

USC WOMEN IN MANAGEMENT BYLAWS

Article I Members

Section 1.1 - Membership: The membership of this organization is open to all qualified persons who support the goals and purposes of the organization subject to the provisions of Section 1.2.

Section 1.2 - Types & Qualification for Membership: There shall be two types of members: regular and associate. Regular members shall be women employed by USC in administrative, supervisory, management, or faculty positions. Associate members shall be women and men who support and demonstrate an interest in the goals and purposes of the organization, but who do not qualify for regular membership.

Section 1.3 - Admission to Membership: To be admitted to membership, applicants must submit a written application to the Executive Committee. The Executive Committee shall accept application for membership subject to the guidelines stated in Sections 1.1 and 1.2.

Section 1.4 - Resignation of Members: Any member may resign at any time by giving written notice to the Executive Committee or to the President or to the Secretary of the organization. Any such resignation shall take effect at the date of receipt of such notice or such later time as may be specified therein. Unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 1.5 - Property Rights: The property and assets of the organization and the right to participate therein, or dissolution thereof, shall belong to and vest exclusively and equally in the members of the organization.

Section 1.6 - Fees, Dues: The admissions fees, if any, and dues of all members shall be proposed from time to time by the Executive Committee to the members of the organization at a duly constituted meeting. The members shall approve or disapprove said proposal by majority vote subject to the provisions of Article V. A member whose dues are in arrears in excess of 90 days is considered inactive and not in good standing.

Section 1.7 - Voting Rights: Only regular members in good standing shall have the right to vote on organization matters, including but not limited to policy(ies) and stand(s) advocated by the organization, and the election of the officers and Executive Committee members.

Article II

Executive Committee

Section 2.1 - Management: The management of the organization shall be vested in the Executive Committee of ten (10) members.

Section 2.2 - Members of the Executive Committee: The membership of the Executive Committee shall consist of the officers of the organization (President, Vice President, Secretary, and Treasurer), the Chairpersons of the Standing Committees designated in Article VI, Section 6.3, and one (1) member-at-large of the organization. The outgoing President of the organization shall serve for one year as a member of the Executive Committee with full voting privileges. Additionally, the Executive Committee may appoint counsel to serve as an *ex officio* member of the Committee without voting privileges.

Section 2.3 - Regular Meetings: The meetings of the Executive Committee shall be held on a regular basis not less often than once every two months at such time as determined by resolution of the Committee.

Section 2.4 - Special Meetings: Special meetings of the Executive Committee may be called at any time on order of the President or two members of the Executive Committee. Each member of the Executive Committee must be notified in advance of said meeting.

Section 2.5 - Quorum and Voting: Five (5) members of the Executive Committee shall constitute a quorum. A simple majority vote is required to carry any motion. Any member unable to attend may not vote on any motion or matter at said meeting.

Section 2.6 - Powers of the Executive Committee: The Committee shall have and exercise the following powers, in addition to authority given elsewhere in these bylaws:

1. Do all things necessary, consistent with the laws of the State of California and these bylaws, to manage and control the affairs of the organization.
2. Create such *ad hoc* committees in addition to the standing committees as may be deemed necessary, subject to the provisions of Article VI, including the appointment of chairpersons, oversee the work of all committees, and give direction and assistance as necessary.
3. Accept applications for membership, based upon Article I, Sections 1.1 and 1.2.
4. Call special meetings of the members of the organization at any time when it is deemed appropriate by the President or three members of the Executive Committee, subject to provisions of Article V.

5. Propose admission fees, if any, and dues, including the increase and decrease of same, and determine the terms and method of payment. At least thirty (30) days notice of any increase in dues shall be given to all members of the organization subject to the provisions of Articles I and V.
6. Fill any vacancy on the Committee by appointment from the regular membership of the organization. Such appointment shall be by a majority vote of the remaining Committee members. The new member shall hold office until the next annual election of the organization.
7. Act on behalf of and represent the members of the organization consistent with the organization's constitution and these bylaws in the management and control of the daily affairs of the organization.
8. Cause these bylaws to be printed and make available copies to each person now a member or who shall become a member of the organization.
9. Delegate to the members of the organization such duties as herein described consistent with the laws of California, the organization's constitution and these bylaws.
10. Enact any rules and regulations necessary to carry out the foregoing powers, functions, purposes, and goals of the organization consistent with the laws of California, the organization's constitution and these bylaws.

Article III

Officers

Section 3.1 - Officers: The officers of the organization shall consist of a President, Vice President, Secretary, and Treasurer who shall be elected by the members at the annual meeting for one-year terms.

Section 3.2 - President: It shall be the duty of the President to preside at all meetings of the Executive Committee and of the organization. She shall:

1. Call meetings herein provided for
2. Serve as *ex officio* member of all committees, at her discretion
3. See that the bylaws and such rules and regulations as may be adopted, as provided herein, be enforced

4. Generally supervise the affairs of the organization and at the annual meeting make a report of the general business of the organization during the previous year

Section 3.3 - Vice President: In the absence of the President, the Vice President shall perform all the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall be responsible for other functions as delegated by the President.

Section 3.4 - Secretary: Keep all official records of the organization; conduct the official correspondence, make necessary arrangements for all notices to be given and posted, and for minutes of general meetings to be taken, approved, and circulated to the membership. She will also be responsible for the minutes of the Executive Committee meetings, which will be available to the membership.

Section 3.5 - Treasurer: The Treasurer shall collect dues and fees, have charge of and account for all funds of the organization, and shall disburse the same as directed by the Executive Committee.

Section 3.6 - Delegation of Duties: Officers of the organization shall, upon approval of the Executive Committee, have the power to delegate to members of the organization such duties herein described as may be approved by the Executive Committee.

Article IV

Election Procedure

Section 4.1 - Annual Election: The officers and other members of the Executive Committee of the organization shall be elected at the annual meeting of the organization by a majority vote of the regular members for one-year terms.

Section 4.2 - Nominations: Nominations for officers and other members of the Executive Committee shall be made by a five person Nominating Committee elected by the membership not later than the February meeting. The Nominating Committee shall prepare a slate of nominees of regular members in good standing. No one shall be nominated for any position on the Executive Committee without giving her consent. A written report of this slate of officers shall be presented to the members at least thirty (30) days in advance of the annual meeting. This written report may be mailed with the regular annual meeting notice (See Section 5.3).

Section 4.3 - Eligibility for Election: Any regular member of the organization in good standing is eligible to be elected an officer or member of the Executive Committee providing such member gives permission to the Nominating Committee as stated in Section 4.2.

Section 4.4 - Counting: A three member Teller Committee shall be appointed by the President at the March meeting with the concurrence of the members present at that meeting. This committee is responsible for the accurate count of the election ballots. The Teller Committee will elect its own chair.

Section 4.5 - Voting Procedure: Pursuant to the provisions of Article I, only regular members in good standing have the right to vote for the officers and members of the Executive Committee. Each member shall be entitled to one (1) vote for each officer and/or member of the Executive Committee. A member who will be absent from the annual meeting may submit a sealed, written ballot to the Chair of the Teller Committee not later than 3 p.m. of the day before the annual meeting. Such a written ballot will be counted as part of the first ballot for each office for which a vote is cast on that written ballot. Voting shall be secret and the candidate receiving a majority is thereby elected. In case two or more candidates receive the same number of votes for a given position, a runoff election shall be held. Detailed election procedures are found in Appendix A.

Section 4.6 - Commencement of Office: The new officers and other members of the Executive Committee shall officially assume their offices and commence their duties effective June 1, following the annual meeting.

Article V

Meeting of Members

Section 5.1 - Meetings: An annual meeting and a minimum of four (4) meetings per year shall be called by the Executive Committee or the President of the organization.

Section 5.2 - Annual Meetings: Pursuant to Section 5.1, the annual meeting of the members of the organization shall be held each April. The Executive Committee or the President of the organization shall specify the day, date, time, place, and purpose of the meeting.

Section 5.3 - Notice: Notice of the annual meeting and the meetings as set forth in Section 5.1, shall be made by the Secretary of the organization in writing, specifying the date, time, place, and purpose of the meeting and the nature of the business to be transacted. Notice of the annual meeting shall be sent to each member at least thirty (30) days prior to the annual meeting. For other membership meetings held pursuant to Section 5.1, notice shall be sent to each member entitled to vote at least seven (7) days prior to the date of the meeting.

Section 5.4 - Quorum: Twenty percent (20%) of the members of the organization shall constitute a quorum at all annual and other meetings. All business transacted by a meeting so constituted shall be valid. A simple majority vote of the quorum is required to approve

any ordinary transactions or resolutions proposed at the meeting, subject to the provisions of Article VII.

Section 5.5 - Conduct of Meetings: The President, or in her absence, the Vice President, or in the absence of both, a Chairperson chosen by the majority of the Executive Committee present, shall preside at the meeting.

Article VI Committees

Section 6.1 - Establishment of Standing and Ad Hoc Committees: Standing Committees may be proposed to effectuate the goals of the organization by amending the bylaws, according to Article VII, Section 7.3. *Ad hoc* committees may be proposed and established to effectuate the goals of the organization by the President or by a majority vote of the Executive Committee, or the membership.

Section 6.2 - Election of Chairs of Standing Committees: Chairs of Standing Committees shall be elected according to Article IV.

Section 6.3 - Standing Committees: The Standing Committees of the organization shall be:

1. Membership
2. Program
3. Public Relations
4. Professional Development

Section 6.4 - Membership Committee: The purpose of this committee is to promote and maintain membership in the organization.

Section 6.5 - Program: The purpose of this committee is to organize the programs for the regular meetings of the organization and any other programs as approved by the Executive Committee.

Section 6.6 - Public Relations: The purpose of this committee is to encourage formal and informal networks for women at USC, both on and off campus, and also to acquaint the University community with the goals and purposes of Women in Management.

Section 6.7 - Professional Development: The purpose of this committee is to promote equitable treatment of women at USC and elsewhere with respect to employment and to gather and disseminate information on employment practices and professional opportunities.

Section 6.8 - Membership of Standing and Ad Hoc Committees: All members in good standing are eligible to serve as members of standing and *ad hoc* committees and are expected to participate in at least one committee.

Section 6.9 - Relationship to Executive Committee: All standing and *ad hoc* committees shall report to the Executive Committee. Actions which commit organizational funds or promulgate policy or views shall be taken only with the approval of the Executive Committee.

Article VII

Repeal, Amendment, Adoption of Bylaws and Constitutional Provisions

Section 7.1 - By Members: The regular members of the organization shall have the power to repeal, amend, or adopt bylaws and constitutional provisions. This power may not be exercised in any case except upon seven (7) days prior written notice to all members of the organization. Copies of the proposed bylaws or constitutional provisions to be repealed, amended, or adopted will be available.

Section 7.2 - Voting Requirements: To amend, repeal, or adopt constitutional provisions a two-thirds (2/3) majority vote of the membership is required at a duly constituted membership meeting; a simple majority of the regular membership is required to amend, repeal, or adopt bylaws and their appendices at a duly constituted membership meeting.

Section 7.3 - Proposals to Amend, Repeal, or Adopt Bylaws or Constitutional Provisions: A proposal to amend, repeal, or adopt bylaws or constitutional provisions may be made by either the regular membership or the Executive Committee subject to Articles V and II, and subject to the notice provisions set forth in Article VII, Section 7.1. At an annual or general membership meeting, the Executive Committee's proposal(s) are subject to the voting and quorum requirements set forth in Article II.

Section 7.4 - Procedure: Robert's Rules of Order, Newly Revised, shall govern the proceedings of the business meetings of this organization in all cases where not inconsistent with these bylaws.

Appendix A

Voting

1. The Nominating Committee will submit its report in writing to the membership at least thirty (30) days in advance of the annual meeting (See bylaws, Section 4.2).
2. Any absentee ballots cast by WIM members in good standing will be counted as part of the first ballot for each office.
3. Nominations can be made from the floor for any office or position on the Executive Committee.
4. All voting will be by written ballot. These ballots will be passed out at the annual meeting and collected and counted by the Teller Committee. In the event there is only one (1) nominee for a particular office, the President will entertain a motion to elect by voice vote, and election for that particular office or position can be by acclamation.
5. Results will be announced by the President, with the names listed in alphabetical order. An election results when one nominee receives a majority of the valid votes cast. If no election results on the first ballot, voting proceeds in the same manner on subsequent ballots. If there is no election by the third ballot, names will be announced in the order of the votes received, but with no numbers given. If there is no election by the fifth ballot, names will be announced with the number of votes received. Balloting will continue until an election results.