

## **BYLAWS**

These bylaws have been adopted by the board of directors ( sometimes referred to herein as the “Steering Committee”) of PROMOTING OPPORTUNITIES FOR WOMEN IN EDUCATIONAL RESEARCH, INC. (the “Corporation”), a Florida Corporation formed and existing under the Florida Not For Profit Corporation Act (chapter 617, Florida Statutes) (the “Act”), and particularly section 617.0206, Florida Statutes.

### **Article I. Offices**

The principal office of the Corporation in the State of Florida shall be located in Tallahassee, Leon County, Florida, United States of America. The Corporation may have other offices, either within or outside of the State of Florida, as the Steering Committee may determine or as the affairs of the Corporation may require.

The Corporation shall have and continuously maintain in the State of Florida (a) a registered office which may be the same as its principal office; and (b) a registered agent, who may be either (i) an individual who resides in this state whose business office is identical with such registered office; or (ii) another domestic entity that is an authorized entity whose business address is identical to the address of the registered office, as required by section 617.0501, Florida Statutes. The address of the registered office, and the name of the registered agent, may be changed from time to time by the Steering Committee.

### **Article II. Members**

Section 1. *Classes of Members.* The Corporation shall have two classes of members: (i) Member; and (ii) Ambassador. The rights, privileges, and duties of all members within the same class shall be equal.

Section 2. *Election of Members.* Prospective members must sign a statement affirming their belief in the mission and objectives of the Corporation and consenting to all communications from the Corporation by **Electronic Notice**. All applicants for membership shall file with the Membership Committee an electronic written application in such forms as the Steering Committee shall from time to time

determine. All applications for membership shall be accepted upon completion of the application. Any individual **or organization** that is interested in the Corporation's purposes, acts in a way that is consistent with the Corporation's ideals and mission, pays the dues as provided herein, agrees to be bound by (i) the Corporation's articles of incorporation (as may be amended), (ii) these bylaws (as may be amended), and (iii) any rules and regulations adopted from time to time by the directors, shall be eligible for membership in the Corporation.

The Steering Committee may from time to time elect as Ambassadors persons who in its judgment have made significant contributions toward the Corporation's purposes, ideals, or mission. Ambassadors shall not be required to pay dues. The term of membership of any person as an Ambassador shall expire after a period of three (3) years from the date of election unless renewed by the Steering Committee.

Section 3. *Voting Rights*. No member shall have any voting rights. All voting rights are vested solely in the directors.

Section 4. *Termination of Membership*. The Steering Committee, by affirmative vote of 66.66% of all of the members of the Steering Committee, may suspend or expel a member for cause after an appropriate hearing, and may, by a 51% vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend

or expel any member who shall be in default in the payment of dues for the period fixed in these bylaws.

Pursuant to section 617.0607, Florida Statutes, a member may not be expelled or suspended, and a membership in the Corporation may not be terminated or suspended, except pursuant to a procedure that is fair and reasonable and is carried out in good faith. Notice of any meeting at which the Steering Committee may consider the expulsion or suspension of a member's membership may be given by Ordinary Notice, provided that any written notice may be delivered by electronic notice to the last e-mail address of the member shown on the records of the Corporation. Any proceeding challenging an expulsion, suspension, or termination, including a proceeding in which the defective notice is alleged, must be commenced within one (1) year after the effective date of the expulsion, suspension, or termination. A member who has been expelled or suspended may be liable to the Corporation as a result of obligations incurred or commitments made before expulsion or suspension.

Section 5. *Resignation.* Any member may resign by completing a form available on the website or otherwise filing a written resignation with the Vice President for Communications. The resignation of a member does not relieve the member from any obligations that the member may have to the Corporation as a result of obligations incurred or commitments made before resignation.

Section 6. *Reinstatement.* Upon written request signed by a former member and filed with the Vice President for Communications, the Steering Committee may, by the affirmative vote of a majority of the members of the Steering Committee, reinstate the former member to membership upon such terms as the Steering Committee may deem appropriate.

Section 7. *Transfer of Membership.* No Member or Ambassador of the Corporation may transfer any membership or any right arising from membership in the Corporation.

### **Article III. Meetings of Members**

No meetings of the members shall be required. The Steering Committee

may from time to time convene in-person or electronic meetings of the members to inform the members of the Corporation's activities and to seek the members' counsel. Notice of any meeting of members shall be preceded by at least three (3) days' Ordinary Notice (as defined herein). Any meeting of the members may be conducted through the use of Remote Communications (as defined herein) or by any means of communication by which those persons who are invited by the Steering Committee to speak during the meeting may be heard by those attending the meeting. For in-person meetings, the Steering Committee may designate any place, either within or outside of the State of Florida, as the place of meeting.

#### **Article IV. Board of Directors** (Steering Committee)

Section 1. *Definition.* The Steering Committee is the group of persons vested with the management of the affairs of the corporation. The term "**Steering Committee**" shall have the same meaning as that of the "board of directors" defined in section 617.01401(2), Florida Statutes. In these Bylaws, the members of the Steering Committee are sometimes referred to herein as "directors."

Section 2. *Power of Steering Committee and Qualification of Directors.* All corporate powers must be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, its Steering Committee. Directors must be natural persons who are 18 years of age or older but need not be residents of the State of Florida. All directors must be members of the Corporation. The Steering Committee shall consist of the then President, President-Elect, Past President, Vice President for Communications, and Vice President for Finance of the Corporation, and additional **Individual Members** as shall be elected from among the Individual Members of the Corporation at a meeting of the Steering Committee of the Corporation.

Section 3. *Number; Election and Qualification; Tenure.* The number of directors which shall constitute the whole Steering Committee shall be determined by resolution of the Steering Committee, but in no event shall the number be less than three (3) nor more than fifteen (15). The number of directors may be decreased at any time and from time to time (but not below three (3)) by a majority of the directors then in office, but only to eliminate vacancies existing by reason of

the death, resignation, removal or expiration of the term of one or more directors. The directors shall be elected at the annual meeting, or other meeting, of directors by such directors as have the right to vote on such election using a simple majority vote by current directors present at the meeting. Directors must be Individual Members of the Corporation.

Section 3. *Classes of Directors.* The Steering Committee shall be and is divided into two classes: Class I and Class II. The classes should be relatively similar in size.

Section 4. *Terms in Office.* Each director on the Steering Committee shall have a two-year term and continue as a director until the expiration of a two-year term. After each two-year term, the director will be asked by the President if they wish to start a new two-year term. Each director can complete two-year terms up to five times, up to no more than ten years of total service. Each initial director in Class I, as assigned at the annual meeting 2022, shall serve for a term ending no later than on the date of the annual meeting next following the end of the Corporation's fiscal year ending June 30, 2032; each initial director in Class II, as assigned at the annual meeting of 2022, shall serve for a term ending no later than on the date of the annual meeting next following the end of the Corporation's fiscal year ending June 30, 2033. After the initial directors are assigned to classes at the annual meeting of 2022, all new directors will be assigned into Class 1 (with a total possible term length of up to ten years ending on an even year) or into Class 2 (with a total possible term length of up to ten years ending on an odd year).

Section 5. *Allocation of Directors Among Classes in the Event of Increases or Decreases in the Number of Directors.* In the event of any increase or decrease in the authorized number of directors, (i) each director then serving as such shall nevertheless continue as director of the class of which such director is a member until the expiration of such director's current term or such director's prior death, retirement or resignation and (ii) the newly created or eliminated directorships resulting from such increase or decrease shall be apportioned by the Steering Committee among the two classes of directors so as to ensure relative size of classes.

Section 6. *Tenure.* Notwithstanding any provisions to the contrary contained herein, each director shall hold office until such director's successor is elected and qualified, or until such director's earlier death, resignation, or removal.

Section 7. *Vacancies.* Unless and until filled by the directors, any vacancy in the Steering Committee, however occurring, including a vacancy resulting from an enlargement of the Steering Committee, may be filled by vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office, and a director chosen to fill a position resulting from an increase in the number of directors shall hold office until the next annual meeting of directors and until such director's successor is elected and qualified, or until such director's earlier death, resignation, or removal. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date under section 617.0807, Florida Statutes, or otherwise, may be filled before the vacancy occurs. However, the new director may not take office until the vacancy occurs.

Section 8. *Resignation.* Any director may resign from office at any time by delivering a resignation in writing to the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified, no acceptance of such resignation shall be necessary to make it effective.

Section 9. *Removal of Directors.* A director may be removed, with or without cause, by vote of two-thirds (2/3) of all the directors then in office.

Section 10. *Meetings of the Steering Committee.* Meetings of the Steering Committee, annual, regular, or special, may be held at an approved meeting place of the Corporation in Tallahassee, Florida, or as shall be specified in the respective notice or waivers of notice thereof.

A meeting of the Steering Committee of the Corporation (the “**Annual Meeting**”) shall be held annually for the election of directors and officers and the transaction of such other business as may properly come before the meeting during the month of May in each year, or such other month as may be determined by the Steering Committee from time to time at the office of the Corporation or other meeting place approved by the Steering Committee of the Corporation, on such day as may be designated by the Steering Committee of the Corporation and set forth in the notice of such meeting, or if that day shall be a legal holiday where the meeting is to be held, on the next succeeding day. The Steering Committee may fix times and places for regular meetings of the Steering Committee, and no notice of such meetings need be given.

Special meetings of the Steering Committee may be called at any time by the President or by any three (3) directors, by Ordinary Notice **at least three (3) days** prior to the day of the meeting.

Meetings of the Steering Committee shall be presided over by the President, or in such person’s absence, by a chair of the meeting chosen at the meeting pursuant to Section 16. The Vice President for Communications shall act as secretary of the meeting, but in such person’s absence the chair of the meeting may appoint any person to act as secretary of the meeting.

The Steering Committee shall permit any or all directors to participate in any meeting by, or conduct the meeting through the use of, Remote Communications (as defined herein) or by any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting of the Steering Committee to another time or place shall be given to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

Section 11. *Quorum and Voting.* A quorum of a Steering Committee

consists of a majority of the number of directors prescribed by the articles of incorporation or the bylaws. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Steering Committee unless the articles of incorporation or these bylaws require the vote of a greater number of directors. A director who is present (in person or by Remote Communication) at a meeting of the Steering Committee or a committee of the Steering Committee when corporate action is taken is deemed to have assented to the action taken unless: (a) the director objects, at the beginning of the meeting or promptly upon such director's arrival, to holding the meeting or transacting specified affairs at the meeting; or (b) the director votes against or abstains from the action taken.

Section 12. *Notice.* Notice of any meeting of the Steering Committee shall be preceded by at least fourteen (14) days' notice of the date, time, and place or manner of the meeting and shall be deemed sufficient if given by Ordinary Notice (as defined herein); provided, that the Steering Committee may provide by resolution the time and place, either within or outside of the State of Florida, for the holding of periodic meetings of the Steering Committee without other notice than the resolution. If any of the purposes of the meeting includes election or removal of officers or directors, removal of any member, or amendment of these bylaws (the text of which proposed amendment shall be included), the notice shall so state. Otherwise, notice of any meeting need not describe the purpose of the meeting unless required by the articles of incorporation or these bylaws.

Section 13. *Waiver of Notice.* Notice of a meeting of the Steering Committee need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting (in person or by Remote Communication) shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of affairs because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any meeting of the Steering Committee need be specified in the waiver of notice of such meeting



unless specifically required by law or by these bylaws.

Section 14. *Compensation of Directors.* The Corporation shall not pay compensation to directors, but may reimburse directors for expenses actually incurred in performing services rendered to the Corporation in such capacities.

Section 15. *Action by Directors Without a Meeting.* Any action required or permitted by the Act to be taken at a Steering Committee meeting or committee meeting may be taken without a meeting if all members of the Steering Committee or such committee, as the case may be, consent to the action in writing or by Electronic Transmission and the writing or writings or Electronic Transmission or transmissions are filed with the minutes of proceedings of the Steering Committee or committee, respectively. Such action is effective when the last director signs the consent or transmits the consent by Electronic Transmission, unless the consent specifies a different effective date. Such a signed or electronically transmitted consent has the effect of a meeting vote and may be described as such in any document.

Section 16. *Chair of the Steering Committee.* The chair of the Steering Committee shall be the President, or in such person's absence, the Steering Committee shall have the power to elect the chair of the Steering Committee from among the members of the Steering Committee. The chair of the Steering Committee shall have the power to preside at all meetings of the Steering Committee in the President's absence and shall have such other powers and duties as provided in these bylaws and as the Steering Committee may from time-to-time prescribe.

Section 17. *Director Conflicts of Interest.* The provisions of the Conflict of Interest Policy set forth in Schedule "A" to these bylaws is by this reference incorporated and made a part of these bylaws. Further, the provisions of section 617.0832 (Directory conflicts of interest), Florida Statutes, shall also govern the Steering Committee's review of transactions and arrangements for prohibited conflicts of interest.

Section 18. *Loans to Directors or Officers Prohibited.* The provisions of section 617.0833 (Loans to directors or officers), Florida Statutes, are hereby

adopted and incorporated by reference.

## **Article V. Officers**

Section 1. *Officers.* The officers of the Corporation shall be a President, a President-Elect, Past President, a Vice President for Communications, a Vice President for Finance, and such other officers as may be elected in accordance with the provisions of this article. The Steering Committee may elect or appoint the other officers, including one or more assistant Vice Presidents for Communication and one or more assistant Vice Presidents for Finance, as it shall deem desirable, to have the authority and perform the duties prescribed by the Steering Committee. Any two or more offices (except President and Vice President for Finance) may be held by the same person.

Each officer has the authority and shall perform the duties set forth in these bylaws or, to the extent consistent with the bylaws, the duties prescribed by the Steering Committee or by direction of any officer authorized by the bylaws or the Steering Committee to prescribe the duties of other officers.

The Steering Committee may from time-to-time delegate the powers or duties of any officer to any other officers or agents, notwithstanding any provision of these bylaws.

Section 2. *Election and Term of Office.* The officers of the Corporation shall be elected to a two-year term by the Steering Committee, except that the President-Elect and Past President shall serve a term co-extensive with that of the then-serving President. Elections shall be decided by simple plurality vote of Steering Committee members present at the meeting. New offices may be created and filled at any meeting of the Steering Committee. Each officer shall hold office until such officer's successor shall have been elected and shall have qualified.

Section 3. *Resignation and Removal of Officers.* An officer may resign at any time by delivering notice or by Electronic Transmission to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, its Steering Committee may fill the pending vacancy before the effective date if the Steering Committee provides that

the successor does not take office until the effective date of the pending vacancy.

The appointment of an officer does not itself create contract rights. The Steering Committee may remove any officer from office at any time with or without cause. Any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.

Section 4. *Vacancies.* A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Steering Committee for the unexpired portion of the term.

Section 5. *President, President-Elect, and Past President.* The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the members and the Steering Committee. The President may sign, with the Vice President for Communications or any other proper officer of the Corporation authorized by the Steering Committee, any deeds, mortgages, bonds, contracts, or other instruments which the Steering Committee has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Steering Committee or by these bylaws or by statute to some other officer or agent of the Corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Steering Committee. The President fills the duty of any position at meetings if the appropriate Elected Officer is absent. The President shall be responsible for approving and signing all contracts and other instruments of the Corporation and, along with the Vice President for Finance, authorizing the disbursement of funds in accordance with the annual budget. The President shall assume the duties of any vacant office, until such time as the office is filled. The President will also be responsible for contacting and inviting any new Steering Committee members. The President shall appoint and oversee any Ad Hoc committees.

The President shall be elected by the Steering Committee to a term of one (1) years.

The President-Elect shall serve a term co-extensive with that of the then-

serving President and shall become President at the conclusion of the term (or upon the earlier death, resignation, or removal from service) of the President. The President Elect shall advise the Professional Development and Mentoring Committee, and fulfill other duties as directed by the Steering Committee and President. In the absence of the President, the President Elect shall perform the duties of the President at any meeting of the Steering Committee or Elected Officers. At the expiration of the President's term of office, or upon the President's resignation, death, or removal, the President Elect shall automatically become President.

At the expiration of the term of office, the President shall automatically become Past President. The Past President shall serve as liaison officer between the Corporation and other professional organizations or government bodies, shall advise the Membership Committee, and fulfill other duties as directed by the Steering Committee and/or President. The Past President will initiate any first communication with potential Ambassadors.

*Section 7. Vice President for Finance.* If required by the Steering Committee, the Vice President for Finance shall give a bond for the faithful discharge of such person's duties in such sum and with such surety as the Steering Committee shall determine. The Vice President for Finance shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws; and in general perform all the duties incident to the office of Vice President for Finance and such other duties as may be assigned to him or her by the President or by the Steering Committee.

The Vice President for Finance, in collaboration with the President, shall maintain all fiscal records and reports, prepare the annual budget with the advice and input of the Steering Committee, advise the Awards Committee, coordinate with the Chair of the Communications and Outreach Committee to update the Corporation's website awards information, and fulfill other duties as directed by the Steering Committee and/or President. The Vice President for Finance shall be in charge of identifying financial opportunities for the advancement of the Corporation.

Section 8. *Vice President for Communications.* The Vice President for Communications shall keep the minutes of the meetings of the members and of the Steering Committee, which may be kept electronically; see that all notices are given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records, which may be kept electronically; keep a register of the e-mail address of each member which shall be furnished to the Vice President for Communications by that member; and in general perform all duties incident to the office of Vice President for Communications and such other duties may be assigned by the President or by the Steering Committee.

The Vice President for Communications shall oversee election processes and be responsible for coordinating with the Chair of the Communications and Outreach Committee for updating the Corporation's website on current officers, and bylaws. The Vice President for Communications is in charge of maintaining and updating the bylaws and ensuring that meetings and Corporation proceedings conform to standing bylaws. Before any Steering Committee or officer meeting, the Vice President for Communications must develop the agenda. This includes soliciting agenda items from the Steering Committee at least 14 days prior to the next scheduled meeting. The Vice President for Communications is also responsible for posting or distributing the previous meeting minutes within 30 days of the close of each scheduled meeting. The Vice President for Communications shall advise the Communications and Outreach Committee, and fulfill other duties as directed by the Steering Committee and/or President.

Section 9. *Assistant Vice Presidents for Finances and Assistant Vice Presidents for Communication.* If required by the Steering Committee, the assistant Vice Presidents for Finances shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Steering Committee shall determine. The assistant Vice Presidents for Finances and assistant Vice Presidents for Communication, in general, shall perform the duties assigned to them by the Vice President for Finance or the Vice President for Communications or by the President or the Steering Committee.

## **Article VI. Committees**

Section 1. *Committees of Directors.* The Steering Committee, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Steering Committee in the management of the Corporation; provided, however, that no such committee shall have the authority of the Steering Committee in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any director or officer of the Corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Steering Committee which by its terms provides that it shall not be amended, altered or repealed by the committee. The appointment of any such committee and the delegation of authority shall not operate to relieve the Steering Committee of any responsibility imposed upon it by law. Such committees include, but are not limited to:

(a) *Membership Committee.* The Membership Committee shall lead activities related to the eligibility, recruitment, conduct, and promotion of membership. This committee will also initiate communication with potential new members (excluding Steering Committee nominees/invitations and Ambassadors). The Membership Committee oversees all aspects of the POWER Hubs, including approving new Hubs, managing active Hubs, and deactivating Hubs as necessary. The Membership Committee is also responsible for activities related to maintaining members' engagement with the Corporation, with the goal of creating a sustainable and healthy organization. The Membership Committee is also responsible for all aspects of the Code of Conduct. The Membership Committee will advise the Steering Committee of training and education opportunities related to harassment definition and policies. The Membership Committee will from time to time recommend appropriate changes to the Code of Conduct to the Steering Committee. The Membership Committee will receive and review confidential Code of Conduct complaints and advise the President who will, in consultation with the officers of the Corporation, take appropriate action. The Membership Committee will also work with whomever reports harassing behavior, in order to make the environment safer and less hostile for them.

(b) *Communications and Outreach Committee.* The Communications and Outreach Committee shall lead activities related to communications with current members and outreach to potential members. This committee will manage and maintain the Corporation's website, the Corporation's listserv, and the online searchable database listing members and their expertise. The Communications and Outreach Committee shall host networking events. Within the Communication and Outreach committee is the Events and Social coordinator, who serves as a resource to assist other committees with creating, planning, organizing, and managing social gatherings, as needed. Events are any gathering of people in virtual or physical space (e.g., Professional Development workshops). Any committee that seeks to add to the website, social media pages, or host any Corporation event (workshop, gathering, party) should contact the Communications and Outreach committee chair as well as the Events and Social coordinator. For in-person events, the committee will assign someone to organize and run that event, with the Events and Social coordinator serving as a resource.

(c) *Professional Development and Mentoring Committee (PDM).* The PDM Committee shall lead activities to support the advancement and professional learning of members, including initiating events and experiences related to professional development and curating relevant resources. This committee provides a vision for ongoing professional development opportunities, with the advice and input of the Steering Committee, to meet expressed needs of members. Coordination of specific events may be delegated to an Events and Social coordinator as necessary, per the discretion of the President-Elect. The PDM Committee shall also lead activities specific to the mentoring needs of the Corporation's members. This committee provides a vision for providing ongoing mentoring support through Corporation activities and resources. The PDM Committee oversees the nomination and election of Ambassadors, serves as the liaison to Ambassadors, and engages Ambassadors in Corporation activities.

(d) *Awards Committee.* The Awards Committee promotes and celebrates the achievements of the Corporation's members. The Awards Committee

curates and maintains a list of potential awards for which members may be eligible, ensures that awards information is communicated to members, and encourages and supports the submission of applications nominating woman members for appropriate awards. The Awards Committee oversees policies and processes associated with any Corporation award(s), per the advice and input of the Steering Committee.

(f) *Ad Hoc Committees.* Ad Hoc committees may be formed to lead short-term activities and other time-limited tasks. Ad Hoc committees may be proposed by the Steering Committee. The President shall oversee Ad Hoc committees. Membership and terms of service shall be determined by the Ad Hoc committee chair, with the advice and input of the Steering Committee.

Section 2. *Membership.* Membership on Committees of the Directors is open to all members of the Corporation. Members of standing committees are appointed by the committee Chair. All standing committees must consist of at least a Chair and two members. Members of standing committees will serve for a two-year term and may be reappointed for any number of terms, except for Ad Hoc Committees. If a member is unable or unwilling to fulfill the responsibilities of committee membership within their two-year term, the member may resign. Chairs will appoint a new member to serve the remainder of the initial term.

Section 3. *Other Committees.* Other committees not having and exercising the authority of the Steering Committee in the management of the Corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, members of each such committee shall be members of the Corporation, and the President shall appoint the members of the committees. Any member may be removed by the persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 4. *Term of Office.* Each member of a committee shall continue as a member until the expiration of a two-year term and until such person's successor is appointed, unless the committee shall be terminated sooner, or unless the member be removed from the committee, or unless the member shall cease to



qualify as a member of the committee.

Section 4. *Chair*. One member of each committee shall be appointed chair by the President.

Section 5. *Vacancies*. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. *Quorum*. Unless otherwise provided in the resolution of the Steering Committee designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. *Rules*. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Steering Committee.

## **Article VII. Contracts, Checks, Deposits and Funds**

Section 1. *Contracts*. The Steering Committee may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, 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 Corporation, shall be signed by those officers or agents of the Corporation and in a manner as shall be determined by resolution of the Steering Committee. In the absence of this determination by the Steering Committee, the instruments shall be signed by the Vice President for Finance or an assistant Vice President for Finance and countersigned by the President or a vice-President of the Corporation.

Section 3. *Deposits.* All funds of the Corporation shall be deposited to the credit of the Corporation in the banks, trust companies or other depositories as the Steering Committee may select.

Section 4. *Gifts.* The Steering Committee may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

### **Article VIII. Certificates of Membership**

Section 1. *Certificates of Membership.* The Steering Committee may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Steering Committee. The certificates shall be signed by the President and by the Vice President for Communications or an assistant Vice President for Communications. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued upon the terms and conditions as the Steering Committee may determine.

Section 2. *Issuance of Certificates.* When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in such member's name and delivered by the Vice President for Communications, if the Steering Committee shall have provided for the issuance of certificates of membership under the provisions of section 1 of this Article VIII.

### **Article IX. Books and Records**

To the extent required by the Act, including section 617.1601, Florida Statutes, the Corporation shall keep as records minutes of all meetings of its members and Steering Committee, a record of all actions taken by the members or Steering Committee without a meeting, and a record of all actions taken by a committee of the Steering Committee in place of the Steering Committee on behalf of the Corporation.

The Corporation shall maintain accurate accounting records. The Corporation or its agent shall maintain a record of its members in a form that permits preparation of a list of the names and addresses of all members in alphabetical order by class of voting members. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. The Corporation shall keep a copy of the following records:

(a) Its articles of incorporation or restated articles of incorporation and all amendments to them currently in effect.

(b) Its bylaws or restated bylaws and all amendments to them currently in effect.

(c) The minutes of all members' meetings and records of all action taken by members without a meeting for the past 3 years.

(d) Written communications to all members generally or all members of a class within the past 3 years, including the financial statements furnished for the past 3 years under section 617.1605, Florida Statutes.

(e) A list of the names and business street, or home if there is no business street, addresses of its current directors and officers.

(f) Its most recent annual report delivered to the Department of State under section 617.1622, Florida Statutes.

The Corporation shall also keep a membership list containing, in alphabetical order, the name and email address of each member.

#### **Article X. Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

#### **Article XI. Dues**

Section 1. *Annual Dues.* The Steering Committee may determine the amount of initiation fee, if any, and annual dues payable to the Corporation by members of each class.

Section 2. *Payment of Dues.* The Steering Committee may require that all Members pay dues as a condition of membership and may from time to time prospectively establish the amount of such dues. If dues are required, they shall be payable in advance on the first day of January in each fiscal year. Dues of a new member shall be payable within thirty (30) days of the new member's election to membership pursuant to section 2., Article II.

Section 3. *Default and Termination of Membership.* When any member of any class shall be in default in the payment of dues for a period of three (3) months from the beginning of the fiscal year or period for which such dues became payable, such member's membership may be terminated by the Steering Committee in the manner provided in Article II of these bylaws.

## **Article XII. Seal**

The Steering Committee may provide a corporate seal, which may be in the form of a circle and shall have inscribed the name of the Corporation and the words "Corporate Seal: PROMOTING OPPORTUNITIES FOR WOMEN IN EDUCATIONAL RESEARCH, INC."

## **Article XIII. Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Florida Not For Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the Corporation, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated there, shall be deemed equivalent to the giving of notice.

## **Article XIV. Amendments to Bylaws**

The Steering Committee shall have the power to make, amend, and repeal the

bylaws of the Corporation (i) by a majority vote of the directors then in office at any regular or special meeting of the Steering Committee, provided that written notice of intention to amend the bylaws and the text of the proposed amendment have been given at the last preceding meeting or in the notice of the meeting, or (ii) without any such notice by vote of two-thirds (2/3) of all the directors then in office.

### **Article XV. Indemnification of Officers and Directors**

If a director or officer of the Corporation is made a party to any civil action or proceeding in any matter arising from the performance by such director or officer of such person's duties for or on behalf of the Corporation, then, to the full extent permitted by law, the Corporation, upon affirmative vote of the Steering Committee, a quorum of directors being present at the time of the vote who are not parties to the action or proceeding, shall:

(1) Advance to such director or officer all sums found by the Steering Committee, so voting, to be necessary and appropriate to enable the director or officer to conduct such person's defense, or appeal, in the action or proceeding; and

(2) Indemnify such director or officer for all sums paid by the director or officer in the way of judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred, in connection with the action or proceeding, or appeal therein, subject to the proper application of credit for any sums advanced to the director or officer pursuant to clause (1) of this Section.

As required by sections 617.0831 and 607.0852, Florida Statutes, the Corporation shall indemnify an individual who is or was a director or officer who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the individual was a party because such individual is or was a director or officer of the Corporation against expenses incurred by the individual in connection with the proceeding.

### **XVI. Certain Definitions**

For purposes of these bylaws –

**“Electronic Notice”** means notice given (i) if by facsimile telecommunication, when directed to a number at which the stockholder has consented to receive notice; (ii) if by electronic mail, when directed to an electronic mail address at which the member has consented to receive notice; (iii) if by a posting on an electronic network together with separate notice to the member of such specific posting, upon the later of (A) such posting and (B) the giving of such separate notice; and (iv) if by any other form of electronic transmission, when directed to the director or member at issue.

**“Electronic Transmission”** means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient of such communication, and that may be directly reproduced in paper form by such a recipient through an automated process.

**“Ordinary Notice”** means notice given by telephone, hand delivery, overnight express courier, facsimile, electronic mail, or other electronic transmission. Unless otherwise indicated in the notice, any and all business may be transacted at a meeting. The notice shall be deemed given:

1. In the case of hand delivery or notice by telephone, when received by the director to whom notice is to be given or by any person accepting such notice on behalf of such director;

2. In the case of delivery by mail, upon deposit in the United States mail, postage prepaid, directed to the director to whom notice is being given at such director's address as it appears on the records of the Corporation;

3. In the case of delivery by overnight express courier, on the first business day after such notice is dispatched; and

4. In the case of delivery via facsimile, electronic mail or other electronic transmission, when sent to the director to whom notice is to be given or by any person accepting such notice on behalf of such director at such director's facsimile number or electronic mail address, as the case may be, as it appears on the Corporation's records.

**“Remote communications”** shall include, but not be limited to, telephone

conferencing, video conferencing, online videoconferencing, interactive closed-circuit television broadcast, fiber link television feed, ISDN line for radio transmission, Zoom, or such other methods as shall, whether used individually or in combination, insure that a remote participant (a person who is not physically present at the physical broadcast site for the meeting, but who is eligible to participate in the particular meeting) has both a means of receiving information from the Corporation during the meeting, and has the ability to communicate to the Corporation during the meeting in order to ask questions and to register a vote, provided that the attendee is entitled to vote at such a meeting.

## **XVII. Policy of Nondiscrimination**

In all of its dealings, neither the Corporation nor its duly authorized agents discriminate in any of its activities or operations against any individual or group for reasons of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, mental or physical handicap, military status, or any category protected by state or federal law. These activities include, but are not limited to, (i) selection of members, Ambassadors and Steering Committee members, (ii) hiring and firing of staff, (iii) selection of volunteers and vendors, and (iv) provision of services. We are committed to providing an inclusive and welcoming environment for everyone involved in the Corporation's activities.

## **XVIII. Certain Policies Adopted and Incorporated**

The following written policies are attached to these bylaws and by this reference made a part hereof:

Schedule "A": Conflict of Interest Policy

[END]