

# Ladies Who Geek

## Bylaws

The Bylaws are hereby amended and restated as of 11/02/17

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## Article I: Purpose

The mission of the Ladies Who Geek is to create a safe and inviting space for women to educate themselves in the popular culture arts. To provide opportunities for interaction between peers with similar interests and gain insight and expertise in subject matters related to popular culture arts.

To give charitable volunteering opportunities to these women. To collect and disburse any and all necessary funds for the maintenance of the corporation and the accomplishment of its purposes within the State of Texas and elsewhere. To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3). To promote, encourage, and foster similar charitable and educational activities.

The powers of the corporation to promote the purposes set out above are limited and restricted in the following manner: The corporation shall not pay dividends or other corporate income to its directors or officers or otherwise accrue distributable profits or permit the realization of private gain, except that the corporation shall be authorized and empowered to make payments and distributions in furtherance of its purposes as set forth in this.

## Article II: Organization

### Section 2.1 Name

The name of this corporation shall be the Ladies Who Geek. The “Ladies Who Geek” are trademarks of the corporation and shall be used synonymously with the name Ladies Who Geek or “LWG”.

### Section 2.2 Location

The Ladies Who Geek shall be physically located in the city of Dallas, Dallas County, Texas.

### Section 2.3 Operation

The corporation shall operate on a fiscal year commencing 1<sup>st</sup> day of January and terminating on 31<sup>st</sup> day of December.

## Article III: Membership

### Section 3.1 Class of Membership

The membership of this Corporation shall be divided into three classes; General, Honorary, and Life.

- A. General Membership: Women and non-binary people of good moral character shall be eligible for General Membership in the manner herein provided. General Membership eligibility remains until the member vacates the area of Texas or cancels membership and as long as the member stays in good standing or seen as a member of good standing by the Board of Directors.
- B. Honorary Membership: Honorary Membership may be conferred by a majority of the board of directors.
  - a. Only persons who have performed distinguished service in the world or for the Ladies Who Geek shall be eligible for such honors. Honorary members shall not be required to pay dues nor shall they have voting power.
- C. Life Membership: Every person who shall have served as president of this Corporation shall become a Life Member. They shall retain all rights and privileges of a General Member unless the member vacates the area of Texas, after which they shall retain all rights and privileges of an Honorary Member.

### Section 3.2 Members in Good Standing

All General Members whose dues are paid OR whose membership is active and current are in good standing. All General Members who request to be put on Ladies Who Geek’s membership roster at the free and paid dues levels are in good standing as determined by the Board of Directors.

### Section 3.3 Dues

The Board of Directors shall establish the amount of dues to be paid by General Members. Members who have

not paid within sixty (60) days as of their anniversary date shall be reported at the following Board of Directors meeting.

### Section 3.4 Dues Refund

The Board of Directors shall have the power if they deem it proper, to refund to any member upon termination of membership, such part of his or her unexpired dues as have been actually paid but not to include state or national dues.

### Section 3.5 Assignment

Assignment of membership shall not be allowed. However, when the dues of a member are paid by their employer, that employer may, at its discretion and subject to the approval of the Board of Directors, assign the membership to another of its employees who meet the qualifications set out in Section 3.1.

## Article IV: Meetings

### Section 4.1 General Membership Meetings

General meetings of the membership of the Corporation may be held at least once quarterly at such time and place as may be determined by the Board of Directors. Twenty percent (20%) of the General Membership shall constitute a quorum for transacting business.

### Section 4.2 Special General Membership Meetings

- A. Special general meetings of the entire membership may be held at the call of the President and, in such event, she shall fix the time and place thereof. The President must call a special general meeting upon written application signed by ten (10) percent of the entire membership; said application stating the purpose for which such meeting is to be called.
- B. Notice of times, place and purpose of any special meeting shall be given to all active members forty-eight (48) hours in advance of the date set thereof. Notice of a special general meeting shall be deemed given when the notice is distributed.
- C. Business transacted at special general meeting shall be confined to that for which the meeting was called. At any special general meeting, twenty percent (20%) of the active membership shall constitute a quorum for transacting business.

### Section 4.3 General Board Meetings

General Board meetings shall be held at least once per month at a time and place as determined by the Board. A majority of the Board of Directors presently holding office shall constitute a quorum. A schedule of board meetings shall be published for the general membership so they may attend meetings if interested.

### Section 4.4 Special Board Meetings

Special Board of Directors Meetings may be called by the President. Called Board of Directors Meetings must be called when written application requesting such a meeting is submitted to the President. Notice of a Called Board of Directors Meeting shall be given to each member of the Board. Business transacted must be confined to that for which the meeting is called. A majority of the Board of Directors presently holding office shall constitute a quorum.

### Section 4.5 Voting

Decision-making that includes nonprofit members can occur in one of two ways. The first involves an outright vote and the second involves ratifying -- formally approving or rejecting -- a decision the Board of Directors has already made. Outright votes most often will focus on structural decisions, such as electing the Board of Directors, changing membership rights and responsibilities, selling major assets or getting membership approval to dissolve the organization. Changes or modifications to articles of incorporation or bylaws often are proposed by the Board of Directors and ratified by members during the course of the membership year.

## Article V: Board of Directors

### Section 5.1 Purpose

The purpose of the Board of Directors is to act on behalf of, and is subordinate to, the general membership of the Corporation and carry out the following:

- A. Govern the organization by establishing broad policies and objectives;
- B. Ensure the availability of adequate financial resources;
- C. Approve the annual budgets;
- D. Report the Corporation's performance to the General Membership;
- E. Maintain records for each permanent project, Director and operations of the club; and
- F. Safekeeping of all keys and passwords to Ladies Who Geek property; including cash funds, financial records, and all other assets of the Corporation.

### Section 5.2 Identity

The activities and properties of the Corporation shall be supervised and controlled by the Board of Directors drawn from the General membership for the period of one year, or until their successors are duly elected and qualified. Additional positions on the Board of Directors may be identified by the current Board of Directors and included in the annual elections, provided a 60 day written notice is given to the general membership.

### Section 5.3 Board of Directors

The Board of Directors shall be composed of the following Officers of the Corporation. One person may hold more than one role; with the exception that one person may not serve the Corporation as both the President and Secretary.

- A. President
  - a. The President shall lead the Corporation in all matters, shall preside at all meetings of the Corporation, is Chairman of the Board of Directors, and shall be an ex officio member of all committees;
  - b. The President can create, dissolve, or restructure committees and board officer positions with majority confirmation by the Board;
  - c. The President will serve as spokesperson for the organization;
  - d. The President shall be privy and have access to all financial accounts, documents, and records of organization;
  - e. This President shall be responsible for keeping the Bylaws up to date, indicating in the Bylaws any amendments, repeals, additions or alterations, the date passed and whether by the Board of Directors or membership as a whole;
  - f. The President may upon filing an itemized expense account with the Treasurer, be reimbursed for expenses incurred in the performance of their or her duties as President of Ladies Who Geek;
    - i. This amount shall not exceed One Hundred and No/100 dollars (\$100.00) per month; and
  - g. The President shall also appoint all elected Directors to programming areas with the advice of the Board of Directors.
- B. Chairman of the Board
  - a. The immediate past President shall be given the title of Chairman of the Board and shall be a voting ex-officio member of the Board of Directors; and
  - b. The immediate past President shall be defined for these purposes, as the most recent Past President who has completed their full term.
  - c. In the event the immediate Past President is unavailable to serve as Chairman of the Board, the Board of Directors shall appoint a former Past President.
- C. Executive Vice President (EVP)

- a. Upon taking office, the EVP shall verify the accuracy of all documents on file with the State of Texas pertaining to the corporate charter of this Corporation and where necessary, file corrected documents;
  - b. The EVP is charged with upholding the mission of the Ladies Who Geek and protecting the brand of the corporation; all communications, publications and 3rd party contracts must be shared with the EVP and the President for approval;
  - c. The Board of Directors may provide the EVP with up to two voting Vice Presidents to assist with preparing communications and publications;
  - d. The Board of Directors may provide the EVP with one Director to assist with managing volunteer members for the organization's activities, events, and so forth; and
  - e. The EVP shall assume any other responsibilities assigned by the President.
- D. VP Communications
- a. The VP Communications shall collaborate with the EVP to distribute all communications of the Corporation both internal and external; including, but not limited to, the website, newsletter, and event announcements; and
  - b. The VP Communications shall assume any other responsibilities assigned by the President.
- E. Director Volunteer Manager
- a. The Director Volunteer Manager shall be in charge of all volunteers' activities during events and activities; and
  - b. The Director Volunteer Manager shall directly report to the EVP.
- F. Secretary also known as VP Administration
- a. The VP Administration shall perform all the duties and functions of the President in their or her temporary absence and shall have such duties as may be prescribed by the President and/or the Board of Directors;
  - b. The VP Administration will be responsible for keeping an accurate record of all proceedings of the Corporation, the Board of Directors; and
  - c. The VP Administration shall have possession of the records and archives, attend to the proper publication of reports and notices, conduct legal correspondence, attest documents and perform such other duties as may be required of them/her by the board of Directors or President.
- G. VP Membership
- a. The VP Membership position reports directly to the President and shall serve as a voting board member;
  - b. The VP Membership is charged with member relations, alumni relations, member retention, and new member enrollment;
  - c. The VP Membership shall serve as the leader of the Membership committee;
  - d. The Board of Directors may provide the VP Membership with up to two Directors to assist with member networking and member professional development; and
  - e. The VP Membership shall assume any other responsibilities assigned by the President.
- H. Director Networking
- a. The Director Networking shall collaborate with the VP Membership to set up the monthly happy hour;
  - b. The Director Networking shall work with the VP Membership to host general member events, to arrange interaction with leaders in the community and to obtain event speakers; and
  - c. The Director Networking will work with the VP of Affiliation to acquire sponsorships and community leaders.
  - d. The Director Networking shall directly
- I. Director Member Professional Development

- a. The Director Member Professional Development shall collaborate with the VP Membership to work with the membership in creating workshops, classes, and other activities to foster and promote professional growth of the membership; and
  - b. The Director Member Professional Development shall work with the VP Membership to host general member events, to arrange interaction with leaders in the community and obtain event speakers.
- J. VP Finance
- a. The VP Finance position reports directly to the President and shall serve as a voting board member;
  - b. The VP Finance shall serve as the leader of the Finance committee;
  - c. The VP Finance shall serve as the Treasurer and make all expenditures of the Corporation by checks for expenses previously approved by the Board;
  - d. The VP Finance shall be responsible for keeping the financial records of the corporation, reviewing the previous year's finance records within the first quarter of the year, and completing the annual taxes;
  - e. The Board of Directors may provide the VP Finance with up to two Directors to assist with member financial reporting; and
  - f. The position shall assume any other responsibilities assigned by the President.
- K. Director Member Financial Reporting
- a. The Director Member Financial Reporting shall create financial reports with the direction of the VP Finance.
- L. VP Activities
- a. The VP Activities position reports directly to the President and shall serve as a voting board member;
  - b. The VP Activities shall serve as the leader of the Activities committee;
  - c. The VP Activities shall serve be responsible for overseeing all events and activities of the corporation; including event planning, budgeting and execution;
  - d. The Board of Directors may provide the VP Activities with up to two Directors to assist with special events; and
  - e. The VP Activities shall assume any other responsibilities assigned by the President.
- M. Director Special Events
- a. The Director Special Events shall serve as the leader of the Special Events committee; and
  - b. The Director Special Events shall manage special events under the leadership of the VP of Activities; including planning, budget and execution.
- N. VP Marketing
- a. The VP Marketing position reports directly to the President and shall serve as a voting board member;
  - b. The VP Marketing shall serve as the leader of the Marketing committee;
  - c. The VP Marketing will create a plan that will promote, enhance and protect the organization's brand while developing and integrating a broad range of public relations activities to showcase the Ladies Who Geek organization and its members;
  - d. The VP Marketing shall create and maintain a marketing calendar that is reviewed quarterly by the Board of Directors;
  - e. The Board of Directors may provide the VP Marketing with up to two Directors to assist with merchandising and social media; and
  - f. The VP Marketing shall assume any other responsibilities assigned by the President.
- O. Director Merchandise Manager
- a. The Director Merchandise Manager is responsible for the procurement, maintenance, and distribution of Ladies Who Geek items and apparel.

- b. The Director Merchandise Manager reports to the VP Marketing and shall assume any other responsibilities assigned by VP Marketing.
- P. Director Social Media
  - a. The Director Social Media shall keep all social media accounts up to date with event information, newsletter information, and organizational news; and
  - b. The Director Social Media shall collaborate with the VP Communications to distribute marketing communications, VP Activities to support events, and with the VP Marketing to support brand collateral.
  - c. The Director Social Media reports to the VP Marketing and shall assume any other responsibilities assigned by VP Marketing.
- Q. VP Affiliation Development
  - a. The VP Affiliation Development position reports directly to the President and shall serve as a voting board member;
  - b. The VP Affiliation Development shall collaborate with the VP Networking to host general member events and arranging interaction with leaders in the community; including tours of facilities, obtaining event speakers, and acquiring sponsorships;
  - c. The VP Affiliation Development shall work to acquire and affiliate the organization with leaders and businesses in the community that share values with the organization; and
  - d. The VP Affiliation Development shall assume any other responsibilities assigned by the President.
- R. VP Philanthropy
  - a. The VP Philanthropy position reports directly to the President and shall serve as a voting board member;
  - b. The VP Philanthropy may work with the EVP to coordinate and host philanthropic events with the members of the organization and any outreach or charitable organization approved by the Board of Directors;
  - c. The VP Philanthropy shall work with the VP of Affiliation to acquire donations, in-kind or monetary, for use in organizational events or charitable proceedings; and
  - d. The VP Philanthropy shall assume any other responsibilities assigned by the President.
- S. Web Manager
  - a. The Web Manager position reports directly to the President and shall serve as a voting board member;
  - b. The Web Manager is responsible for development, implementation and maintenance of the infrastructure, hardware, and software utilized for the organization's website;
  - c. The Web Manager coordinates with other Directors to ensure that the site provides content and functionality that meet the business needs of the organization;
  - d. The Web Manager monitors web traffic, performance and capacity to identify, prevent and resolve issues;
  - e. The Web Manager maintains appropriate security and troubleshoots any issues; and
  - f. The Web Manager shall assume any other responsibilities assigned by the President.

## Section 5.4 Vacancies and Leave of Absence

Vacancies in elective offices may be appointed by the President for the unexpired term. A leave of absence is an extended period of time off from the responsibilities related to a member's position as a board member.

- A. Length of Absence
  - a. A board member may request up to one month for a leave of absence within an elected term. Any requests for more than a month will be denied in order to maintain the fiduciary conduct of the board. If a board member is unable to return from a leave of absence after the month request, they will be disqualified and their position will be vacated until a member is voted in.
- B. Making a Request

- a. Board members who need to request a leave of absence must do so via email and must try to do so with as much lead time as possible prior to the request leave time. The following information must be included in the email and sent to the President and Vice President:
  - i. The date(s) you are going to be unavailable
  - ii. The date you plan on returning to your position
  - iii. An offer to help while you are out of your position, if possible
  - iv. Best possible contact information in case the President or Vice President have any questions
  - v. Any preparation you have made for your position (due dates, projects, contacts, etc.) for your absence
- b. Once you have sent your request, it will need to be approved prior to your position vacancy. Expect questions to be asked prior to approval such as the nature of your leave of absence (if not included in the email; personal reasons do not need to be explained, however the more information provided the better for other board members to understand the nature of your absence), what the board can expect from you during your absence, and anything the board can do to assist you as a member.

### Section 5.5 Responsibility

The officers shall assume their duties on the 1st day of January and shall hold office for the term of one year. At the conclusion of their term, the officers shall oversee and train the new officers for a period of one month. There are no term limits.

### Section 5.6 Planning

An Officers and Directors Planning Seminar shall be held prior to the fifteenth (15th) day of February. This Seminar shall be the responsibility of the immediate past President if available, or older past President.

### Section 5.7 Notifications

The Board of Directors must confirm the additional officer positions, if any, to be open for nomination and election at the annual elections at least 60 days prior to the elections. Additional positions may be added through the year as needed through a majority vote by the general membership at a general meeting. Additional officer positions and their respective roles must be documented in the meeting minutes.

### Section 5.8 Legal Counsel

Immediately upon taking office, the President shall, with the advice and consent of the Board of Directors, appoint a legal counsel for the Corporation. The legal counsel may be a General member of the Corporation and is a non-voting member of the Board.

### Section 5.9 Assistant to the President

Immediately upon taking office, the President shall, with the advice and consent of the Board of Directors, appoint an Assistant to the President who shall serve at the will of the Board of Directors, who shall perform such duties as may be delegated to them/her by the President. This shall be a non-voting, non-officer position.

## Article VI: Committees

### Section 6.1 Board of Directors

The Board of Directors shall be composed of the Officers of the Corporation. The immediate Past President shall serve as an ex-officio member of the Board of Directors without voting rights. It shall have such authority as may be delegated to it by the Board of Directors.

The Board of Directors shall meet at such times and places as it shall determine or upon a call of the President or upon a call of the authority of its members. The Board of Directors, in addition to the powers and authorities conferred upon it by the Bylaws or by the Board, may exercise such power of the corporation

and do all such lawful acts as are not, by the Articles of Incorporation or by the Bylaws, directed to be exercised by the members or Directors, The Board of Directors shall serve as an advisory committee to the President and Directors in matters concerning the administrative affairs of the Corporation. It shall, at all times, be subject to limitations upon its power imposed by the Board of Directors.

### Section 6.2 Other Committees

The President shall appoint such other committees as he or she may deem advisable. Such committees shall have only such authority as shall be delegated to them by the Board of Directors. Committees or "Guilds" will have special purposes and shall be helmed by a member of the Board of Directors.

### Section 6.3 Portfolio Operations

The General Chairman or Director shall advise the Board of progress and problems in each project and in each of the committees at all General Board meetings.

## Article VII: General

### Section 7.1 Proxy

No member of the Corporation or the Board of Directors shall vote by proxy.

### Section 7.2 Notices

Any notice required to be given in writing shall be considered to have been duly given if included in an official bulletin of the Corporation that is delivered by the time the notice is required.

### Section 7.3 Additional Bylaws and Amendments

The process, by which bylaws are to be made, altered, amended, or appealed:

- A. A committee of at least three (3) board members shall be appointed by the president and have a minimum of twenty four (24) hours to study the proposed changes.
- B. The proposed changes must be read and passed by a majority vote of the Board of Directors in two separate, consecutive, meetings on two (2) separate days in which a quorum is present.
- C. The general membership must be notified of and sent all recommended bylaw changes at least twenty eight (28) days prior to the member meeting, in which the changes will be voted upon.
- D. For the changes to be approved, a quorum of members must be present at the member meeting, and two thirds (2/3rds) of the members present must vote in favor of the changes.

### Section 7.4 Bylaw Committee

The President shall appoint a Bylaw Committee consisting of at least three (3) members to be a standing committee of the Board for the purpose of studying Bylaw changes.

### Section 7.5 Bylaw Adaptation

Policy is to define and amplify the Bylaws of the Corporation and to incorporate policy established throughout the years of conducting the corporation's business. Declared policy may be adopted, altered, amended, waived or repeated at any General meeting by a two thirds (2/3rds) majority of the Board of Directors.

### Section 7.6 Parliamentary Procedure Authority

In all matters not covered by its constitution and Bylaws, this Corporation, the Ladies Who Geek, shall be governed by Robert's Rules of Order, most presently revised. The President shall appoint one (1) Board member to serve as permanent parliamentarian at all meetings.

### Section 7.7 Contractual Obligation

No contract shall be executed by or on behalf of this Corporation without the authorization of the Board of Directors. All contracts and legal documents must be executed by the President. The President may proxy signing authority to the Treasurer in the case that he/she is unable to physically sign a document.

## Section 7.8 Legal Responsibilities of Board Members

On or before the 15th day of February, the legal counsel shall submit to the Board of Directors and to each Director individually a survey of the legal responsibilities of a Director together with a summary of his or her liability for mismanagement. This survey also shall be given to each candidate running for office and to any member appointed to fill a vacancy on the Board of Directors prior to his or her appointment.

## Section 7.9 Membership Roster

A roster of the chapter's membership will be updated monthly. This roster will be made available to all officers, directors, and project chairmen (on request).

## Section 7.10 Newsletter

The Corporation, under the supervision of the Board of Directors, shall distribute to each member at least quarterly, a newsletter with news and notices of Corporation activities and interests.

# Article VIII: Finances

## Section 8.1 Financial Obligations

Neither financial obligations nor any solicitations of money, services or merchandise shall be incurred in the name of, or on behalf of, the Corporation, except by express authorization of the Board of Directors. A list of prospective parties to be solicited shall be submitted to the Treasurer prior to making a solicitation approved by the Board of Directors.

## Section 8.2 Budget

The President shall call a special meeting of the Board of Directors as soon as it is practical after taking office for the purpose of preparing a proposed annual budget. This budget must be submitted one week in advance to all Board of Directors members before the Board is able to vote on approval.

## Section 8.3 Budget Revision

The Board of Directors shall study the annual budget and make any needed recommendations through the Board at the end of each quarter of the fiscal year. They shall also recommend revisions at any time the actual income or expenditures vary appreciably from that previously anticipated.

## Section 8.4 General Expenditures

- A. All single expenditures over \$500.00, outside of a previously approved budget, must be approved by a majority vote of the Board of Directors.
- B. All expenditure in excess of the budget must be approved by the Board of Directors.
- C. All bills for expenditures shall be approved and endorsed in writing by a Director under whose portfolio the expense was incurred.

## Section 8.5 Bank Accounts

All resolutions for bank accounts shall first be submitted to the Board of Directors and then to the Board of Directors. Any resolution for new accounts approved shall become a part of the minutes of the meeting.

# Article IX: Awards and Recognitions

## Section 9.1 Awards

The Corporation shall adopt a series of awards to recognize the performance of its members and certain citizens in the Dallas Ft. Worth community.

## Section 9.2 Membership Awards

These awards shall be the responsibility of the Membership area.

### Section 9.3 Board Member of the Year

The President shall make this award to the Director who has through his or her leadership, example and industry, best maintained a functioning committee while contributing to the overall direction of the Corporation.

## Article X: Elections

### Section 10.1 Election of Officers and Directors

All officers and directors shall be elected directly by the membership. The election shall be held in early December. The ballot box will be opened for balloting, provided such notice of the election meeting has been given, at least twenty eight (28) days before any such meetings. The members of the Ladies Who Geek eligible to vote shall present themselves at the membership meeting and cast their ballots. Eligibility for voting shall be confirmed by membership records kept by the SVP of Membership and shall be available for review at the election meeting. A member eligible to vote shall have been a member for more than twenty-eight (28) days prior to the start of elections. The Nominations Committee shall tabulate the votes and report the results at the end of the chapter's meeting. The ballots shall be filed and retained for a period of one (1) month, at which time, such ballots will be destroyed by the Chairman of the Nominations Committee.

### Section 10.2 Nominations

Nominations for all officer and directors shall be made by the General membership and the Nomination Committee no less than twenty eight (28) days prior to the election. The Nominations Committee must be appointed by the President and Board of Directors no later than the 1st day of November of each year. The committee shall consist of a minimum of three (3) members and a maximum of six (6) members, whose duty it will be to propose the names of members nominated and to run the election. The Chairman of the Nominations Committee shall be the most recent past President, if available. If persons proposed by the Nominations Committee are members in good standing, the Board of Directors shall prepare a ballot containing the names of such candidates. Members shall be notified at twenty-eight (28) days prior to the start of the election of nominees. Additional nominations for office may be taken from the floor and entered on the ballot on a "write-in" basis at the election meeting. The Chairman of the Nominations Committee shall be responsible for running the elections at the election meeting and all members of the Nominations Committee present at the elections shall be responsible for collecting the ballots and tabulating votes.

## Article XI: Directors' and Officers' Liabilities

### Section 11.1 Directors' and Officers' Liability

The officers and Directors shall not be liable to the Corporation for any good faith conduct engaged in while acting within the course and scope of their role as an officer and/or Director of the Corporation. The officers and Directors shall also have no personal liability with respect to any contractual obligations made by them, in good faith, on behalf of the Corporation.

### Section 11.2 Indemnification

The Corporation shall indemnify any current or former Director or officer of the Corporation for reasonable expenses actually and necessarily incurred by them or her in connection with their successful defense against any suit or proceeding brought against them arising out of their conduct while acting within the course and scope of their role as an officer and/or Director of the Corporation. The Corporation shall also indemnify any current or former Director or officer of the Corporation for reasonable expenses actually and necessarily incurred by them or her, and any amounts paid in satisfaction of judgments, in connection with any suit or proceeding brought against them by a third-party, whether civil or criminal in nature, in which they are made a party by reason of being or having been such a Director or officer if it is determined by a majority vote of the Directors not involved in the matter in controversy, whether or not a quorum, that (1) the Director or officer in question

engaged in the conduct in good faith and reasonably believed it was in the Corporation's best interests and, in the case of a criminal proceeding, the Director or officer did not have reasonable cause to believe their conduct was unlawful, and (2) the expenses to be indemnified (excluding the judgment) is reasonable. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director or officer may be entitled by law or under any bylaw, agreement, vote of Board members or otherwise.