

**BY-LAWS OF THE  
BOSTON CHAPTER OF THE  
PROFESSIONAL WOMEN IN CONSTRUCTION**

The Board of Directors of the Boston Chapter of the Professional Women in Construction (the “Chapter”) adopts the following by-laws (these “By-Laws”), subject to the approval of the Board of Directors of the Professional Women in Construction (“PWC”).

ARTICLE I - NAME AND AUTHORITY

The name of the Chapter shall be the Boston Chapter of the Professional Women in Construction. This Chapter shall be governed by these by-laws and the by-laws of the PWC, operating as such through the authority of the Board of Directors of the PWC.

ARTICLE II - OBJECTIVES.

The purpose of this Chapter shall be to further objectives of the PWC as stated in PWC’s by-laws and Certificate of Incorporation. The purpose of PWC is to support, advance, and connect women and promote diversity within the architecture, engineering, construction (AEC) and related industries.

ARTICLE III - MEMBERSHIP

The membership requirements and classifications of all Chapter members shall be as stated in PWC’s by-laws. All Chapter members must be members in good standing of the PWC.

ARTICLE IV - OFFICERS

SECTION 1 - LIST AND TERM OF OFFICE

The officers of this Chapter shall be:

- a. President
- b. Vice President/President-Elect
- c. Vice President
- d. Treasurer
- e. Moderator

The officers shall serve a term of office of one year, except the Treasurer who shall serve a term of office of two years. All officers shall be selected annually, with the exception of Treasurer who shall be elected biannually, as provided in these by-laws, including Article VIII, no later than June 1. Officers shall begin their terms coinciding with the fiscal year which shall start on September 1. Subject to the nomination process outlined in Article VIII of these by-laws, officers may serve multiple but not consecutive terms in the same office, with the exception of the Treasurer who may serve up to two consecutive terms as Treasurer.

#### SECTION 2 - ELIGIBILITY

A candidate for President, Vice President, Treasurer or Moderator, must:

- a. Be a member of PWC, as defined in PWC's by-laws;
- b. To become a candidate for President, the person must currently be serving or at one point in time have served as an Officer or Director of the Chapter.

#### SECTION 3 - DUTIES AND POWERS

- a. The President shall:
  - (1) Be the authorized leader of the Chapter.
  - (2) Represent the Chapter before the public.
  - (3) Preside at all meetings of the Chapter and its Board of Directors.
  - (4) Appoint the chairs of all committees, with the approval of the Board of Directors, except the Chair of the Nominating Committee, which position shall be filled by the Vice President/President-Elect.
  - (5) Authorize the signing of checks by the Treasurer.
  - (6) Assume all other executive duties not otherwise delegated.
  - (7) Coordinate all activities and execute the business and policies of the Chapter between meetings.

- (8) Be responsible for reporting to PWC.
- b. The Vice President/President-Elect shall:
- (1) Perform all duties of the President in her/his absence or at her/his request.
  - (2) Serve as Chair of the Nominating Committee.
  - (3) Perform any other duties, as determined by the Board of Directors.
- c. The Vice President shall:
- (1) Perform any duties, as determined by the Board of Directors.
  - (2) This Vice President may also serve as a chair of a committee.
- d. The Moderator shall:
- (1) Record, prepare, maintain and distribute as directed the minutes of each meeting of the Chapter and of the Board of Directors.
  - (2) Assist in recording, preparing, maintaining and distributing the agenda for each meeting of the Chapter and the Board of Directors.
  - (3) Carry on the Chapter correspondence as requested by the President or the Board of Directors.
  - (4) Notify members of the Board of Directors' of Board meetings, notify members of membership meetings, and send out ballots for elections and for amendments to these By-Laws.
  - (5) Maintain a file with a copy of mail sent out in the name of the Chapter.
  - (6) Oversee collection and tallying of votes as provided in Section VIII of these By-Laws.
- e. The Treasurer shall:
- (1) Be responsible for the collection, safekeeping and distribution of all Chapter funds.
  - (2) Sign checks for the Chapter as authorized by the President.
  - (3) Prepare, maintain and report as directed on the financial position of the Chapter in relation to the approved budget.
  - (4) Keep an exact account of all receipts and expenditures for

submission to PWC's Treasurer at the end of each fiscal year.

- (5) Be responsible for overseeing the timely annual filing of the Chapter's tax return.

## ARTICLE V - BOARD OF DIRECTORS

### SECTION 1 - MEMBERS

The governing body of the Chapter shall be the Board of Directors (hereafter, the "Board"), who shall all be voting members of the Board, which shall consist of five (5) officers of the Chapter plus up to eight (8) additional directors. With the exception of the Immediate Past President, who shall automatically serve a term on the Board of Directors after serving as President, these directors shall be elected as defined below in Article VIII, for staggered three (3) year terms. As with the officers, directors must be members of PWC, as defined in PWC's by-laws.

### SECTION 2 - VACANCIES

Vacancies occurring among Officers and/or the Board between annual elections shall be filled as follows:

- (1) A vacancy in the office of President shall be filled by the Vice President/President-Elect.
- (2) A vacancy in the offices of Vice President, Moderator, Treasurer or other Board Member shall be filled by nomination by the Board and the majority vote of the Board.
- (3) Any member filling a vacancy shall serve only the remainder of the term left vacant. However, any member is eligible to continue to fill the role if so elected at the subsequent annual election.

### SECTION 3 - MEETINGS

- A. The Board shall hold at least four meetings per year.
- B. Reasonable notice for any such meeting to the members of the Board shall be

given by the Moderator or President by email, mail, telephone or other electronic communication.

C. Participation in Meeting by Teleconference, Videoconference or Similar Means. A Director may participate in a meeting of the Board by, or conduct the meeting through the use of, any means of communication by which all directors participating in the meeting may simultaneously hear one another during the meeting. A Director participating in a meeting by this means is deemed to be present "in person" at the meeting.

D. The Board shall have the minutes kept of all meetings and of all actions taken by them by which the Chapter may be bound or which involve expenditures of the funds of the Chapter. Such minutes shall be kept by the Moderator and it shall be the privilege of any member to inspect the same at any reasonable time.

#### SECTION 5 - QUORUMS

A majority vote of the Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

#### SECTION 6 - REMOVAL

Pursuant to this Section, any Officer or Director shall be subject to removal at any time. The Officer or Director in question shall be notified in writing of the reason for removal and thirty (30) days' written notice shall be sent by Registered Mail and email. The Officer or Director in question shall be afforded an adequate opportunity to be heard before the Board. A vote will be taken at a Board meeting. Removal will be effective immediately if three-quarters (3/4) of the Board present at that meeting vote for such removal.

ARTICLE VI - FINANCES

SECTION 1 - FISCAL YEAR

The Fiscal Year is September 1 through August 31.

SECTION 2 - DUES

Each member of the Chapter shall pay dues to the PWC. The PWC shall return to the Chapter a portion of said dues in the amount specified by PWC's Board of Directors or by-laws.

SECTION 3 - FUNDS

Additional funds may be raised by the Chapter by such methods and for such purposes as deemed appropriate by the Board, consistent with PWC's by-laws, Chapter Rules and the purpose of PWC.

SECTION 4 - FINANCIAL REPORTS

At the final Board Meeting of the Fiscal Year, the Treasurer shall make a financial report to the Board covering the financial activities of the year to date. Financial reports shall also be provided to the Board on an ongoing basis, and when requested by the Chapter President.

ARTICLE VII - MEMBERSHIP MEETINGS AND NOTICES

SECTION 1 - MEMBERSHIP MEETINGS

- A. The Chapter may hold an Annual Membership Meeting for the purpose of transacting business.
- B. Other regular or special membership meetings for transacting business may be called at any convenient time and place at the discretion of the Board or upon petition of a quorum of the membership.
- C. A quorum of membership which must be present for the purpose of

transacting business shall be one-third or ten of the Chapter members, whichever is less.

## SECTION 2 - NOTICES

Notice of the Annual Membership Meeting and regular and special meetings shall be mailed, electronically or otherwise, to the membership at each member's last known address at least five (5) days prior to such meeting and shall briefly state the business to be discussed at such meeting.

## ARTICLE VIII - NOMINATIONS AND ELECTIONS

### SECTION 1 – NOMINATING COMMITTEE

The Nominating Committee shall consist of:

- (1) the Vice President/President-Elect as Chair;
- (2) the Officers;
- (3) at least one additional Board Member; and
- (4) any additional board members at the request of the Vice President/President-Elect.

### SECTION 2 – NOMINATIONS AND ELECTIONS

No later than March of each year, the Nominating Committee shall issue a call for nominations for available positions for Officers and the Board. Nominations may be made by individuals (self-nominations are allowed) or by petition and must be received by the Nominations Committee by April 15. The Nominating Committee may request information from each candidate in order to assist in its evaluation of the candidacy of the nominee. Following discussion, the Nominating Committee shall select a slate containing one candidate for each open position, which the committee believes represents the best qualified individual for each position and which produces a desirable professional balance for the full Board. A petitioned nominee may be included in the slate of candidates selected by the Nominating Committee, but if not selected by the Committee the petitioned nominee shall

automatically appear on a ballot with the slated candidate if the petitioned nominee meets all eligibility requirements for the position being sought.

No ballot is required if no candidates in addition to those selected by the Nominations and Elections Committee for its slate are submitted by petition; in this event the Moderator shall declare the Committee's slate elected by acclamation. Otherwise a ballot for the contested office or position only, with names of the petitioned candidate and the Committee's slated candidate, shall be submitted to the membership no later than May 15. The election may be conducted by electronic ballot or mail ballot and shall be completed no later than the last business day in May.

The Moderator shall oversee the collection and tallying of voting and the results shall be announced to the membership by the President Elect.

#### ARTICLE IX – COMMITTEES

The President, subject to the approval of the Board, shall appoint all Committees and members thereof. The Committee members shall serve at the pleasure of the President with approval of the Board. Committees shall have such duties as their titles may indicate or as the President may assign with the approval of the Board. A Board member shall chair each Committee and each Committee shall have leadership positions as assigned by the President with the approval of the Board. Chair membership shall be reviewed annually by the Board. Nothing in this Article or these by-laws shall be construed to prohibit a committee chair, subject to the approval of the President with approval of the Board, from seeking assistance from non-board members in fulfilling her or his duties, including but not limited to appointing a non-board member as a co-chair of the committee. All actions of the Committees shall be subject to the approval of the Board.

#### ARTICLE X - AMENDMENTS



### SECTION 1 - PROPOSAL

Amendments to these By-Laws may be proposed by either:

- A. Majority vote of the Board or,
- B. Written petition signed by 20 percent of the Members of the Chapter.

### SECTION 2 - VOTING

A. The Chapter membership shall be notified of the proposed amendment within 30 days of receipt of the amendment proposal.

B. The Chapter membership shall be balloted by mail or electronic means on the proposed amendment within 60 days after membership notification of the amendment proposal.

C. Adoption of the amendment shall be determined by a two-thirds vote of the ballots, which may be conducted electronically or by proxy.

### SECTION 3 – PWC’S BOARD OF DIRECTORS APPROVAL

A. Within 60 days after acceptance by the membership, an amendment must be submitted to PWC’s Board of Directors.

B. An amendment will become effective upon approval of PWC’s Board of Directors.

## ARTICLE XI - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

### SECTION 1 - CONTRACTS

The Board may authorize any officer or officers, agent or agents of the Chapter, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, and such authority may be general or confined to specific instances.

### SECTION 2 – CHECKS, DRAFTS, ETC.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chapter, shall be signed by such officer or officers, agent or agents of the Chapter and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments in excess of \$1,000.00 shall be signed by the Treasurer and countersigned by the President of the Chapter. Any amounts otherwise payable by such means also may be paid by electronic transfer, at the election of the Board.

#### SECTION 3 – DEPOSITS

All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks, trust companies or other depositaries as the Board may select.

#### SECTION 4 – GIFTS

The Board may accept on behalf of the Chapter any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Chapter.

#### SECTION 5 – EARNINGS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation and reasonable expenses for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

#### SECTION 6 – DISSOLUTION

Dissolution of the Chapter shall be accomplished as required by Massachusetts law. After payment of all its indebtedness, any remaining assets shall be distributed to such organization or organizations that are then qualified as exempt within section 501(c) of the

Internal Revenue Code, or corresponding section of any future federal tax code, and whose purposes are consistent with the purposes of the Chapter, as may be determined by an affirmative vote of a majority of the Board.

#### ARTICLE XII - BOOKS AND RECORDS

The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Chapter may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

#### ARTICLE XIII – INDEMNIFICATION

The Chapter shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, where civil, criminal, administrative or investigate (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was an Officer, Board Member, director, employee or agent of the Chapter, or is or was serving at the request of an Officer, Board Member, director, employee or agent of the Chapter against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if she or he acted in good faith and in a manner she or he reasonably believed to be in or not opposed to the best interests of the Chapter and, with respect to any criminal action or proceeding, had no reasonable cause to believe her or his conduct was unlawful. This indemnification shall be to the fullest extent authorized or permitted under Chapter 180, Section 6 of the

Massachusetts General Laws or other applicable law, and shall be subject to the limitations, restrictions and conditions for indemnification set forth in Chapter 180, Section 6 of the Massachusetts General Laws.

The indemnification provided by this Article XIII shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any bylaws, agreement, statute, court decision or otherwise, now or hereafter in effect, both as to action in his or her official capacity, and as to action in another capacity when holding such office, and shall continue to a person who has ceased to be an Officer, Board Member, director, employee or agent of the Chapter and shall inure to the benefit of the heirs, executors and administrators of such a person.

Expenses incurred in defending a civil or criminal action, suit, or proceeding described in this Article XIII may be paid by the Chapter in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors on receipt of an undertaking by or on behalf of an Officer, Board Member, director, employee or agent of the Chapter to repay the amount unless it is ultimately determined that the party is entitled to be indemnified by the corporation as authorized in this Article XIII.

The Chapter may purchase and maintain insurance on behalf of any person who is or was an Officer, Board Member, director, employee or agent of the Chapter, or who is or was serving at the request of the Chapter as an Officer, Board Member, director, employee or agent to insure against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, regardless of whether the Chapter would have the power to indemnify such person against such liability under the

provisions of this Article.

ARTICLE XV – MISCELLANEOUS

- A. For the purposes of these by-laws, notice by electronic means is sufficient.
- B. The Chapter shall abide by PWC's by-laws relating to Chapters and such rules as may be set by the PWC Board of Directors from time to time.