

## **Marked up Bylaws for adoption by SWG Membership at 2025 Annual Meeting**

**Struck through language is to be removed**

**Bold language is to be added (from Bylaws Committee recommendations and 12/7/2024 Board meeting and suggestions from attorney)**

BYLAWS OF The Society of Woman Geographers

Adopted DATE 2025

### ARTICLE I

#### OFFICE AND REGISTERED AGENT

Section 1. Principal Office. The principal office of the Society of Women Geographers shall be in the District of Columbia.

Section 2. Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and a registered agent in the District of Columbia, as required by the District of Columbia Nonprofit Corporation Act.

### ARTICLE II

#### PURPOSES

The purposes for which the Corporation is formed are as set forth in the Articles of Incorporation. “The particular business and objects of said corporation shall be a medium of contact between women engaged in geographical work and its allied sciences, - ethnology, botany, natural history, sociology, folklore, arts and crafts, etc.” All purposes and activities of the Corporation shall be exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

### ARTICLE III

## MEMBERSHIP

Section 1. Qualifications. The Corporation shall have members and the members shall have such rights as are set forth in the District of Columbia Nonprofit Corporation Act (the “Nonprofit Code”) and these Bylaws. The Board of Directors shall determine and set forth in separate documents the qualifications, dues, terms and other conditions of membership. Members shall consist of those individuals who meet requirements for membership. The Board of Directors may change those requirements from time to time.

Section 2. Voting Rights. Only ~~voting~~ members in good standing in the organization, **that is lifetime members, non-paying members (subset of the corresponding members), student members who have complimentary membership, members whose dues have been waived or those who have met their financial responsibilities by paying all outstanding dues, including dues in the election year,** shall have the right to vote **at the annual meeting, in any election for the Board of Directors, and on any issue properly brought before the membership.** ~~at the annual meeting. of the members on those items specified in Section 3 below, as well as to vote on such other issues as the Board may choose to bring before the members. Voting rights are spelled out in a separate membership document.~~

### Section 3. Membership Meetings.

a. There shall be an annual meeting of the members upon such date, time and place as the Board shall determine. During the annual meeting, voting members shall have the right to vote on the election of the Board of Directors and officers and on special issues requested in advance as described in Section 3.b., below, as well as to vote on other issues that the Board may choose to bring before the members or on which the Nonprofit Code requires the approval of the members. Voting on all other matters is expressly reserved for the Board of Directors. Failure to hold the annual meeting does not invalidate the Corporation’s existence or affect any otherwise valid corporate acts. **Annual meetings may be held using electronic means such as video or virtual conferencing.**

b. Special meetings of the members may be called by the President or upon the request of 25% of the voting members by signing a petition requesting such a meeting. Members shall receive not less than thirty (30) days nor more than sixty (60) days prior

written notice of special meetings. Notice shall be given in the manner specified in Section 2 of Article VII of these bylaws, and the notice shall state the purposes of the special meeting.

A member may waive notice of any meeting of the members by written statement filed with the Secretary, or by oral statement at any such meeting. Attendance at a meeting of the members shall also constitute a waiver of notice, except where a member indicates attending solely for objecting to the conduct of business because the meeting was not lawfully called or convened.

Any meeting of the members may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by general announcement.

Section 4. Voting **on Issues**. At any meeting of the members, each ~~voting~~ member in good standing who is present at the meeting shall have one vote **on outstanding issues. This does not apply to elections. For voting during elections, see Article IV, Section 3.** Except as otherwise provided in the Nonprofit Code, the Articles of Incorporation or these Bylaws, ~~ten (10)~~ **twenty-five (25)** percent of the votes of members entitled to vote in person or by proxy shall constitute a quorum. A majority (**at least 51%**) of the votes cast at the meeting shall constitute the action of the members.

Section 5. Removal. Any member may be removed by a majority vote of the Board of Directors for failure to pay dues for two (2) consecutive years or for cause which includes but is not limited to falsification of credentials or misconduct.

Section 6. Voting By Written Ballot. Any action which may be taken at any annual or special meeting of the members (including the election of officers and directors) may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. Voting by written ballot shall be permitted to the fullest extent allowed by law, and shall be conducted as follows:

- a. The ballot shall set forth each proposed action and shall provide an opportunity to vote either for or against each proposed action.
- b. Only an action taken by all the membership entitled to vote on the action shall constitute the action of the members with respect to each matter on the ballot.
- c. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirement, state the percentage of approvals necessary to approve each matter, and specify the time by which a ballot must be received by the corporation in order to be counted, which shall be no longer than twenty (20) days after the earliest date appearing on a written ballot delivered to the membership.
- d. To the fullest extent allowed by law, written ballots may be delivered to members and received from members by electronic mail.

Section 7. Voting by Proxy. Each member in good standing may vote in person or by proxy and is entitled to one vote. A proxy must be in a form that satisfies the requirements of the Nonprofit Code. A proxy shall be valid for the meeting specified in the proxy form. The death or incapacity of the member appointing a proxy does not affect the validity of the proxy unless the President or Secretary of the Corporation had prior knowledge of the member's death or incapacity.

Section 8. Record Date. After fixing a record date for a meeting, the Corporation shall prepare a list of the names of all its members that are entitled to notice of the meeting, in accordance with the Nonprofit Code. The list of members must be available for inspection in accordance with the Nonprofit Code.

## ARTICLE IV

### BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors of the Corporation, which shall supervise and control the business, property and affairs of the Corporation, except as

otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws.

Section 2. Number and Qualifications. The Board of Directors of the Corporation shall be composed of no fewer than five (5) nor more than fifteen (15) individuals. The number of directors may be decreased, but to no fewer than three (3) directors, and no decrease shall have the effect of shortening the term of any incumbent director.

**No fewer than 5 directors. If fewer than five (5), then election would be triggered and election held within the next 3 months, unless the Board appoints a member to fill the vacancy.**

Section 3. Election and Term of Office. The members of the Board of Directors shall be elected by a plurality **of no less than 15% of the quorum of voting members** at the annual meeting of the members **or during the annual election process conducted by electronic means**. Directors on the Board of Directors shall serve for a term of two (2) years and may be elected to serve up to two consecutive two-year (2- year) terms. **Board of Directors commence their term on January 1<sup>st</sup>. Board terms are staggered, so some Board members are elected each year.**

Section 4. Resignation. Any director may resign at any time by giving written notice to the Board of Directors of the Society of Woman Geographers. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Board.

Section 5. Removal. Any director may be removed from such office, with or without cause, by a three-fourths (3/4) vote of the Board of Directors at any regular or special meeting called expressly for that purpose.

Section 6. Vacancies. Vacancies shall be filled by the majority vote of the remaining members of the Board of Directors. A director elected by the Board to fill a vacancy shall serve until the next annual meeting of the members. At the next annual meeting, the members shall elect an individual to fill the unexpired term of the director whose resignation or removal created the vacancy on the Board.

Section 7. Regular Meetings. The Board of Directors shall meet at least four (4) times per year. One meeting will be designated the annual meeting. The time, day, and place of each meeting shall be designated by the Board of Directors.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the President or by a majority of the voting directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

Section 9. Notice. Notice of the time, day and place of any meeting of the Board of Directors shall be given at least **ten (10)** ~~twenty (20)~~ days prior to the meeting and in the manner set forth in Section 2 of Article VII. The purpose for which a special meeting is called shall be stated in the notice. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 10. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 11. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one (1) vote. Electronic voting is permitted. Voting by proxy shall not be permitted.

Section 12. Unanimous Written Consent In Lieu of a Meeting. The Board may take action without a meeting if written consent to the action is signed by all of the directors, either in person, by first class mail, overnight delivery, or electronic mail.

Section 13. Telephone Meeting. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device which allows all persons participating in the meeting to hear each other.

Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining a quorum.

Section 14. Conflicts of Interest. The Board of Directors shall adopt by resolution a Conflict of Interest policy.

## ARTICLE V

### OFFICERS

Section 1. Officers. The officers of the Corporation, shall consist of a President, a President-Elect, a Secretary, a Treasurer, and an Assistant Treasurer. The Corporation shall have such other ~~assistant~~ officers as the Board of Directors may deem necessary, and such officers shall have the authority prescribed by the Board.

Section 2. Election of Officers. The officers of the Corporation shall be elected by the voting members at the annual meeting of the members.

Section 3. Term of Office. **All officers elected shall be installed in office on January 1 of the following year. Officers shall hold office for two (2) years.** ~~All officers shall be installed at the annual meeting at which they are elected.~~ The President and President-Elect shall hold office for one (1) year ~~until the next annual meeting or~~ until their respective successors shall have been duly elected. The other officers of the Corporation shall hold office for two (2) years ~~until the annual meeting at the end of their term or~~ until their respective successors shall have been duly elected.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the President of the Board. The President may resign at any time by giving written notice to the **Secretary** ~~President of the Board~~. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5. Removal. Any officer may be removed from such office, with or without cause, by a three-fourths (3/4) vote of the voting members at any regular or special meeting of the members called expressly for that purpose.

Section 6. Vacancies. A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

Section 7. President. The president shall act as the chief elected officer of the corporation, shall oversee all of the affairs of the corporation in accordance with policies and directives approved by the board of directors, and shall perform such other duties as the board of directors may from time to time prescribe. The president shall have the power to change the registered agent and registered office of the corporation.

Section 8. The President-Elect shall assist with the activities of the President and shall perform such other duties as may be assigned by the Board of Directors. The President-Elect shall serve as the President after the then-current President's term is completed. In the case of the resignation or removal of the President, the President-Elect shall serve as President through the partial term and the subsequent annual meeting following appointment as President and a new President-Elect is elected.

Section 9. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws; ensure staff members keep corporate records; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

Section 10. Treasurer. The Treasurer shall be responsible for all funds of the Corporation. The Treasurer shall ensure staff members properly receive and give receipts for moneys due and payable to the Corporation and deposit all such moneys in the name of the Corporation in appropriate accounts, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.



Section 11. Assistant Treasurer. The Assistant Treasurer shall facilitate the activities of the Treasurer, including monitoring investments and preparation of the annual budget, and will also perform such other duties as may be assigned by the Board of Directors.

Section 12. Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond, approved by the Board of Directors.

## ARTICLE VI

### COMMITTEES

Section 1. Executive Committee. Between meetings of the Board of Directors, the day-to-day affairs of the Corporation ~~shall~~ **may** be conducted by an Executive Committee.

**Members of the Executive Committee are the officers of the board (President, President-Elect, Secretary, Treasurer and Assistant Treasurer).** ~~shall be as set forth in a resolution of the Board.~~

Section 2. Finance Committee. The Finance Committee is responsible for assuring that Society of Woman Geographers adheres to all legal and accounting rules and regulations and maintains the organization's nonprofit tax status. The Finance Committee will prepare and monitor the operating budget, oversee the investment funds, and develop a long-term funding strategy. The Committee will also oversee preparation of federal and state tax returns and work with accountants and the investment advisor and, as necessary, consult with legal counsel. Membership on said committee shall be set forth in a resolution of the Board.

Section 3. Other Committees and Task Forces. The Board of Directors may ~~create-cause to be-created~~ **permanent committees and/or ad-hoc** committees and task forces as shall be deemed necessary. **The Chair of the committee and committee members shall be approved by the Board.**

**Members of any committee or subcommittee appointed by the Board to identify candidates for the next election are ineligible to run in the same election. All members of committees must be members in good standing.**

Section 4. Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

## ARTICLE VII

### MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 2. Notice. Whenever under the provisions of these Bylaws notice is required to be given to a director, officer or committee member, such notice shall be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at the person's address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in the mail or the delivery service. Notice may also be given by facsimile, electronic mail, or hand delivery, and will be deemed given when received.

## ARTICLE VIII

### INDEMNIFICATION

Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by the individual in connection with any claim, action, suit, or proceeding to which the director or officer is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which the director, officer, or employee shall be judged to be guilty of a criminal offense or liable to the Corporation for damages arising out of her/his own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses or where appropriate may itself undertake the defense of any director, officer or employee.

However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that the director, officer, or employee is not entitled to indemnification under this Article.

The Board of Directors shall also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by the person which arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

## ARTICLE IX

### DISSOLUTION OF THE ORGANIZATION AND DISPOSITION OF ASSETS

The Society of Woman Geographers may be dissolved in accordance with the procedures provided under Nonprofit Code §29-412.02, except that the Board of Directors' vote to dissolve must be approved by a three-fourths vote of the members. ~~except that the vote to dissolve must be approved by a three-fourths vote of the Board of Directors.~~

Upon dissolution of the Society, the remaining assets, after all liabilities and obligations shall have been paid, satisfied, and discharged, or provision has been made therefore, shall be distributed exclusively to charitable, scientific, literary, or educational organizations which then qualify as exempt organizations under the provisions of Section 501 (c)(3) of the Internal Revenue Code and the regulations as they exist at the discretion of the Board of Directors found to be consistent with that of the Society.

## ARTICLE X

### AMENDMENTS TO BYLAWS

These Bylaws may be amended by the **affirmative majority (51%)** vote of the members at the annual or special meeting of the members at which a quorum is present. ~~or by the vote~~

~~of two-thirds (2/3) of the members of the Board of Directors at the annual, regular or special meeting; provided that notice of such proposed amendment shall be given to the members or the Board of Directors at least ten (10) days prior to such vote; and provided further that any amendment that: (1) provides that some of the members have different rights from other members with respect to voting, dissolution, transfer of membership or otherwise; (2) relates to the termination or suspension of membership rights; (3) requires cause or change the definition of cause with respect to the removal of a director elected by the members; or (4) relating to the levying of dues or assessments on the members, shall be subject to the approval of the members at an annual or special meeting of the members.~~