

# ADVANCING WOMEN IN ENERGY

## BYLAWS

### ARTICLE 1. NAME AND REGISTERED AGENT

#### 1.1 Name

The name of this Organization is Advancing Women in Energy (AWE or Organization). The business of the Organization may be conducted as Advancing Women in Energy or AWE.

#### 1.2 Registered Office and Agent

The Organization shall have and continuously maintain a registered office and a registered agent in the State of Michigan. The registered agent shall be an individual resident of the State.

### ARTICLE 2. PURPOSE

AWE is a non-profit Organization that represents the collaborative efforts of energy professionals in Michigan and the broader Midwest who share a commitment to recruiting, promoting and maintaining women in energy, energy related fields, and those interested in energy through networking and mentoring. The purposes of AWE, which will be exercised in the public interest, are as follows:

- To further the interests of women energy professionals and their service to the energy industry;
- To foster public service and high standards of conduct by and for the benefit of all energy professionals;
- To maintain, on the part of those engaged in the energy industry, high standards of integrity, learning and competence;
- To encourage collegiality among energy industry professionals;
- To regularly provide a forum for the discussion and promotion of professional development opportunities within the energy industry;
- To encourage practices that would advance and improve the honor and dignity of women energy professionals; and
- To encourage women to enter into the energy industry.

### ARTICLE 3. MEMBERS

#### 3.1 Membership

The categories of membership in the Organization shall be Founding Members, Honorary Members, Business Members, and Active Members.

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## 3.2 Founding Members

The Founding Members consist of those individuals who founded the Organization in 2016, and organized it as a non-profit corporation. The Founding Members of AWE are: Jennifer Alvarado, Liesl Clark, Laura Chappelle, Mary Templeton, Monica Martinez, Jacqueline Langwith, Tanya Paslawski, and Kristine Schmidt. Founding Members shall be current in payment of annual dues and are entitled to all membership privileges of the Organization.

## 3.3 Honorary Members

The Board of Directors may designate individuals as Honorary Members using such criteria as the Board of Directors determines appropriate for the designation. Honorary Members are entitled to all privileges of the Organization but are not required to pay annual dues.

## 3.4 Business Members

Business Members represent non-profit and for-profit entities that join the Organization and are current in payment of annual dues. Business members are entitled to privileges of the organization but are non-voting members.

## 3.5 Active Members

Active Members represent the general membership and do not meet one of the categories described above. Active Members shall be current in payment of annual dues and are entitled to all privileges of the Organization.

## 3.6 Voting Rights

Active and Founding Members in good standing shall have the right to vote on matters brought to them by the Board of Directors.

## ARTICLE 4. DUES

Annual dues for all categories of Members shall be posted on the Organization's website and due upon initial membership and annually thereafter. Membership dues shall not be refundable for any reason. Changes in dues amount must be approved by vote of two-thirds of the Board of Directors and such proposal shall be presented to the Membership for comment 60 days prior to implementation. Honorary Members are exempt from the payment of dues.

## ARTICLE 5. BOARD OF DIRECTORS

### 5.1 Directors

There shall be a minimum of five (5) and up to nine (9) Active or Founding Members serving on the Board of Directors. The number of Directors will be determined by a majority vote of the Board of Directors. The initial Board of Directors shall be comprised of the Founding Members. Thereafter, vacancies on the Board of Directors occurring for any reason shall be filled by the vote of a majority of the Board of Directors. A Director appointed to fill new Board seat shall

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serve the term as set by the Board of Directors. A Director appointed to fill vacancy occurring for any reason shall hold office for the remainder of the term of the position being filled. Directors will not be compensated.

## 5.2 Powers

There shall be a Board of Directors of the Organization, which shall oversee control of the business, property, and affairs of the Organization, including deciding the distribution of any property left upon dissolution of the Organization, if applicable, except as otherwise expressly provided by law or these Bylaws. The Board of Directors may hire and/or terminate an Executive Director by a vote of two-thirds of the Board.

## 5.3 Committees

The Board of Directors may establish or terminate Board committees as necessary to perform the functions of the organization. Finance, Governance, and Membership shall be standing committees. All committees will be chaired by a Director.

## 5.4 Term of Office

Directors on the Board of Directors shall serve for a term of two years. The initial Board shall determine a number of Directors to serve a three-year term to initiate staggered terms. The other Directors shall serve an initial two year term. Directors may be elected to successive terms.

## 5.5 Resignation

A Director may resign at any time by giving written notice to the President of the Organization. Such resignation shall take effect at the time specified in the notice, or, if no time is specified, at the time of acceptance thereof as determined by the President.

## 5.6 Removal

Any Director may be removed from the Board, with or without cause, by a two-thirds vote of the Board of Directors.

## 5.7 Quorum

A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Participation by telephone or similar telecommunication device shall be equivalent to presence in person for the purposes of determining a quorum.

## 5.8 Manner of Acting

Board of Directors' meetings may be called by the President or by two (2) or more Board of Director members with at least three (3) days' notice. At least eighteen (18) hours prior written notification must be given in order to call a special meeting. Regularly-scheduled Board of Director meetings shall be held at a place and time designated by the President.

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Except as otherwise expressly required by law, the Articles of Incorporation of the Organization, or these Bylaws, the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be an act of the Board of Directors. Each Director shall have one vote. Voting by proxy shall be permitted, if such proxy is designated in writing and delivered to the President of the Organization no less than twelve hours in advance of the meeting at which such proxy voting will be used.

## 5.9 Electronic Voting

The Board may vote on matters without a meeting if written consent to an electronic vote is provided by two-thirds of the Directors. The electronic vote on the substantive matter(s) before the Board shall require an affirmative vote by a majority of the Directors.

## 5.10 Conflict of Interest

At any meeting of the Board of Directors or of the Executive Committee, any director who has a personal financial interest in the action being discussed or taken by the Board or Executive Committee shall promptly notify the Board or Executive Committee and, if requested by the Board or Executive Committee, shall recuse himself or herself from at least a portion of the Board or Executive Committee discussion of that matter, and from the vote on the proposed action. This recusal shall be reflected in the minutes of the meeting. In situations where a director has so recused himself or herself, the recused director shall be counted for purposes of determining whether a quorum is present, but shall not be counted for purposes of determining the majority necessary to approve the action.

## 5.11 Indemnification

The Organization assumes the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer if all of the following are met: (1) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority, (2) the volunteer was acting in good faith, (3) the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct, and (4) the volunteer's conduct was not an intentional tort.

## ARTICLE 6. OFFICERS

### 6.1 Officer Positions

The Officers of the Organization shall consist of a President, a Vice President, a Secretary, and a Treasurer. The Officers shall be known collectively as the Executive Committee.

### 6.2 Election of Officers

The Officers of the Organization shall be elected by a majority vote of the Directors annually or as needed to fill a vacant officer position.

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## 6.3 Term of Office

The Officers of the Organization shall hold office for one year or until their respective successor shall have been duly elected.

## 6.4 Resignation

Any Officer may resign at any time from such office by giving written notice to the President.

## 6.5 President

The President shall also serve as the Chairman of the Board of Directors. The President shall give active direction and have oversight of the business and affairs of the Organization. The President may sign contracts, checks, or other instruments on behalf of the Organization. The President shall preside at all meetings of the Membership and the Board of Directors. The President shall schedule all meetings, prepare all meeting agendas and ensure meeting notices are communicated to Members and other interested parties. Additionally, the President shall conduct the Annual Award Nominations, if any, in a manner to be decided by the Board.

## 6.6 Vice President

The Vice President shall act in all matters as the President in the absence of the President. The Vice President shall serve as Event Coordinator and shall coordinate all membership meetings. Additionally, the Vice President shall coordinate and oversee the website and communication plans for the Organization.

## 6.7 Secretary

The Secretary shall keep minutes of the meetings of the Board of Directors and post approved minutes to the Organization's web site. Additionally, the Secretary shall ensure compliance with all legal requirements, including preparing and filing, as applicable, any documents necessary to maintain the Organization's non-profit or legal corporate status. The Secretary shall also initiate review of and revisions to the Bylaws as needed.

## 6.8 Treasurer

The Treasurer shall be responsible for, and oversee, the financial administration of the Organization. The Treasurer shall receive all membership income, make special disbursements as approved by the Board of Directors, pay routine expenses, maintain an itemized account of all receipts and disbursements, and submit an itemized written report to the Board of Directors at least annually, or upon request. The Treasurer is authorized to sign checks and make deposits on behalf of the Organization.

Additionally, the Treasurer shall prepare an annual budget to be approved by the Board of Directors and funds shall be disbursed in accordance with the annual budget. The annual operating budget shall be based on the expected amount of annual membership dues. The budget may be amended by the Board when necessary.

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## ARTICLE 7. MEETINGS

### 7.1 Annual Board of Directors Meeting

An annual meeting of the Board of Directors of the Organization shall be held each year, at such time, day and place as shall be designated by the President of the Organization, to select officers and any other business before the Board.

### 7.2 Annual Membership Meeting

The Organization shall hold an annual membership meeting to address any business before the membership.

### 7.3 Membership Meetings

Membership meetings will be held periodically and special meetings may be called as needed. Notice of membership meetings will be posted on the Organization's web site.

## ARTICLE 8. TAX YEAR

The tax year of the Organization, for all state and federal tax purposes, shall be a calendar year.

## ARTICLE 9. AMENDMENTS TO BYLAWS

These Bylaws may be amended, or new Bylaws adopted, upon the affirmative vote of two-thirds of the Board of Directors. Members shall be given at least ten (10) calendar days' notice of any proposed amendments to the Bylaws. The notice of the meeting shall set forth a summary of the proposed amendments.