



# **BYLAWS**

## **ARTICLE I**

Name. The name of the Corporation is Charleston Women in International Trade, Inc. ("CWIT").

## **ARTICLE II**

Purposes. The purposes for which CWIT is organized and operated are to engage exclusively in such business and educational non-profit activities as may qualify it for exemption from Federal income tax under section 501(c) (6) of the Internal Revenue Code of 1954 (hereinafter referred to as the "Code"). More specifically, such purposes include, but are not limited to, the following:

1. To enhance the status and interests of women in the field of international trade through the establishment of a network of contacts;
2. To disseminate and publish information on the field of international trade;
3. To establish educational programs and activities in order to encourage employment of women in international trade;
4. To promote professional growth, education, common cause and social activities among women employed in any way in the field of international trade, both in the private and public sectors; and
5. To engage in such programs and activities not inconsistent with section 501 (c) (6) of the Code and the regulations thereunder or with these stated purposes.

In furtherance of the above and other related purposes, CWIT shall have the power to exercise all power and authority granted to it under the State of South Carolina Nonprofit Corporation Act, Article 1, Chapter 31, Title 33 of the South Carolina Code including but not limited to the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

### **ARTICLE III**

Prohibited Activities. No part of the net earnings of CWIT shall inure to the benefit of or be distributable to its members, Directors, officers or other private persons, except that CWIT shall have the authority to pay reasonable compensation for services actually rendered to or for CWIT. Except to the extent permitted by section 501(c) (6) of the Code, no substantial part of the activities of CWIT shall consist of carrying on propaganda or otherwise attempting to influence legislation. CWIT shall not participate in or intervene in (including the publication 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, or any provision of the Articles of Incorporation or the State of South Carolina Code governing or pertaining to CWIT, CWIT shall not engage in or carry on any activities not permitted to be engaged in or carried on by a corporation described in section 501 (c)(6) of the Code (or the corresponding provision of any future Federal income tax law) and exempt from taxation under section 501(a) of the Code (or the corresponding provision of any future Federal income tax law).

### **ARTICLE IV**

#### Offices; Agent; Seal

1. Principal Office. The principal office of CWIT and such other offices as it may establish shall be located at such place or places, either within or without the State of South Carolina, as may be designated by the Board of Directors.
2. Registered Office and Agent. CWIT shall continuously maintain within the State of South Carolina a registered office at such place as may be designated by the Board of Directors. CWIT shall continuously maintain within the State of South Carolina a registered agent, which agent shall be designated by the Board of Directors. Any change in the registered office or registered agent shall be accomplished in compliance with the State of South Carolina Nonprofit Association Act.
3. Seal. The seal of CWIT shall contain its name, the year of its incorporation and the words "State of South Carolina". The seal may be used by affixing or impressing it or a facsimile thereof in any manner permitted by law.

### **ARTICLE V**

#### Membership and Dues

1. Qualifications. The membership of CWIT shall consist of persons who have an interest in promoting international trade, in supporting CWIT's purposes and activities, and who meet any requirements for membership imposed by the Board of Directors and the Membership Committee, including payment of dues if the Board of Directors so chooses.
2. Classes of Members. There shall be three initial classes of members, as follows:

- a) Regular Members. Regular Members shall be those members who are professionally employed in international trade and/or interested in promoting international trade.
  - b) Retired Members. Retired members shall be those who previously were employed in the field of international trade and who are genuinely interested in CWIT's purposes and activities.
  - c) Student Members. Student Members shall be those who are attending school, either part-time or full-time, who are genuinely interested in CWIT's purposes and activities.
3. Classifications. The Board of Directors, or the Membership Committee designated by the Board, may, from time to time, change or discontinue existing classifications of memberships and/or establish such new classifications of membership as it may determine to be in the best interests of CWIT.
4. Voting Members. The rules and regulations established by the Membership Committee pertaining to membership classifications shall designate those members who shall be voting members. Unless and until such rules and regulations otherwise provide, the members entitled to vote shall be only those members in good standing whose dues have been paid in full to CWIT. Each voting member shall be entitled to one vote on any matter requiring such member's consideration.
5. Applications, Approvals, Suspension, and Expulsion.
  - a) Application for membership in CWIT must be completed on a CWIT membership application form or facsimile thereof.
  - b) Applications shall be submitted to the Membership Committee, pursuant to these By-Laws, for approval by the Board of Directors.
  - c) The Membership Committee may suspend or expel members for cause. A suspended or expelled member may appeal such action to the Board of Directors of CWIT.
6. Dues. Members shall pay annual dues based on their classification (\$50 for regular and retired members, \$25 for students) to cover membership from May through April of the following calendar year. A discounted Corporate membership rate is available: \$120 for three named members from a single corporate location within the state, with each additional corporate member paying \$40. Dues for any classification may be prorated by tenths for new members based on when the new member joins CWIT. Only new members' dues may be prorated and only for the first year of membership. Dues are payable in a single payment in May. If a member resigns, no refund in whole or in part will be made for dues paid.

## **ARTICLE VI**

### Meetings

1. Annual Business Meeting. An Annual Business Meeting of the members of CWIT shall be held within or without the State of South Carolina. CWIT shall hold a regular annual meeting to coincide with the annual meeting of the Board of Directors at a time and place set by the Board of Directors. In addition, the Board of Directors may call special business meetings. Notice of any such meeting of the members shall be given not less than nine (9) days before the meeting and shall otherwise conform to the applicable requirements of the State of South Carolina Nonprofit Association Act.
2. Quorum. A quorum shall be constituted when the total of members actually present at a meeting who are entitled to vote and the members represented by proxy is at least fifty (50) percent plus one of the regular and retired members.
3. Vote. The affirmative vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.
4. Proxies. A member may vote in person or by proxy executed in writing. No proxy shall be valid for a period greater than eleven (11) months, unless the proxy specifies otherwise.

## **ARTICLE VII**

### Directors and Officers

1. Classes. There shall be two classes of Directors: regular and honorary. Unless specifically stated otherwise, all references in these By-Laws to Directors or to the Board of Directors pertain to the regular Directors only.
2. Powers. Supervision and guidance of the affairs of CWIT shall be vested in the Board of Directors. The Board of Directors shall possess and may exercise any and all powers granted to CWIT under the State of South Carolina Nonprofit Association Act, the Articles of Incorporation, and these By-Laws.
3. Number. The initial Directors shall be the persons named in the Articles of Incorporation, serving for terms expiring at the 2004 Annual Business Meeting of the members. Thereafter, there shall be not less than three (3) and not more than twenty-one (21) Directors unless the number of Directors is increased or decreased by amendment of the By-Laws.
4. Election. The Board shall be comprised of the six (6) officers, the Immediate past Chairperson, and the chairpersons of the ten (10) standing committees – Arrangements, Awards, By-Laws, Communications, Finance, Fund Raising, Historian, Membership,

Program, and Publicity. Subsequently, the Directors shall be elected by majority vote of the total of those members present at the Annual Business Meeting.

5. Qualifications. Members of the Board of Directors need not be residents of the State of South Carolina. A Director must be a member in good standing of CWIT.
6. Tenure. Except for the initial Officers whose terms expire in May 2004, an Officer shall serve a two-year term from the date of his or her election until the second following Annual Business Meeting or until a successor shall have been duly elected and qualified. The term of office of any individual officer shall terminate upon the effective date of his or her resignation submitted in writing to the Chairperson of the Board, upon his or her death, upon a vote of two-thirds of the entire Board of Directors to remove him or her from office, or following three unapproved absences from Board of Directors meetings. Absences for cause are subject to the approval of the Chairperson of the Board.
7. Resignation. Any Director may resign at any time by giving written notice of his or her resignation to the Chairperson of the Board of Directors. Unless otherwise specified in such notice, the resignation shall be effective upon delivery.
8. Vacancies. A vacancy in an Officer position on the Board of Directors existing between Annual Meetings of the members may be filled by majority vote of the Board of Directors. An Officer so elected shall serve for the remainder of the unexpired term. A vacancy created by an increase in the number of Directors shall be filled by majority vote of the Directors currently serving.
9. Honorary Directors. The Board of Directors may, in its discretion, appoint Honorary Directors. Honorary Directors shall not vote as Directors, but may attend and otherwise participate in all meetings of the Board of Directors. Membership in CWIT is not a prerequisite to appointment as an Honorary Director. The term of office of an Honorary Director shall be from the date of his or her appointment until the second following Annual Business Meeting of the members.
10. Immediate Past Chairperson. The immediate past Chairperson does not vote except to break a tie.
11. Duties and Authority of the Chairperson of the Board. The Chairperson of the Board shall preside at all meetings of the Board of Directors. He/she shall exercise general supervision over the interests and welfare of CWIT, appoint interim Directors and Officers to fill vacancies and serve until the next Annual Business Meeting, appoint committees and fill vacancies occurring thereon, call special meetings of the Board of Directors, and ensure that the organization's financial records are audited upon change of Treasurer or every two years, whichever is earlier. The Vice Chairperson shall preside in the absence of the Chairperson. The immediate past Chairperson casts the deciding vote in case of a tie. The Chairperson of the Board shall determine what duties and responsibilities shall be assigned to the Vice Chairperson so he/she may most effectively advance the interests of CWIT.
12. Place of Meetings. The Board of Directors may hold meetings, annual, regular, or special, either within or without the State of South Carolina.

13. Annual Board Meetings. An Annual Meeting of the Board of Directors shall be held within or without the State of South Carolina and ten (10) days notice of such meeting to the Directors shall be sufficient in order to legally constitute the meeting, provided a quorum is present.
14. Regular Meetings. The Board of Directors may determine to hold additional regular meetings of the Board at such times and places as it may decide.
15. Special Meetings. Special meetings of the Board of Directors may be called on ten (10) days notice to each Director by:
  - a. The Chairperson or Vice Chairperson of the Board, or
  - b. Upon the written request of one-third of the members of the Board of Directors.
16. Waiver of Notice. A director may waive notice of the time and place of any special meeting. Attendance at a special meeting shall constitute a waiver of notice, except where the Director attends a meeting for the express purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or is not lawfully convened. A written statement filed with the Board of Directors by any Director either before or after a meeting is held, which statement recites knowledge of the date, time and place of such meeting, and specifically waives notice thereof, shall be considered effective to dispense with the requirement of prior written notice to such Director.
17. Quorum; Adjournment. At all meetings of the Board of Directors, the actual presence of one-third of the Directors then in office shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be specifically provided by law or by the Articles of Incorporation. If a quorum is not present at a meeting of the Board of Directors, the Directors present may adjourn the meeting until a quorum is present.
18. Robert's Rules of Order. At all meetings of the Board of Directors, Robert's Rules of Order shall guide the proceedings except so far as otherwise stated in these By-Laws.
19. Action by Consent. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of the By-Laws) or of any committee may be taken without a meeting if written consents setting forth the action so taken are signed by all of the members of the Board of Directors or of such committee, as the case may be. Such consents shall have the same force and effect as a unanimous vote of the Board of Directors or of the committee. Such consents (which may be in one instrument or several instruments) shall be filed with the office of the Secretary. The Secretary shall file with the minutes of the meeting a certificate from the Chairperson or Vice Chairperson of the Board of Directors (or, in the case of a committee, the Chairperson thereof) as to the receipt of such consents, the action thereby taken, and the effective date of such action. An action so taken shall be deemed to have been taken at a meeting held on the effective date so certified.

20. Meetings by Telephone. The members of the Board of Directors or of any committee may participate in a meeting by means of a conference telephone or similar communications equipment by which all Directors participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.
21. Reimbursement. Members of the Board of Directors shall receive no compensation for their services but, by resolution of the Board of Directors, may be reimbursed for reasonable expenses paid while acting on behalf of CWIT.

## **ARTICLE VIII**

### Officers

1. Designation. The CWIT Executive Committee is comprised of the officers and the Immediate past Chairperson. The officers of CWIT shall consist of a Chairperson, a Vice Chairperson, a Secretary, a Vice Secretary, a Treasurer, and an At-Large Member. All Officers shall be elected to two-year terms by the voting membership of CWIT. Their terms of office shall be for two years, from May 1 to April 30 of the second year.
2. Eligibility. Only voting members shall be eligible to serve as elected officers of CWIT. Officers may concurrently serve as committee chairpersons or committee members.
3. Compensation. All officers shall serve without compensation.
4. Duties and Authority of the Chairperson. The Chairperson shall preside at the Annual Business Meeting of CWIT and all of its activities and shall sign all legal documents and other instruments in the name of CWIT. He/she shall assist the elected officers, upon their request, with such counsel, data, CWIT material, etc., as will aid them in the performance of their functions as officers. He/she shall also be responsible for liaison with government agencies, trade organizations, and members. The Chairperson shall be a member of the Board of Directors and an ex-officio member of all committees. He/she shall attend all meetings of the Board of Directors. He/she shall report on his/her activities at each meeting of the Board of Directors, and shall submit a report on the preceding year at each Annual Business Meeting. He/she shall have such other authority and duties as are usual and necessary to the proper performance of his/her office as Chairperson.
5. Duties and Authority of the Vice Chairperson. In the absence of the Chairperson, the Vice Chairperson shall preside over CWIT and have the same authority as the Chairperson. The Vice Chairperson shall assist the Chairperson in performance of his/her duties, and shall have responsibility for specific assignments delegated to him/her by the Chairperson.
6. Duties and Authority of the Secretary. The Secretary shall keep or direct to be kept a true and correct record of the proceedings of meetings of CWIT and of the Board of Directors and have charge and custody of all books, records, and documents pertaining to his office. The Secretary shall keep a list of current members of CWIT.

7. Duties of Vice Secretary. The Vice Secretary shall perform the duties of the Secretary in him/her absence.
8. Duties and Authority of the Treasurer. The Treasurer shall be responsible for the receipt and disbursement of all funds of CWIT and shall deposit such funds in such banking institutions as may be approved by the Board of Directors. He/she shall do and perform such other duties as may be lawfully required of him/her or as may ordinarily and usually pertain to the office of Treasurer or as may be assigned to him/her by the Chairperson of the Board. He/she shall prepare an inventory of property to be maintained and shall supervise the preparation of the budget and tax returns.
9. Duties of Member-At-Large. The Member-At-Large shall perform duties as assigned by the Chairperson of the Board.
10. Nomination of Officers. A Nominating Committee consisting of four (4) persons shall be named by the Chairperson of the Board to serve for a period not to exceed four (4) months or the time needed to develop and submit a slate of officers. The slate shall list the names and qualifications of at least one candidate for each office to be filled. The slate shall be prepared and distributed at least 30 days before the election. All nominations, including nominations by members, must have the prior consent of the nominee.
11. Election of Officers. Officers shall be elected by a majority of votes cast. If any candidate does not receive a simple majority, a run-off election shall be held between the two candidates receiving the highest number of votes.

## **ARTICLE IX**

### Committees

1. Constitution and Powers. The members of each CWIT committee shall be appointed by the respective committee chairpersons or Board of Directors of CWIT. CWIT shall have nine (9) standing committees:
  - 1 Arrangements
  - 2 Awards
  - 3 By-Laws
  - 4 Communications
  - 5 Finance
  - 6 Historian
  - 7 Membership
  - 8 Program
  - 9 Publicity
  - 10 Fund Raising
 CWIT may form such other committees as are necessary for the management of the affairs of CWIT. Each committee shall be comprised of no more than seven (7) persons, at least three of whom shall not be officers of CWIT.

2. Term of Office. Each member of a committee shall continue as such until his successor is appointed or elected unless the committee shall be sooner terminated or unless such member shall cease to qualify as a member thereof.
3. Quorum. A quorum of any committee shall consist of whatever number of members shall be a majority of non-ex officio members of such committee.
4. Action by Committees. Any action required by law to be taken at a meeting of any committee or any action that may be taken at a meeting of the committee must be approved by a simple majority of those voting. However, if less than an absolute majority of the committee has voted in favor of a particular action, then any two or more members of the committee, by certifying that the action is of significant import, may require the affirmative vote of an absolute majority of the members of the committee then in office to approve the action.
5. Nominating Committee. As needed, a Nominating Committee shall be appointed by the Chairperson of the Board to present a slate of officers to CWIT for election. The immediate past Chairperson shall preside over this committee, which shall be composed of four (4) persons, two of whom shall be non-directors. The Nominating Committee shall serve for a period not to exceed four (4) months or the time needed to develop and submit a slate of officers.
6. Arrangements Committee. The Arrangements Committee shall plan and carry out the logistics of all events of CWIT, including the selection of time and location for each CWIT meeting.
7. Awards Committee. The Awards Committee shall manage the criteria, nomination and selection of recipients, and presentation of the following awards annually unless otherwise voted by the Board:
  - a. CWIT Service Award Criteria. The Board of Directors may recognize a member of CWIT at the Annual Business Meeting by giving that person the Directors' Outstanding Member Award. This award recognizes the selected member for his or her outstanding contribution to the organization. To be eligible, the selected member must have furthered the goals of the organization and provided exceptional service to CWIT. This award is presented annually at the dinner following the Annual Business Meeting.
  - b. CWIT Woman of the Year Award Criteria. The Board of Directors may award to a CWIT member the CWIT Woman of the Year Award at the dinner following the Annual Business Meeting. This award recognizes a member who is employed in the field of international trade and who has made an outstanding contribution to her profession and, in so doing, has enhanced the status of women in international trade. This woman's character, integrity, knowledge and dedication to her profession make her a role model to women in the field of international trade.
8. By-Laws Committee. The By-Laws Committee shall be responsible for the drafting, legal review, and presentation to membership of By-Laws to govern the operations of CWIT. The Vice Chairperson of CWIT shall chair the By-Laws Committee.

9. Communications Committee. The Communications Committee shall be responsible for contacting members as needed, announcing meetings and maintaining membership lists based on verification from the Treasurer of payment of dues.
10. Finance Committee. The Finance Committee shall be chaired by the Treasurer of CWIT and is responsible for preparing a budget three months before the Annual Business Meeting, obtaining Board approval, and submitting the budget to membership for a vote at the Annual Business Meeting.
11. Historian. The Historian keeps written and pictorial records of CWIT meetings and activities for each year. He/she maintains goodwill with membership and community associates. The Historian will direct a stand-in to serve in his/her absences.
12. Membership Committee.
  - a) The Membership Committee shall maintain a list of CWIT members as provided by the Communications Committee.
  - b) The Membership Committee shall assist in expanding CWIT membership to include qualified persons from all sectors of the international trade community. Such responsibilities include, but are not limited to, developing a list of potential members to receive CWIT notices of meetings, networking with potential members, and encouraging CWIT members to refer candidates.
13. Program Committee. The Program Committee shall be in charge of planning a program for each CWIT meeting, assisting speakers as needed to ensure effective presentations, and providing for each speaker appropriate gratuities.
14. Publicity Committee. The Publicity Committee shall be responsible for all CWIT publicity, media outreach, and periodic newsletter disseminations.
15. Fund Raising Committee. The Fund Raising Committee will be responsible for generating revenue to help support the operating needs, the scholarship fund and subsidize annual banquet expenses.

## **ARTICLE X**

### **Power of Board to Borrow Money and Receive Gifts and Contributions**

The Board of Directors shall have full power and authority to borrow money and receive gifts and contributions whenever in the discretion of the Board the exercise of said power is required in the general interests of CWIT. The Board of Directors may authorize the appropriate officers of CWIT to make, execute, and deliver in the name and on behalf of CWIT such notes, bonds and other evidence of indebtedness as said Board shall deem proper, and said Board shall have full power to mortgage the property of CWIT or any part thereof as security for such indebtedness. No other action of CWIT shall be requested as to the validity of such note, bond, evidence of indebtedness, or mortgage.

## **ARTICLE XI**

### **Notices**

1. **Form; Delivery.** Whenever, under the provisions of law, the Articles of Incorporation, or the By-Laws, notice is required to be given to any Director or member, such notice may be given in writing, by mail, addressed to such Director or member at his or her address as it appears in the records of CWIT. Such notice shall be deemed to be given at the time it is deposited in the United States mail. Notice may also be given personally or by telephone, email, facsimile, or telegram.
2. **Waiver.** Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation, or the By-Laws, a written waiver thereof, signed by the person or persons entitled to said notice and filed with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent of such notice. In addition, any member who attends a meeting of the members in person or is represented at such meeting by proxy, without protesting at the commencement of the meeting the lack of notice thereof to him or her, shall be conclusively deemed to have waived notice of such meeting. The same conclusion applies to any Director who attends a meeting of the Board of Directors, or any member of a committee who attends a committee meeting, without protesting at the commencement of the meeting such lack of notice.

## **ARTICLE XII**

**Indemnification and Insurance.** CWIT may purchase and maintain insurance on behalf of itself or any person who is or was a Director, officer, adviser, employee, or agent of CWIT, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such. CWIT shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate was Director, officer, adviser, employee, or agent of CWIT, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys fees. Such indemnification shall not be exclusive of any other rights to which such officer or member may be entitled under By-Laws, agreement, vote of the Board of Directors or otherwise.

## **ARTICLE XIII**

**Accounting Period.** The annual accounting period of CWIT shall be the CWIT fiscal year, which is from May 1 through April 30.

## **ARTICLE XIV**

**Amendments.** The Board of Directors may amend the By-Laws:

1. By the vote of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present, or
2. By unanimous consent in writing without a meeting.

## **ARTICLE XV**

Dissolution. The Board of Directors, upon the approval of two-thirds (2/3) of its members, may dissolve CWIT. A committee shall thereupon be elected by the Board of Directors to liquidate the assets of CWIT in conformity with the Articles of Incorporation of CWIT and under such plan as the Board of Directors shall approve.

## **ARTICLE XVI**

Books and Records. There shall be kept at the office of the Treasurer correct books of account of all the business and transactions of CWIT.