLE V – DISSOLUTION

Section 5.01 Dissolution

Women Innovating Together, Inc. Bylaws

ARTICLE I – OFFICES AND PURPOSE

Section 1.01 Principal Office

Women Innovating Together, Inc. (WITfm) is incorporated in the State of Texas. The corporation conducts all or most of its business via the internet and does not have physical premises.

Section 1.02 Purpose & Mission, Logo

Purpose

The nonprofit corporation is organized for the following purpose or purposes: Women Innovating Together is organized and operated exclusively for charitable purposes in accordance with Section 501(c)(3) of the Internal Revenue Code. More specifically, Women Innovating Together exists to eliminate prejudice and discrimination against women by providing advocacy, mentorship, networking and leadership opportunities and also by raising funds to provide scholarships for women who seek to advance their education in the field of technology. One of the first scholarships to be offered will be for the annual developer conference Claris Engage.

Logo



The logo for WITfm reflects our identity as a global community of women in technology, connected together through our individual contributions. Our icon, a collection of nine circles and joined by lines organized in a 3x3 frame is aspirational in its numerous links to the scientific, technological, engineering, and design aspects of our practice. The icon is reminiscent of tic-tac-toe and suggests the game/puzzle aspect of programming. The database term, “many-to-many relationship” is symbolized by the way these circles and lines connect. The brackets bookending the word “Innovating” in our name are a nod to code syntax. The sky blue and cloud grey colors in the logo have verbal and visual resonance in the tech community. Additionally, this pallet compliments the Claris International, Inc. brand, speaking to the potential that we see in this platform. Overall, the logo represents a network of technophiles joined to promote knowledge.

ARTICLE II – MEMBERS

Section 2.01 Eligibility for Membership

Membership shall be open to anyone who has an amateur, professional or supporting role in development with Claris International, Inc. products. Voting Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of either the Board of Directors or Membership Advisory Committee appointed by the Board. (The Claris International, Inc. platform is a Workplace Innovation Platform that gives businesses the tools to tailor their existing processes and systems to meet specific business needs.)

Section 2.02 Annual Dues

The amount required for annual dues shall be set by quorum of the Board of Directors, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues. Annual dues will be required for membership.

Section 2.03 Rights of Members

Each voting member shall be granted one vote in association elections. The voting member is eligible to appoint one voting representative as proxy to cast the member’s vote if the voting member will be absent from the meeting

Section 2.04 Resignation and Termination

Any voting member may resign by filing a written and signed resignation with the secretary. Resignation shall not relieve a voting member of unpaid dues, or other charges previously accrued. Any member can have their membership terminated by a majority vote of the Board of Directors.

Section 2.05 Non-voting Membership

The board shall have the authority to establish and define non-voting categories of membership.

Section 2.06 Non-transferability of Membership

Membership in Woman Innovating Together, Inc. may not be transferred or reassigned to another person.

Section 2.07 Meeting of General Members

Regular meetings of the Members shall be held quarterly.

An annual meeting of the Members shall take place in the month of the developer conference Claris Engage, and/or the specific date which will be designated by a quorum of the Board of Directors.

Women Innovating Together, Inc. Bylaws

Section 2.08 Location of Meetings

Meetings shall be held at a location or by digital method designated by a quorum of the Board of Directors.

Section 2.09 Electronic Meetings

A meeting of members may be held by telephonic or electronic means and a member who votes at a meeting or establishes a communications link to a meeting shall be deemed to be present at that meeting.

Section 2.10 Notice of Meetings

Notice of each meeting shall be given to each voting member, by email and/or SMS, not less than two weeks prior to the meeting.

Section 2.11 Meeting Record of Member Attendance

Member attendance will be recorded at the start of meetings in the manner designated by a quorum of the Board of Directors. The resulting list will be attached to the minutes for said meeting, as well as recorded in the Member database.

ARTICLE III – GOVERNANCE; BOARD OF DIRECTORS

Section 3.12 Governance

Women Innovating Together is governed by a Board of Directors consisting of Leads for the various functions of the organization. The elected positions are Lead Facilitator, Scholarship Lead, Business Lead, Membership Lead, Donor Relations Lead, Lead Facilitator-elect, and past Lead Facilitator.

The appointed positions are Website Lead, Events Lead, Booth Lead, Marketing Lead, Mentorship Lead, Virtual Meetup Lead or other positions that are determined by the Board of Directors or Lead Facilitator.

The terms for all positions are 1 year.

Elections are held once a year at or near the time of the Claris Engage developer conference or, in the case of no Claris Engage being held, at a time designated by the Board of Directors with 30 days notice to all voting members. Voting may take place by electronic ballot, written ballot or in person at the developer conference Claris Engage.

Appointed positions are appointed by the Lead Facilitator with approval by the Board of Directors.

Section 3.13 Duties of Officers – Elected

Lead Facilitator

The Lead Facilitator is responsible for facilitating the committee chairwomen in their pursuits and the communication with Claris International, Inc. Additionally, the role oversees the administration, programs and strategic plan of the organization. Other key duties include fundraising, marketing, and community outreach. The Lead Facilitator will appoint committee leads as appropriate with the Boards Approval. The Lead Facilitator will appoint a Nominating Committee Lead in February of each year. The Lead Facilitator is the head of the Board of Directors and also acts as chair of the Finance Committee and is elected by the membership.

Lead Facilitator-Elect

The Lead Facilitator-Elect shall serve in the absence of or at the direction of the Lead Facilitator and is designated to succeed the Lead Facilitator after their term of office expires, is vacated or is otherwise terminated. In addition to such other duties as may be assigned from time to time by the Lead Facilitator or by the Board, the Lead Facilitator-Elect shall be responsible for the administration, logistics and operations of Women Innovating Together, including oversight of contracts. The Lead Facilitator-Elect is elected by the membership.

Past Lead Facilitator

Past Lead Facilitator is the predecessor to the current Lead Facilitator and serves in an advisory fashion with duties at the discretion of the current Lead Facilitator. The Past Lead Facilitator is a voting member of the board and is elected by the membership.

Finance Committee

The Finance Committee shall be the custodian of all funds and securities belonging to Women Innovating Together and shall have responsibility for receipt and disbursement of same under the direction of the Board. The Finance Committee shall see to the keeping of full and accurate accounts of the finances of Women Innovating Together and shall cause a statement to be prepared of its assets and liabilities as of the close of each fiscal year and of the results of the operations and of changes in surplus in each fiscal year, all in reasonable detail within sixty (60) days after the end of such fiscal year. The statement so prepared shall be presented by the Chair of the Committee to the Membership at its next regular Quarterly meeting after preparation of the report. In addition, the Chair of the Finance Committee shall prepare quarterly financial reports in the format designated by the Board. The Finance Committee will consist of the Lead Facilitator acting as Chair, Donor Relations Lead, and Scholarship Lead.

Women Innovating Together, Inc. Bylaws

Business Lead

The Business Lead shall keep accurate records of the acts and proceedings of all meetings of the General Members and the Board. The Business Lead shall have general charge of the records of Women Innovating Together. The Business Lead shall sign such instruments as may require a Secretary's signature and, in general, shall perform all duties incident to the office of a Secretary. The Business Lead will review annually this Constitution and Bylaws, maintaining the official copy, keeping it current and recommending changes that meet the needs of the organization. The Business Lead will file and keep all state and federal forms up to date, keeping the organization in good standing.

Donor Relations Lead

The primary duties of the Donor Relations Lead are to oversee WITfm's fundraising efforts for the year, including drafting the annual fundraising message, seeking the feedback/approval messaging from the Marketing Lead and the Lead Facilitator, as well as distributing the messaging in a variety of ways throughout the year, including, but not limited to: PPT/keynote presentations, correspondence to past donors, potential donors and alumni, MailChimp, and Claris meet-ups. The Donor Relations Lead works with the Scholarship committee to set fundraising goals for the year and presents this goal to the Lead Facilitator for approval. During the year, the Donor Relations Lead monitors the campaign's progress and reports results/trends at quarterly meetings. The Donor Relations Lead explores and develops ways to continually strengthen revenue streams to support WITfm's missions.

The Donor Relations Lead manages the various revenue-generating streams/venues, including, but not limited to: Donation website (e.g. GoFundMe or CWP solution), Recurring Memorial Scholarship Donations, Collection of Direct Donations (as opposed to via website, e.g. GoFundMe). The Donor Relations Lead is charged with keeping WITfm's hosted Claris FileMaker solution, Booth Buddy, updated with the most current donor and donation information.

The Donor Relations Lead also oversees the appointed position, Alumni Relations. Alumni Relations: The Donor Relations Lead guides the Alumni Relations position to work cooperatively with Marketing and Scholarship committees to cultivate, curate, document and distribute alumni stories as part of the organization's ongoing success narrative.

The Donor Relations Committee encourages practicing and inspiring the proactive gift of gratitude to donors.

Scholarship Committee Lead

The Scholarship Lead is responsible for the documentation and communication of the scholarship submission and selection activities of WITfm. The Scholarship Lead is the primary officer of the committee and provides the links between the committee, members and outside agencies. The Scholarship Lead should be a good communicator, maintain confidentiality on relevant matters and have the ability to delegate tasks and supervise others. Tasks include preparation of the scholarship application, guidance of the application review process, communication with applicants as needed, receive and disseminate correspondence to and from the scholarship committee.

Membership Lead

The Membership Lead shall be responsible for: developing strategies for attracting and welcoming new members and retaining existing members; recommending membership policies and requirements to the Board; following through with guests at meetings and with prospective members; and maintaining the database of current members.

Section 3.14 Duties of Officers – Appointed

Claris International, Inc. Liaison

The Claris International, Inc. Liaison will proactively strive to be a resource and advocate within Claris for Women Innovating Together. Responsibilities include providing tactical and strategic input and will function as the primary Claris International, Inc. contact person for the Board of Directors and associated working groups (Board Executive Committee, Board Development, Fund Development, and Finance). All inquiries and requests to Claris International, Inc. should be requested through the Claris international, Inc. Liaison. Other responsibilities include: Support the execution of the Board of Directors' short- and long-term goals and responsibilities; Attend board meetings as scheduled; Accept and respond to emails regarding Board/Committee business; Collaborate as needed with Board members; and Work with committees as requested. This is a non-official, non-voting board member position with an open term of service.

Mentoring Lead

Oversees the advancement of mentorship within the Claris community. It ensures the continuation of the support and maintenance of the mentorship program as the program flourishes, as well as support and maintain the conference buddy program.

Booth Lead

The Booth Lead manages the logistics for setting up and staffing the Booth at events approved by the board. This position coordinates with the other leads to support their strategies and determine how best to promote their specific messaging at any booths. Additionally, this position also coordinates with the Marketing Lead for promoting volunteer staffing opportunities.

Events Lead

The Event Lead is responsible for working with Claris International, Inc. to organize and plan event logistics during the annual Claris Engage or other conferences approved by the board, create a marketing plan and strategy with the Marketing lead(s), and

Women Innovating Together, Inc. Bylaws

work with the greater leadership team to organize events in alignment with the mission and goals of the organization. The luncheon, which is the flagship event, provides a networking opportunity at Claris Engage for all women in attendance. A place to connect with old and new friends, hear about the wonderful things WITfm is doing within the Claris community and recognize the scholarship winners and to gain new active participants on the WITfm committees. Any additional events in support of the annual luncheon would be to create a fun, laid-back atmosphere to experience and learn about the different people in the Claris community, to showcase the WITfm organization to the greater Claris community, and to increase the awareness and participation in the mentorship, scholarship program and Conference Buddy initiatives.

Marketing Lead

The Marketing Lead shall be responsible for: managing communication, including social media; website; brainstorming and developing ideas for creative marketing campaigns, leading the team to create compelling messaging; knowing and implementing best practices for writing, designing, and delivering the content given the communications channel; maintaining a style guide for external communications.

Virtual Meetup Lead

The Virtual Meetup Lead heads a committee that manages an online meeting for presentations and conversation. Each month committee members will coordinate content in the form of member presentations and/or special topics, then schedule and promote each meeting. Members will have the opportunity to hone their presentations skills and connect with Women Innovating Together and other developers from all over.

Section 3.15 Meetings

The Board shall hold regular meetings each year at such times and places as may be fixed from time to time by the Board. Notice of all regular meetings shall be given by usual means of communication by the Lead Facilitator or Business Lead acting as a Secretary not less than two (2) days before the meeting.

Section 3.16 Action Without a Meeting

Any action may be taken without a meeting if one (1) or more written consents setting forth the action are signed either before or after such action by all of the elected Leads and filed with the minutes of the proceedings of the Board.

Section 3.17 Resignation and Removal of Directors; Vacancies

A Director may resign at any time by delivering written notice to the Board, the Lead Facilitator, or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Whenever in the judgment of the Board the best interests of WITfm shall be served thereby, any Lead may be removed from office by a two-thirds (2/3) affirmative vote of the Board, at a meeting of the Board duly called for such purpose at which a quorum is present.

Additionally, a Director may be removed for cause at the sole discretion of the Board for three (3) consecutive absences from duly called and notified meetings of the Board.

Any vacancy may be filled by a vote of the majority of the Board present at a duly held Board meeting at which a quorum is present occurring after such vacancy has occurred or been created.

Section 3.18 Compensation

The Board shall not be entitled to receive any compensation for serving in such capacity, but such persons may, in the discretion of the Board, be reimbursed for reasonable out-of-pocket expenses, if any, incurred as a result of an official duty assigned by the Board. Such reimbursement shall be subject to a limit placed by the Board. Nothing herein contained shall preclude any Director from serving WITfm in any other capacity and receiving compensation therefor.

ARTICLE IV – MISCELLANEOUS PROVISIONS

Section 4.01 Electronic Voting

Voting will be online anonymously where a login verifies a voting member and the actual vote is anonymous. Voting may be conducted electronically if not in person or by mail (see "Section 3.12 Governance"). Voting Membership will be verified electronically (by login), but the actual vote is recorded anonymously.

Section 4.02 Electronic Meetings

A meeting of the Board of Directors may be held by telephonic or electronic means and a Board Member who votes at a meeting or establishes a communications link to a meeting shall be deemed to be present at that meeting.

Section 4.03 Fiscal Year

The fiscal year of WITfm shall close on December 31 at 11:59pm each calendar year.

Section 4.04 Amendment of By-Laws

The proper notice for a bylaw amendment contains three fundamental components:

Women Innovating Together, Inc. Bylaws

1) The proposed amendment, precisely worded, 2) The current bylaw, 3) The bylaw as it will read if the amendment is adopted. Additionally, the notice should include the proposers' names and their rationale for offering the amendment. Bylaws may be changed with two-thirds vote of the current voting membership, either by in-person or absentee voting. Notice shall be given 60 days in advance of the vote to all voting members. The time and place of the vote will be determined by a quorum of the Board of Directors.

ARTICLE V – DISSOLUTION

Section 5.01 Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 as directed by the Board of Directors. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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.