

BY-LAWS OF THE PENSACOLA WOMEN’S ALLIANCE

ARTICLE I NAME AND OFFICES

1. The name of the association is PENSACOLA WOMEN’S ALLIANCE (PWA).
2. The principal office of the association shall be in Pensacola, Florida.

ARTICLE II GOALS AND PURPOSES

The goals and purposes of PWA shall be to:

1. Encourage the advancement of women through mentoring, networking, education, including scholarship funding, and advocacy.
2. Promote the acceptance of women in positions of responsibility.
3. Encourage the expansion of opportunities for women.
4. Improve the status of women.
5. Provide a network for working women with representation from a broad range of professions and/or backgrounds.

ARTICLE III MEMBERSHIP

1. Members in PWA are expected to:
 - a. Be committed to supporting the goals and purposes of the organization.
 - b. Be aware of the many problems facing women today.
 - c. Be willing to use her experience, expertise, and influence to improve the status of all women.
 - d. Maintain membership in good standing.
2. Membership Process.

- a. Membership is open to women who apply, and new members may be admitted at any time during the year.
- b. A membership application and written information regarding PWA's mission, goals, and policies will be provided to a prospective member when she indicates an interest in joining. Completed membership applications will be delivered to the Second Vice President and reviewed by the Board of Directors (BOD).
- c. Upon receipt of a completed membership application form, the Second Vice President will present the same to the Treasurer, who will determine dues to be paid, depending on date the individual joins. The Second Vice President will notify the new member of the amount and due date for payment and provide the Treasurer and Hospitality Chair with a copy of the new member's application.
- d. A member may resign in good standing by submitting her resignation in writing to the Secretary.
- e. Any member of PWA who has resigned may be readmitted for membership. The returning member shall complete the Request for Readmission form and forward it to the Second Vice President for processing.
- f. Any member may be removed from membership in PWA by a vote of a majority of the BOD, at any meeting of the BOD whenever the best interests of PWA will be served thereby. A member shall be given reasonable notice and an opportunity to be heard before she is removed from membership for any reason other than for failure to pay dues.
- g. The amount of annual dues to be paid by members shall be that amount approved from time to time by a majority vote of the membership at the meeting where the matter is voted upon. A notice that an increase in dues will be considered at any meeting shall be included on the written meeting notice sent to the membership prior to that meeting. Dues shall be billed and paid annually, and new members' dues shall be prorated on a quarterly basis, based on the date of acceptance. The Treasurer shall keep a record of all dues payments made by members and shall send out the dues statements. The Treasurer shall also maintain a schedule of the amount of annual dues approved from time to time by the membership. Any member who has not paid her annual dues within 60 days after the beginning of the calendar year for which they are due may be removed from membership at the discretion of the Board. The Treasurer will periodically report on the status of dues collections to the Board during the year.

ARTICLE IV MEETINGS

1. Meetings. Meetings of the PWA will be held monthly except during summer months when there will not be any meetings.
2. Special Meetings. Special meetings of the membership may be called by the President, majority of the BOD, or a majority of the general membership, for any purpose or purposes.
3. Notice of Meeting. Written notice of the place, day, and hour of the meeting and the purpose or purposes for which it is called shall be sent to each member not less than five (5) nor more than thirty (30) days prior to the date of the meeting.
4. Quorum. At any meeting of PWA where business matters are to be voted on, the presence of thirty percent (30%) of the members of PWA shall constitute a quorum. If less than a quorum of the members of PWA is present at a meeting, no vote shall be taken on the business matters, and such matters will be carried over to the next scheduled meeting at which a quorum is present, or a subsequent vote may be taken electronically.
5. Voting. Each member of PWA shall be entitled to one vote.

ARTICLE V

BOARD OF DIRECTORS

1. General Powers. The business of PWA shall be managed by its Board of Directors (BOD), which may exercise all the powers of PWA and do all such lawful acts and things as are not otherwise directed or required to be exercised or done only by the membership.
2. Number and Composition of the Board. The BOD shall be composed of the Officers, Trustees, and the Immediate Past President.
3. Regular Meetings. Regular meetings of the BOD may be held with notice at such time and at such place as shall be determined from time to time by the President then in office, with the concurrence of the other Board members. The BOD may meet in person, by telephone or electronically.
4. Special Meetings. Special meetings of the BOD may be called by the President at a time and place she may designate.
5. Quorum. A minimum of five (5) members of the BOD shall constitute a quorum for purposes of transacting and voting on PWA business. If less than a quorum of the BOD is present at a meeting, no vote shall be taken on the business matters, and such matters will be carried over to the next scheduled meeting at which a quorum is present, or a subsequent vote may be taken electronically.

6. Manner of Acting. The act of a quorum of the BOD present at a meeting shall be the act of the BOD.
7. Vacancies. Any vacancy occurring on the BOD, including any vacancy created by reason of an increase in the number of Board Members, shall be filled by nomination by the President and approval by the members at the next Regular Meeting. Any individual elected by the membership at its next regularly scheduled meeting to fill a vacancy on the BOD shall hold office for the unexpired term of the BOD member that she is replacing.
8. Compensation. The members of the BOD of PWA shall receive no salary or compensation for their services, however, the BOD may authorize the reimbursement of reasonable expenses incurred by any BOD member on behalf of or for the benefit of PWA. A BOD member expecting to incur expenses on behalf of PWA should obtain approval for the expenditure from the BOD prior to the expense being incurred.
9. Presumption of Assent. A BOD member of PWA who is present at a meeting of the BOD at which action on any matter is taken shall be presumed to have assented to the action taken unless such member votes against such action or abstains from voting in respect of such matter because of an asserted conflict of interest.
10. Advisory Committee(s). The BOD shall have the power to designate Advisory Committee(s).

ARTICLE VI OFFICERS

1. Number and Qualification. The officers of PWA shall consist of the President, the First Vice President, the Second Vice President, the Secretary, the Treasurer, and four Trustees, all elected by the membership.
2. Election of Officers. The officers of PWA shall be annually elected at the November meeting and installed at the December meeting.
3. Term of Office. Officers shall be selected for a term of one year. They shall assume their duties at the beginning of the fiscal year. No member shall hold more than one office at a time. No officers or chairs of standing committees shall hold the same office for more than three (3) consecutive terms. Each officer shall hold office until such officer's successor shall have been duly elected and installed, unless such officer sooner dies, resigns, or is removed by the BOD.
4. Removal. Any officer elected or appointed to the BOD may be removed for good cause including without limitation: failure to perform reasonable duties of the position; violation of the Bylaws or Code of Conduct; conduct detrimental to the interest of the

organization or its reputation; or refusal to render reasonable assistance in carrying out the organization's purposes. An officer shall be given reasonable notice and an opportunity to be heard before she is removed from office.

5. Duties of Officers.

- a. The President shall be the principal officer of PWA, shall be a member ex-officio of each committee except the Nominating Committee, shall preside at all meetings of the BOD and general membership meetings, and perform all other duties and responsibilities normally associated with the office of President. The President shall be the official spokesperson for PW A. The President shall be selected from the sitting Board to ensure continuity of leadership.
- b. The First Vice President shall serve in the absence, inability, or refusal to act of the President. The First Vice President shall be the Program Committee Chair and shall perform such other duties as may be assigned to her by the President.
- c. The Second Vice President shall serve as Membership Chair. The Second Vice President shall serve as President in the event that the First Vice President is unable to act in the absence of the President.
- d. The Secretary shall execute all certificates concerning the acts or actions of PWA, shall prepare and keep a record of the minutes of the BOD and General Membership Meetings, and note the attendance at the meetings; give notices of meetings of the membership as required by these by-laws except where this duty is undertaken by another member pursuant to section (g) herein; and preserve the permanent files, records and letters of value to PWA.
- e. The Treasurer shall keep account of all monies of PWA, received or disbursed, and deposited to the credit of PWA at such bank(s) or depositories as the BOD shall designate. The Treasurer shall be responsible for the invoicing and collecting of dues, and for preparing an annual budget for PWA.
- f. Trustees shall be voting members of the BOD and shall perform such duties as may be assigned to them by the President or the BOD. The four Trustees shall be the Chair of the Scholarship Committee, the Chair of the Hospitality Committee, the Chair of the Communications Committee and the Chair of the Information Technology Committee as described in Article VII.
- g. The Immediate Past President shall be a voting member of the BOD.
- h. Subject to the foregoing, the officers of PWA shall have such powers and duties as ordinarily pertain to their respective offices and such additional powers and duties may be assigned to them from time to time by the BOD. Further, the BOD has the power to change the duties and powers of a particular office for the duration of the Board's tenure in any given year.

6. Delegation of Duties. In the absence or disability of any officer of PWA, or for any other reason deemed sufficient by the BOD, the President may delegate the powers or duties of such officer to any other office or to any other Board Member, for the period of absence, disability, or other inability to act.

ARTICLE VII COMMITTEES AND CHAIRS

1. Standing Committees. The Standing Committees of PWA are as follows: (a) Program Committee, (b) Membership Committee, (c) Nominating Committee, (d) Scholarship Committee, (e) Hospitality Committee, (f) Communications Committee, and (g) Information Technology Committee. However, the President may designate one or more other Committees, each to consist of two (2) or more members unless otherwise designated in these by-laws. The Committee Chair is responsible for the composition of the committee.
 - a. The Program Chair shall be the First Vice President. It shall be the duty of the Program Committee to plan and implement a well-coordinated program keeping with PWA objectives.
 - b. The Membership Chair shall be the Second Vice President. The Membership Committee shall promote new membership, maintain membership records; distribute completed membership applications to the BOD; maintain and revise as necessary a current membership directory; maintain a list of members organized by occupation and profession; and provide new members with a current membership directory and copy of the by-laws.
 - c. The Nominating Committee and Election Procedure. The Chair of the Nominating Committee shall be appointed in September by the President. The Nominating Committee shall be composed of not less than three (3) members nor more than five (5) members, one of whom is the Immediate Past President who will serve as the Board Advisor. The Nominating Committee shall present the slate of nominees at the November meeting. Other nominations from the floor will also be in order. All candidates must be members in good standing and the consent of each candidate whether nominated by the Committee or nominated from the floor to serve in the office nominated for must be obtained before the slate is presented or the vote is taken on the nominees. In the event there are nominations from the floor, and there are two (2) or more candidates for an office, then elections to such office shall be by secret written ballot and a majority vote shall elect.
 - d. The Scholarship Chair shall be a Trustee on the BOD. This Chair shall oversee the scholarship programs of PWA; report to the general membership regarding the same; and coordinate the annual contributions, if any, to the eligible local

institutions selected to receive scholarships. Any changes in scholarship amounts must be approved by a majority vote of the general membership.

- e. The Hospitality Chair shall be a Trustee on the BOD, This Chair shall handle meeting arrangements, including meeting location and meal selection; send out monthly meeting notices; organize the June Social and Holiday Party in December; and special events as may be organized from time to time.
 - f. The Communications Chair shall be a Trustee on the BOD, This Chair shall handle all social media, all press releases and other public and electronic communications needs as assigned.
 - g. The Information Technology Chair shall be a Trustee on the BOD. This Chair shall handle PWA's website.
- 2. Other Committees. Such other Committees, to the extent provided in the resolution or resolutions creating them, shall have such functions and may exercise such powers as are designated by the BOD.
 - 3. Removal or Dissolution. Any Committee of the BOD may be dissolved by the BOD at any meeting and any member of such Committee may be removed by the BOD whenever the best interest of PWA will be served thereby.
 - 4. Vacancies on Committees. Vacancies on any Committee of the BOD may be filled by the President, or her designee.
 - 5. Quorum of Committees. At all meetings of Committees, those present shall constitute a quorum for the transaction of business.

ARTICLE VIII FINANCE

Banking Authority: The BOD shall select the financial institutions in which funds of PWA shall be deposited. The President and/or the Treasurer, or such other officer as may be designated by the President, shall have the authority to establish the accounts at the institutions selected by the Board. One signature of an authorized signor is required to endorse checks, deposits and other transactions; provided, however, for any expenditure in an amount of \$1,500 or more, there shall be two signatures required on the check or other instrument associated with the transaction. There shall be at least four members of the BOD authorized to sign on behalf of PWA. The Treasurer and 3 other members of the BOD designated by the President shall be authorized signers.

ARTICLE IX PUBLIC AFFAIRS

1. Public Issues. The general welfare of the community is of concern to the members of the PWA and the merits of any public question involving such welfare may be fairly and intelligently studied and discussed before a PWA meeting for the enlightenment of its members in forming their individual opinions. However, the PWA shall not express an opinion on any controversial public issue.
2. Candidates. The PWA shall not endorse, recommend, or oppose any candidate for elective public office.
3. Policy Statements. The PWA shall neither adopt nor circulate resolutions nor take corporate action dealing with world affairs or policies of a political nature.
4. Public Appeals. The PWA shall not direct appeals to clubs, peoples, or governments, or circulate letters, speeches, or proposed plans for the solution of a specific problems of a political nature.

ARTICLE X NONPROFIT STATUS

1. This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in paragraph I of this Article. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these by-laws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal code.

3. 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 code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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(s) as said Court shall determine, which are organized and operated exclusively for such purposes. The BOD of PWA may by resolution, or amendment to these by-laws, specifically designate the exempt purposes for which such distribution shall be made and the exempt organizations to which the distributions shall be made.

ARTICLE XI FISCAL

The Fiscal year of PWA shall be the period beginning January 1 and ending December 31.

ARTICLE XII ROBERT'S RULES OF ORDER

Robert's Rules of Order, revised, shall be the authority for deciding all points of order and procedures not contained in the By-Laws.

ARTICLE XIII AMENDMENTS

These By-Laws and any amendments thereto shall take effect on the date approved by the membership. The By-Laws may be amended from time to time by a majority vote of the members at any regular meeting, or at any special meeting called for such purpose. Proposed amendments to the By-Laws shall be submitted in writing to the Policy By-Laws Committee for consideration prior to any vote on such amendment.

Adopted by the membership at its regular meeting on the 20th day of March 2025.

PENSACOLA WOMEN'S ALLIANCE

SEAL

President

ATTEST

Secretary