

# CLEARINGHOUSE ON WOMEN'S ISSUES, INC.

Suite #3 700 7<sup>th</sup> St., SW  
Washington, DC 20024

## BYLAWS

### ARTICLE 1— NAME

The name of this association shall be "Clearinghouse on Women's Issues, Inc." (CWI). The Clearinghouse on Women's Issues is incorporated under the D.C. laws, dated March 27, 1974.

### ARTICLE II — PURPOSE

The purpose of the Clearinghouse on Women's Issues is to provide information to members on issues related to women, exchange information with other organizations that work to improve the status of women, and take actions or positions that are compatible with its purpose and tax-deductible status. CWI concerns itself with the elimination of gender bias and discrimination in all areas of society.

The Clearinghouse serves as a resource for member organizations and individual members interested in a given issue who may wish to combine their efforts.

The organization is formed exclusively for and is exclusively limited to scientific, literary, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. CWI, by a two-thirds vote of the members of the Board of Directors, may support positions central to the well-being of women.

### ARTICLE III — MEMBERSHIP AND DUES

Section 1. The members of the Clearinghouse shall consist of individuals and organizations interested in the stated purposes of the Clearinghouse and who shall apply for membership. Members shall be designated as organization or individual members.

Section 2. Organization members shall:

- a. Be organizations whose major programs are in accord with the purpose of the Clearinghouse.
- b. Agree to contribute to the support of the Clearinghouse.

Section 3. Dues for the organization and individual members shall be established by the Board of Directors.

Section 4. Each organization and individual member shall be entitled to one (1) vote.

Section 5. Other organizations and individuals interested in and supportive of the aims and purposes of the Clearinghouse may participate in Clearinghouse activities without a vote.

## ARTICLE IV — OFFICERS

Section 1. The officers of the Clearinghouse shall consist of a President, Vice-President for Program, Vice-President for Membership, Secretary, Treasurer and additional officers as needed. Each office may be jointly held by individuals elected as “co-officer.” The duties listed below should be interpreted to include a “co” officer when so designated and elected.

Section 2. Duties of officers:

- a. The President shall call all meetings and chair all meetings of the Clearinghouse.
- b. The Vice-President for Program shall assume all duties of the President in the absence of the President for any reason. This officer shall also coordinate the monthly programs of the Clearinghouse.
- c. The Vice-President for Membership shall maintain membership records and administer the membership system in coordination with the Treasurer.
- d. The Treasurer shall be responsible for overseeing all financial matters for the Clearinghouse. The Treasurer shall coordinate closely with the Vice President for Membership and submit ongoing reports at Board Meetings.
- e. The Secretary shall record the minutes of the meetings of the Board of Directors and arrange for such minutes to be available to all Clearinghouse members unless the board goes into Executive Session for a sensitive discussion.

Section 3. Any officer of the Clearinghouse may be removed from office for engaging in an activity deemed to be in conflict with the purposes of the Clearinghouse by 2/3 vote of the remaining members of the Board of Directors. Such officer shall be entitled to appeal to the Clearinghouse members within 30 days of removal. The vote of 2/3 of the members present and voting shall be final.

Section 4. In the event of a vacancy occurring in any office, the Board of Directors shall appoint a successor to complete the unexpired term.

## ARTICLE V — NOMINATIONS AND ELECTIONS

Section 1. A Nominating Committee of three (3) persons shall be appointed by the President.

Section 2. All members who have been in good standing shall be eligible for office. Candidates for office shall be solicited two (2) months prior to the annual meeting.

Section 3. Nominations for officers shall be made by the Nominating Committee and shall be sent to the members with notice of the annual meeting, fifteen (15) days preceding the annual meeting in June.

Section 4. Election:

- a. The officers and directors shall be elected at the annual meeting of the Clearinghouse in June of each year and assume office in July.
- b. The President, Vice-President for Membership and the Secretary shall be elected in odd numbered years and the Vice-President for Program and Treasurer in even numbered years. They shall serve for two (2) years or until their successors are duly elected. No officer may serve more than three (3) successive terms in the same capacity.

c. Three (3) Directors shall be elected in the even years and three (3) in the odd years; no Director may serve for more than three (3) successive terms in the same capacity.

#### ARTICLE VI — MEETINGS

Section 1. The regular meetings of the Clearinghouse shall be held on the fourth Tuesday of each month from September through June inclusive, unless a change is approved by the Board of Directors. The Clearinghouse does not meet in the month of December.

Section 2. The regular meeting on the fourth Tuesday in June shall be known as the annual meeting and shall be for the purpose of electing officers and directors, receiving reports of officers and committees, and any other business that may arise.

Section 3. Special meetings may be called by the President or Board of Directors or upon the written request of ten (10) members of the Clearinghouse. The purpose of the meeting shall be stated in the call and at least five (5) days notice shall be given.

Section 4. Fifteen (15) members of the Clearinghouse shall constitute a quorum.

#### ARTICLE VII — BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the officers of the Clearinghouse and six (6) Directors. The immediate past president shall serve as an ex officio member of the Board.

Section 2. It shall be the responsibility of the Directors to:

- a. appoint such committees as are necessary.
- b. facilitate and supervise the general affairs and action taken by the Clearinghouse in accordance with its purposes and objectives as stated in Article II.
- c. recommend and approve topics for monthly programs.
- d. supervise the allocation and distribution of Clearinghouse funds.
- e. fix the hour and place of meetings.
- f. perform such other duties as are specified in these bylaws.

Section 3. In the event of a resignation or other vacancy of a director, a successor shall be appointed by the Board of Directors at the next meeting to complete the unexpired term.

Section 4. A special meeting of the Board may be called at any time by the President, Vice-President for Program, or four members of the Board for the purpose of conducting Clearinghouse business, provided that all members of the Board are notified ten (10) days prior to such a meeting.

Section 5. Six (6) members of the Board of Directors shall constitute a quorum.

Section 6. The Board of Directors shall have the right of entering into contracts with individuals, agencies or corporations, firms, etc. for services to the Clearinghouse in keeping with the objectives stated in Article II. The President and Vice-President for Program shall normally act as agents of the Board in entering into such contracts; however, the Board may authorize any member to act as its agent for purposes of contracting services for the Clearinghouse.

Section 7. All corporate powers of the Clearinghouse shall be vested in the Board of Directors. The Board shall have the authority to delegate any powers to committees and officers of the Clearinghouse for any designated period.

Section 8. Any member of the Board of Directors may be removed from the Board for engaging in activity deemed in conflict with the Clearinghouse by a 2/3 vote of the remaining Board members. Such member may be entitled to appeal to the Clearinghouse members within thirty (30) days of removal. The vote of 2/3 of the members present and voting shall be final.

#### ARTICLE VIII — COMMITTEES

Section I. The Nominating Committee shall consist of three (3) members appointed by the President. One member shall be a non-Board member.

Section 2. Special Committees or panels may be appointed as necessary by the President or Board of Directors.

#### ARTICLE IX — FINANCE

Section I. The fiscal year of the Clearinghouse shall begin July 1.

Section 2. The corporation has the right to retain all or part of its securities and property, to invest and reinvest without restriction as long as such financial transactions are not in violation of Section 501 (c)(3) of the Internal Revenue Code of 1986 regarding tax exempt charitable and educational organizations or the laws of the District of Columbia.

Section 3. No director, officer or person connected with this corporation, member of any committee or private individual shall profit from this corporation, provided this shall not prevent payment and reasonable compensation for services and shall not limit the corporation's ability to make grants, scholarships, fellowships, etc. In the event of dissolution of this corporation all funds shall be transferred to another organization or organizations qualifying under Section 501(c)(3) of the Internal Revenue Code of 1986 as a charitable and educational tax-exempt organization.

Section 4. The President and Treasurer or any other officer designated by the Board of Directors shall be authorized to sign checks and drafts of the Clearinghouse.

Section 5. All board members, officers and employees shall be entitled to reimbursement for expenses incurred when acting as a representative of the Clearinghouse, as authorized and as finances permit.

#### ARTICLE X — RULES OF ORDER

Questions of procedure shall be decided according to Robert's Rules of Order, Newly Revised, unless otherwise provided in these bylaws.

#### ARTICLE XI — AMENDMENTS

These bylaws may be amended at any regular meeting of the Board of Directors of the Clearinghouse by a 2/3 vote of the members present provided that the amendment has been sent to the Board in writing or by electronic mail at least fifteen (15) days prior to the meeting. Amendments to the bylaws become effective immediately.