

BYLAWS of The Women's International Network of Utility Professionals

Current proposed amend date: September 27, 2015

Adopted at a special meeting of the members on February 9, 1949, and amended on:

March 29, 1952	September 18, 1981	December 31, 2007
June 25, 1952	October 6, 1982	September 27, 2015
March 27, 1953	September 29, 1983	
May 1, 1956	September 25, 1986	
October 31, 1957	October 12, 1989	
November 4, 1964	October 4, 1990	
June 20, 1969	October 3, 1996	
October 23, 1974	July 1999	
June 25, 1976	October 12, 2004	
September 24, 1980	October 2, 2005	

Article I Name

Section A: The name of this organization shall be known as the Women's International Network of Utility Professionals and hereinafter referred to as WiNUP.

Article II Mission and Objectives

Section A: WiNUP is an organization providing a link for developing and recognizing professionals involved with utility business trends, issues, products and services.

Section B: The objectives of WiNUP are as follows:

1. provide opportunities for professional development of members;
2. promote networking and mentorship among members; and
3. recognition and visibility for members and business partners.

Article III International Organization

Section A: The membership of the international organization of WiNUP shall be comprised of the members from each chapter in total.

Article IV Membership and Eligibility

Section A: Membership Classifications

1. Standard Membership – Standard membership may be granted to professionals employed by organizations within the utility industry, allied fields, and those whose work requires them to be involved with any utility business trend, issue, product or service.
2. Student Membership – Student membership may be granted to full-time undergraduate or graduate students enrolled in bachelors or graduate degree programs with a major or minor in any area directly concerned with the utility industry and allied fields.
 - a. Full-time will be as defined by the college or university and is often defined as twelve (12) credit hours per semester for undergraduate students and nine (9) credit hours per semester for graduate students.
 - b. Student members are not eligible to vote or to hold local or international office.
3. Retired Membership –Retired membership may be granted to:
 - a. those who retire voluntarily or by company compulsory plan; and
 - b. those who renew their WiNUP membership.
4. International Honorary Life Membership –International honorary life membership may be granted to professionals meeting the requirements for standard membership whose records of achievement are in accordance with the criteria established by the international board of directors.
 - a. International honorary life membership may be conferred only by the international board of directors.
 - b. Chapters may submit nominees for international honorary life membership to the international board of directors for consideration.

Section B: A member in good standing shall be defined as a member with international and local chapter dues paid in accordance with Article V except as otherwise provided for in Article IV, Section F.

Section C: In conformity with the mission and objectives of WiNUP, only eligible professionals shall be offered membership and, upon receipt of a membership application and payment of dues as hereinafter provided, become members of WiNUP.

Section D: A member may resign from the organization by written resignation submitted to the member's chapter chairperson with a copy forwarded to the executive director.

Section E: Any former member of the organization who resigned may apply for reinstatement provided the member meets the following requirements:

1. eligibility in one class of membership set forth in Article IV, Section A; and
2. payment of reinstatement fee, international dues and chapter dues set forth in Article V are paid in full with the exception that any member having resigned more than five (5) years prior to requesting reinstatement will not be charged the reinstatement fee but may be subject to the membership initiation fee, if previous membership cannot be substantiated.

Section F: Any member of the organization who violates the bylaws, rules or resolutions of WiNUP or is found to represent WiNUP unethically may be suspended or expelled by a majority of the international board of directors in the following manner:

1. Written notice of a proposed suspension or expulsion vote shall be given to the member in question thirty (30) days in advance of the vote date.
2. It shall be the privilege of the member in question to submit a rebuttal in writing to the international board of directors no less than ten (10) days before the formal vote to expel or suspend.
3. All documentation shall be reviewed and discussed by the international board of directors before voting begins.
4. A vote of the majority of quorum as provided by Article VII, Section G is required to suspend or expel.
5. Written notice of the vote outcome will be provided to the member in question.

Section G: When relocating to a different geographical region, a member in good standing may transfer membership from one chapter to another. Requests for membership transfer shall be submitted in the following manner.

1. Member will notify the executive director in writing of a request for a membership transfer.
2. The executive director will notify the following:
 - a. member requesting transfer;
 - b. chairperson of the chapter with which the member is presently affiliated; and
 - c. chairperson of the chapter to which the member will be transferring.
3. Thereafter, the records of WiNUP and each chapter shall be changed to reflect such a transfer.
4. A member not in good standing shall be denied permission to transfer to another chapter pending the following:
 - a. payment of all arrears as provided for in Article V, Section B; and
 - b. referral to the international board of directors for action.

Article V Initiation Fees and Annual Dues

Section A: January 1 shall be the beginning of the fiscal year for WiNUP.

Section B: Members shall be assessed an annual fee for international dues, which shall be established by a majority of the international board of directors and a majority of the membership.

Section C: Payment of a one-time initiation fee shall be established by the international board of directors and shall be paid by any new member to the executive director.

1. The initiation fee shall accompany the international dues and a membership application when applying for membership.
2. Those new members who join after October 1 in any given year shall have their dues credited to the next membership year.

Section D: Notice of proposed changes to the international initiation fee or annual dues shall be submitted in writing to the international board of directors no less than ten (10) days before a vote is taken.

Section E: Members shall pay their annual international and chapter dues as assessed annually by the executive director.

Section F: Chapter dues shall be established and collected independently by each chapter.

Section G: Retired members meeting the requirements of Article IV, Section A, Item 3 shall pay chapter dues as assessed by each individual chapter and international dues as defined in Article V, Section B with an annual reduction of \$10.00 (ten dollars).

Section H: Student members shall pay student dues as set forth by the international board of directors.

Section I: International honorary life members shall pay no international dues.

Section J: Any member in arrears in the payment of dues after February 1 shall be considered delinquent and may be reinstated only by the payment of a reinstatement fee established by the majority of the international board of directors and annual dues for the current membership.

Article VI International Meetings and Elections

Section A: A regular annual meeting shall be held to announce the results of the election of international officers and transact such other business as may properly come before the meeting. The time and place for holding the annual meeting shall be determined by the international board of directors or the executive committee.

Section B: Special meetings of members for any purpose shall be called by the president promptly at the request in writing of a majority of the international board of directors members or at the request in writing of no less than one-third (1/3) of the members of the organization.

1. Such requests shall state the purpose of the proposed special meeting.
2. Business transacted at all special meetings shall be confined to the purposes stated in the request and matters germane thereto.
3. The time and place of the special meeting shall be determined by the president no later than ten (10) days after receipt of the written request for such a meeting.

Section C: Written notice of the time and place of any meeting and, in the case of a special meeting, shall be given to each member no less than ten (10) and no more than forty (40) days in advance of the date fixed for the meeting.

Section D: Each member in good standing may cast one vote in any election.

Section E: When an election is to be held for which nominations have been made in accordance with Article XI, Section A, the international secretary shall email or mail every member of the organization an electronic or paper ballot, either separately or included in a newsletter, no less than thirty (30) days prior to the date of the annual meeting.

1. Member shall mark the ballot and return it as instructed.
2. Polls shall close no less than ten (10) days prior to the annual meeting.
3. Executive director shall count the votes.
4. International officers shall be elected by a majority vote of the ballots cast.
5. International secretary will report results of the election to the executive director.

Section F: Robert's Rules of Order, newly revised, shall constitute the authority by which the meetings of the international organization and chapters shall be governed, including the following suggested order of business:

1. roll call
2. proof of notice of meeting
3. reading of the minutes
4. receiving communications
5. introduction of officers/new members/new chapters
6. reports of officers
7. reports of committees
8. unfinished business
9. new business
10. adjournment

Article VII Board of Directors

Section A: The business of WiNUP shall be conducted by its international board of directors, which may exercise all powers of the organization and do all such

lawful acts or things as are not by statute, or by certificate of incorporation, or by these bylaws, required to be exercised or done by the members.

Section B: The international board of directors shall consist of the following:

1. All officers in the executive committee as provided for in Article X.
2. One representative from each WiNUP chapter as provided for in Article VII, Section C.

Section C: Each chapter shall be represented on the international board of directors.

1. Each chapter shall elect its candidate for the international board of directors for a term of two years.
2. Directors may be re-elected to succeed themselves.
3. Newly elected directors shall assume the office at the beginning of the next fiscal year following their election.

Section D: The office of any director shall be deemed vacant upon ceasing to be a member of WiNUP or the chapter the member represents.

1. If the position of director from a chapter becomes vacant, the chapter shall elect a replacement from the chapter.
2. Any director elected to fill a vacancy shall hold office until the beginning of the fiscal year following the next annual meeting of the members.

Section E: A regular meeting of the international board of directors shall be held in mid-year and at the annual meeting.

1. Written notice of this regular meeting shall be given to each director no less than ten (10) days before the meeting.

Section F: Special meetings of the international board of directors may be called at any time by the president or at the request of one-third (1/3) of the directors.

1. Written notice of the time and place of the special meeting shall be given to each director no less than ten (10) days before the meeting.

Section G: At all meetings of the international board of directors, either in person or written verification by proxy, the presence of a majority of the directors (constituted by any number larger than half of the total) shall be necessary to constitute a quorum and shall be sufficient for the transaction of business.

1. Any act of a quorum present at an international board of directors meeting shall be considered the act of the international board of directors, except as may otherwise be specifically provided for in the statute, the certificate of incorporation or the WiNUP Bylaws.
2. If a quorum is not present at a meeting of the international board of directors, the directors present may adjourn the meeting until a quorum is present and/or must table the topic until a quorum is present.

Section H: One proxy per director may be designated if deemed necessary.

1. Those eligible for proxy are international board members and a member of a board member's local chapter, in either case, as designated by the respective board member.
2. The executive director shall not be able to serve as a proxy.

Article VIII International Officers

Section A: The international officers of WiNUP shall be the president, president-elect/vice president, secretary and treasurer.

Section B: Each officer shall adhere to the following:

1. Officers shall be elected from among the membership of WiNUP.
2. Officers shall be elected for the term of one year (1) or until the successor is appointed or elected.
3. Newly elected officers shall assume office at the beginning of the next fiscal year following the election.
4. Vacancies in an office may be filled for the remainder of an unexpired term by a majority vote of the international board of directors at either a regular or special meeting.
5. In the case of an emergency, the president may fill the vacancy by special appointment; in such cases, the appointee will hold the office only until the vacancy is filled by the international board of directors or for the remainder of the unexpired term of office.

Section C: President – The president shall preside at all meetings of the members of WiNUP and of the international board of directors and shall be the chief executive officer of WiNUP.

Section D: President-elect/vice president – The president-elect/vice president shall perform such duties as may be assigned by the international board of directors or by the president.

1. In the event of death, absence, resignation or inability of the president to perform the duties of the office, the president-elect/vice president shall be charged to perform the duties of president.
2. Upon completion of the term of office as president-elect/vice president, the officer shall automatically succeed to the office of president.

Section E: Secretary – The secretary shall attend all meetings of the members of WiNUP, the international board of directors, and the executive committee, and shall keep an accurate record of all transactions at such meetings in a minutes book belonging to WiNUP.

1. The secretary shall conduct all correspondence other than that pertaining to the office of president, vice president or treasurer.
2. The secretary shall perform other such duties pertaining to the office of secretary and as assigned by the international board of directors.

Section F: Treasurer –The treasurer shall see that full and accurate records of all accounts and all receipts and disbursements of the funds of WiNUP at the regular meeting of the international board of directors and at such times as may be directed by the international board of directors.

1. The treasurer shall work closely with the executive director to oversee and audit all funds and securities of WiNUP.
2. The treasurer shall perform other such duties pertaining to the office of treasurer and other duties as assigned by the international board of directors.

Article IX Executive Director

Section A: An executive director shall be contracted by the international board of directors to perform such duties as may be designated by the international board of directors.

1. The executive director shall work closely with the treasurer to oversee and audit all funds and securities of WiNUP.
2. The executive director shall not be an officer of WiNUP although an officer may be appointed executive director.
3. The executive director shall be paid a fee, which is to be fixed by the international board of directors.

Article X Executive Committee

Section A: The executive committee shall consist of the president, president-elect/vice president, secretary, treasurer and the immediate past president as a member ex-officio.

Section B: Three members of the executive committee shall constitute a quorum for the transaction of business.

Section C: The executive committee shall meet at such times as it may appoint and also at the call of the president

Section D: The executive committee shall possess and exercise all the powers delegated to it by the international board of directors, except when the latter is in session.

Section E: The executive committee shall keep a record of the proceedings, which shall be subject to examination by the international board at any time.

Section F: All acts done and powers conferred by the executive committee within the scope of its authority shall be deemed as being acts under the authority of the international board of directors.

Section G: The executive committee may from time-to-time adopt such standing orders for managing the affairs of WiNUP as they deem proper, including but not limited to:

1. the execution of all instruments;
2. the designation of signatories to all checks, drafts, notes, bills or exchange, or other order for the payment of money; and
3. the designation of signatories to any document or writing to be signed by or on behalf of WiNUP in any capacity.

Section H: The executive committee shall present to the membership at the end of the fiscal year an organizational status report prepared by the executive director, verified by the executive committee and approved by the international board of directors. The report shall be filed with the records of WiNUP and shall show:

1. the real personal property owned by WiNUP, where it is located, and where and how it is invested;
2. the amount and nature of the property acquired during the preceding fiscal year and the manner of the acquisition;
3. the amount applied, appropriated, or expended during the preceding fiscal year and the purposes, objectives or persons to whom or for which such applications, appropriations or expenditures have been made; and
4. the membership status of WiNUP during the preceding fiscal year.

Article XI Committees

Section A: A nominating committee shall be appointed by the president for the purpose of presenting a slate of officers.

1. This committee shall consist of three or more members not currently members of the executive committee.
2. This committee shall submit a slate of officers to the international board of directors for approval.
3. The international secretary, no less than thirty (30) days before the next annual meeting of the members, shall email or mail every member of the organization an electronic or paper ballot with the slate of international officers.
4. In proposing a slate of international officers, provision shall be made to comply with Article VIII, Section B, Item 1.

Section B: A chapter development committee shall be appointed by the president for the purpose of providing assistance and counsel to groups desiring to form chapters of WiNUP.

Section C: In addition to the committees specifically provided for in Article XI, Sections A and B, the international board of directors may appoint special committees as they deem necessary and may discharge such committees after their purposes have been achieved.

Section D: No committee shall have the power to incur any obligations or expenses without specific prior authorization by the international board of directors.

Article XII Chapters

Section A: Chapters subordinate to the international organization of WiNUP may be organized worldwide.

Section B: The New York Chapter is the parent chapter. The New York Chapter's license is dated from the incorporation of WiNUP in 1927 and will continue as long as WiNUP exists.

1. Chapters shall be titled "The (geographic area) Chapter of the Women's International Network of Utility Professionals."

Section C: Application to form a new chapter and to use the copyright name of WiNUP shall be made in the form of a letter addressed to the president.

1. The letter shall be signed by those applying for membership and shall constitute a legal application.
2. The international secretary shall submit the application to the international board of directors.
3. After acceptance by the international board of directors of the application for chapter charter, the executive director shall assess the members of the new chapter the current year's initiation fees and dues.
4. Upon receipt of the initiation fees and dues from the members of the new chapter, the executive director shall notify the international treasurer, president and secretary that all members of the new chapter are in good standing.
5. WiNUP shall then issue a charter to the new chapter to use the WiNUP name.
 - a. The charter shall be forwarded to the new chapter together with an official notification letter by the president.

Section D: The international board of directors shall have the power to revoke the charter of any chapter and the chapter's right to use the name of WiNUP for violation of rules and regulations of WiNUP or for acts that are unethical or otherwise harmful to WiNUP.

Section E: Each chapter may elect from its own members such officers as shall be deemed necessary to manage its internal affairs and may adopt local working rules that are consistent with the WiNUP Bylaws.

Section F: After issuance of a charter to a chapter, the chapter may admit new members who meet the eligibility requirements as set forth in Article IV.

Section G: Two or more chapters may merge into one chapter if they deem doing so will benefit their membership and ultimately WiNUP.

Section H: If a chapter disbands, the chapter charter shall be returned to the international board of directors.

Article XIII Amendments

Section A: The WiNUP Bylaws may be altered, amended or repealed by a majority vote of emailed or mailed ballots received or by a majority vote at any regular or special meeting of the members of WiNUP, provided notice of such proposed alteration, amendment or repeal has been emailed or mailed at least ten (10) days before the date of such meeting.

Section B: No later than ten (10) days after any amendment, alteration or repeal of the bylaws is approved by the membership, the international secretary shall notify each member of WiNUP of the approved amendment, alteration or repeal either by letter or by publication in the international newsletter.