

**BY-LAWS
OF
IDAHO STATE UNIVERSITY PROFESSIONAL WOMEN, INC.**

ARTICLE I - NAME AND DURATION

Section 1.

The name of this corporation shall be the *Idaho State University Professional Women, Inc.*, and its duration shall be perpetual.

ARTICLE II - PURPOSE

Section 1.

The primary activity of the corporation shall be to provide an opportunity for persons interested in or employed in professional capacities at Idaho State University to share and progress in educational activities; to promote the general welfare of Idaho State University professional women; to provide programs that facilitate personal development; to encourage increased communication and interaction among Idaho State University professional women; to work for enforcement of university policies and procedures that will ensure women of equal treatment in matters of hiring, retention, promotion, salary, access to funding for research, sabbatical leaves, appointment to committees, and appropriate representation in all areas of the work force; to promote the general welfare of Idaho State University female students.

Section 2.

This corporation is organized under the laws of the State of Idaho, Idaho Code, Title 30, Chapter 10, as a nonprofit corporation for education purposes within the meaning of 501 (c) (3) of the Internal Revenue Code of 1954.

ARTICLE III - PLACE OF BUSINESS

Section 1.

The principal office for the transaction of business of the corporation shall be located in Pocatello, Bannock County, Idaho.

ARTICLE IV - MEMBERSHIP

Section 1.

The members of this corporation shall consist of employees (faculty, staff, graduate student) of Idaho State University. Each member of the corporation shall be entitled to one vote on each matter submitted to a vote of the members, providing that said member has paid all dues and fees as shall be levied by the corporation for membership standing.

Section 2.

Dues for membership shall be determined annually at the April meeting and are payable by the October meeting of the next academic year. Dues shall be determined by the executive Board and approved by the membership.

Section 3.

No person who is now or later becomes a member of this corporation shall be personally liable for the debts, liabilities or obligations of the corporation. Any and all creditors or litigators shall look only to the assets of the corporation for payment or redress of grievances. No person who is now or later becomes a member of this corporation shall be personally liable for actions, statements or procedures undertaken by the corporation.

ARTICLE V - EXECUTIVE BOARD

Section 1.

The management and administration of the affairs of this corporation shall be by the Executive Board of at least four (4) persons annually nominated and elected by a of the majority of members of the corporation at or before the April meeting of the corporation. Each Executive Board member shall serve for a term of two years (board members will be elected on alternate years, 4 one year and 3 the next).

Section 2.

The membership, through the Executive Board, will determine responsibility for internal business procedures; this includes but is not restricted to: presiding at meetings, representation of the membership, minutes and record keeping, collection of dues, and distribution of the corporation newsletter.

Section 3.

The Executive Board shall keep the seal of the corporation and affix it to such papers and instruments as may be required in the regular course of business. The funds of the corporation will be deposited in the bank or banks designated by the Executive Board. Those funds shall be paid out only on checks of the corporation signed by two representatives as designated by the Executive Board and authorized to sign for them.

Section 4.

Subject to limitation of the Articles of Incorporation, other sections of the By-Laws and of Idaho law, all corporate power of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Executive Board. Without limiting the general powers, the Executive Board shall have the following powers:

- (a) To conduct, manage and control the affairs and business of the corporation and to make rules and regulations not inconsistent with law, the Articles of Incorporation or the By-Laws.

- (b) To create such committees as it may deem expedient to carry out the purposes of the corporation.
- (c) To arrange for the raising of funds.
- (d) To give at least once a year a full and complete report of its activities including a financial statement, and cause such report to be entered in the records of this corporation.
- (e) To establish the date, place and agenda for meetings of the members of the corporation.

Section 5.

Members of the Executive Board shall receive no compensation for their services as Executive Board members except for reimbursement for personal expenditures incurred while executing the business of the corporation. Prior approval of executive board shall be necessary before such expenditures are made, if such expenditures are above and beyond the necessary day-to-day operation of the corporation.

Section 6.

Members of the Executive Board may be removed from office for cause by two-thirds (2/3) of the members of the corporation at a special meeting called for that purpose.

Section 7.

Vacancies in the members of the Executive Board shall be filled by the vote of a majority of the members of the corporation attending a meeting called for that purpose. Proxy votes may be submitted by members unable to attend the meeting. A successor Executive Board member so elected shall serve for the unexpired term of the predecessor.

ARTICLE VI - MEETINGS

Section 1.

A meeting of the members of the corporation shall be held annually in the month of April or at such other time as declared by the Executive Board, upon ten (10) day written notice to the members of the corporation, for the purpose of electing persons to fill vacancies of the Executive Board. Balloting procedure will be handled in such a way as to insure secret and absentee voting by all members. No person who is not a member in good standing of the Idaho State University Professional Women, Inc., may be elected to serve as an Executive Board member. Executive Board members shall be eligible for re-election.

Section 2.

Written notice stating the place, day and hour of any meeting of the corporation at large (not withstanding committee meetings) shall be delivered personally or in writing to each member of the corporation at least five (5) days before the date of the meeting. Special meetings of the Executive Board may be called at any time at the request of two (2) members of the Executive Board. Special meetings of the corporation at large may be called at any time at the request of three (3) members of the corporation.

Section 3.

Regular meetings of the members of the corporation shall be held monthly with the exception of those months when meetings are not necessary or appropriate as deemed by the Executive Board.

ARTICLE VII - AMENDMENTS

Section 1.

These By-Laws may be amended by a two-thirds (2/3) vote of the membership.

Section 2.

Amendment proposals shall be made in writing to the membership. A minimum time of ten (10) days shall pass between presentation of the By-Law proposal and the vote.

ARTICLE VIII - DISSOLUTION

Section 1.

In the event that this corporation be dissolved, unattached funds are to be directed to the Idaho State University Financial Aid and Scholarship Committee. These funds shall be used for scholarship purposes only.