

AMENDED AND RESTATED BYLAWS

ORGANIZATION OF WOMEN IN INTERNATIONAL TRADE – DFW

(FORMERLY WOMEN IN INTERNATIONAL TRADE OF TEXAS)

ARTICLE I

Name

The name of the corporation is **ORGANIZATION OF WOMEN IN INTERNATIONAL TRADE – DFW**, or **OWIT – DFW** (the “*Organization*”).

ARTICLE II

Purpose

The purpose the Organization is to engage exclusively in certain business and educational non-profit activities that qualify it for exemption from Federal Income Tax under Section 501 (C) (6) of the Internal Revenue Code of 1954, as amended (hereinafter referred to as the “*Code*”). More specifically, this purpose includes but is not limited to the following activities:

1. To promote professional growth and education among persons interested or employed in the field of international trade.
2. To establish educational programs and activities to encourage the employment and advancement of women in international trade and establish and award scholarships to promote the college education of men and women pursuing a career in international trade.
3. To disseminate and publish information on the field of international trade.
4. To enhance the careers of women and men in the field of international trade through the establishment of a network of contacts.
5. To engage in programs and activities in accordance with Section 501 (C) (6) of the Code.

In furtherance of these and other related purposes, the Organization may exercise all authority granted to it under the State of Texas or otherwise, including, but not limited to the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

ARTICLE III

Prohibited Activities

No part of the net earnings of the Organization shall inure to the benefit of or be distributable to its Members or Board of Directors, except that the Organization shall have the authority to pay reasonable compensation for services actually rendered to or for the Organization. Except to the extent permitted by the Code, no substantial part of the activities of the Organization shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Organization shall not participate in or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV

Offices – Agent – Seal

1. Principal Office-- The Board of Directors may designate a principal office of the Organization, which may be located either within or outside the State of Texas.
2. Registered Office and Agent-- The Organization shall continuously maintain within the State of Texas a Registered Office at a place designated by the Board of Directors. The Organization shall continuously maintain within the State of Texas a Registered Agent, who shall be designated by the Board of Directors. Any change in the Registered Office or Registered Agent shall be accomplished in compliance with the laws of the State of Texas.
3. Seal-- Any seal of the Organization shall contain the Organization's name. The Seal or a facsimile of that seal may be affixed, impressed, or used in any other manner permitted by law.

ARTICLE V

Membership

1. Qualifications-- The membership of the Organization shall consist of persons who are interested in the Organization's purposes and activities, and who meet the requirements for membership imposed, from time to time, by the Board of Directors and the Membership Committee.
2. Classes of Members -- There shall be two classes of Members, as follows:
 - a) Student Members: Student Members shall be students and/or interns in the field of international trade who are not yet professionally employed in the field of international trade and who have paid their respective dues at the rate established, from time to time, by the Board of Directors.
 - b) Regular Members: Regular Members shall be those Members, other than Student Members, who are professionally employed, involved, or interested in the field of international trade and who have paid their respective dues at the rate established, from time to time, by the Board of Directors.

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3. Classifications-- The Board of Directors or the Membership Committee may, from time to time, change or discontinue the classifications of memberships and/or establish such new classifications of membership as it may determine to be in the best interests of the Organization.
4. Voting Members-- Unless and until the rules established by the Board of Directors otherwise provide, each Member (whether a Student Member or a Regular Member) shall be entitled to one vote on any matter requiring that Member's consideration.
5. Applications, Approvals, Suspension and Expulsion--
 - a) The Membership Committee and/or other Directors shall oversee the application for membership in the Organization.
 - b) The Membership Committee and/or other Directors may suspend or expel members for cause. A suspended or expelled member may appeal such action to the Board of Directors of the Organization.

ARTICLE VI

Annual Dues

1. Establishment of Dues-- The Board of Directors will establish periodic dues to be paid by the Student Members and Regular Members of the Organization.
2. Payment of Dues-- Dues shall be payable as determined by the Board of Directors.
3. Nonpayment of Dues-- Any Member whose dues are more than 120 days late shall, after due notification by the Membership Committee or a Director of the Organization, cease to be a Member of the Organization.

ARTICLE VII

Members' Meetings

1. Annual Business Meeting-- An annual business meeting of the Members shall be held at a time and place established by the Board of Directors. The Organization may hold this annual meeting to coincide with the annual meeting of the Board of Directors. In addition, the Board of Directors may call special meetings of the Members as needed. No notice of annual or special Members' meetings shall be required.
2. Quorum-- A quorum shall be constituted when the number of voting Members actually present at a meeting and the Members represented by proxy is at least thirty-five percent (35%) of the total number of voting Members.
3. Vote-- The affirmative vote of a majority of the votes entitled to be cast by the Members present or represented by proxy at a meeting of Members at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the Members.

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ARTICLE VIII

Board of Directors

1. Specific Powers -- General supervision and guidance of the affairs of the Organization shall be vested in the Board of Directors. The number of Directors shall be not less than three (3). The Board of Directors may include the President, Vice-President, Secretary, Treasurer, Vice-President of Programs, Programs Associates, Vice-President of Membership, Vice-President of Legal Affairs, Law Student Liaisons, Director of Public Relations, OWIT Representative, Historian, Publications Officer and any other Directors elected by majority vote of the Members.
2. General Powers -- The Board of Directors shall possess and may exercise any and all powers granted to the Organization under the State of Texas, the Articles of Incorporation, and the Bylaws.
3. Term -- A Director's term may not be shortened by a decision of the Board of Directors to reduce the number of Directors on the Board.
4. Election-- The Board of Directors shall be elected by majority vote of the total of those Members present at the annual meeting of Members.
5. Qualifications-- Each Director must be a Member of the Organization.
6. Tenure-- The term of office for a Director shall be one (1) year from the date of his or her election, unless such term is earlier terminated by resignation, death, or upon a vote of two-thirds of the Board of Directors to remove him or her from office.
7. Resignation-- Any Director may resign at any time by giving written notice of his or her resignation to the Board of Directors. Unless otherwise specified in such notice, the resignation shall be effective upon delivery.
8. Vacancies-- A vacancy in the Board of Directors existing between annual meetings of the Members, whether caused by resignation, an increase in the number of Directors, or otherwise, may be filled by majority vote of the Board of Directors. A Director so elected shall serve only for the remainder of the unexpired term.
9. Annual Meeting-- An annual meeting of the Board of Directors shall be held, at such times and place the Board of Directors may determine, upon ten (10) days notice of such meeting to each of the Directors, provided a quorum is present. Such notice may be provided to each Director by email, telephone, or mail.
10. Regular Meeting-- Regular meetings of the Board of Directors may be held at such times and places as may be determined by the Board of Directors, and no notice to the Directors of any such meeting shall be necessary in order to legally constitute the meeting, provided a quorum shall be present.
11. Special Meetings-- Special meetings of the Board of Directors may be called by the President or Vice President, or upon the written request of one-third of the members of the Board of Directors, on ten (10) days notice to each Director. Such notice may be provided to each Director by email, telephone, or mail.

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12. Waiver of Notice-- A Director may waive notice of any annual or special meeting of the Board of Directors. Attendance at an annual or special meeting shall constitute a waiver of notice, except where the Director attends such meeting for the express purpose of objecting to the meeting on grounds that the meeting was not lawfully called or is not lawfully convened.
13. Quorum-- At all meetings of the Board of Directors, the presence in person of fifty percent (50%) of the Directors then in office shall constitute a quorum for the transaction of business.
14. Vote-- The affirmative vote of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be specifically provided by law or by the Articles of Incorporation.
15. Adjournment-- If quorum is not met, the meeting may be adjourned until such time as a quorum is present.
16. Voting by E-mail-- The Board of Directors may take votes by e-mail, so long as each Director is included on the distribution list for each e-mail vote. If any Director fails to receive the e-mail, the vote is invalid and must be re-taken. Such votes shall have the same force and effect as regular votes of the Board of Directors and shall be deemed effective on the date the vote is passed.
17. Meetings by Telephone-- The members of the Board of Directors may participate in a meeting by means of a telephone conference, and any vote required or permitted to be taken at a meeting of the Board of Directors may be taken by means of such telephone conference. For purposes of satisfying quorum, participation by such means shall constitute presence in person at such meeting.
18. Reimbursement-- Directors shall receive no compensation for their servicing as a Director, but by vote of the Board of Directors, may be reimbursed for reasonable expenses incurred while acting on behalf of the Organization.

ARTICLE IX

Duties of and Authority of the Board of Directors

1. Eligibility-- Only Members shall be eligible to serve on the Board of Directors.
2. Compensation-- All Board Members shall serve without compensation.
3. Duties and Authority of the President-- The President shall have the authority and duties as are usual and necessary to the proper performance of his or her office as President, including but not limited to presiding at the annual meeting of the Members of the Organization; holding direct control of the office of the Organization and all of its activities; signing legal documents and other instruments in the name of the Organization; assisting the elected Directors, upon their request, with such counsel, data, Organization material, etc. as will aid them in the performance of their functions; liaising with government agencies, trade organizations and members; attending meetings of the Board of Directors; reporting his or her activities at meetings of the Board of Directors; and submitting a report on the preceding year at each annual meeting of the Members.

The President may be a member of the Board of Directors and a member of all Committees. Common traits of a President include strong communication skills, articulate clearly both with the written and spoken word, are able to understand a variety of people, are confident and are highly motivated to promote the growth and development of the organization. This position requires a strong understanding of the current and impending issues relevant to international trade. In addition, they are persuasive and quick thinkers with excellent organizational skills.

4. Duties of the Vice-Presidents and Directors--

a) The Vice-President of Programs -- The Vice-President of Programs shall be responsible for planning, developing, implementing, coordinating, and evaluating all OWIT-DFW programs. This includes scheduling a minimum of four (4) educational, industry-related in-person presentations annually and additional programs deemed necessary by the Board. This position is supported by two (2) Program Associates who are under the VP of Programs direct supervision. Common traits of a VP of Programs include strong communication skills, articulate clearly both with the written and spoken word, are able to understand a variety of people, are confident, team leaders, and quick learners. They are also persuasive and quick thinkers with a strong understanding of the current and impending issues relevant to international trade.

i) Programs Associate – The Programs Associate shall provide support to the Vice-President of Programs.

b) The Director of Membership -- The Director of Membership shall be responsible for recruitment of members and overseeing the Membership Committee, if needed. This position primarily focuses on efforts to increase membership and advance the retention of current members by reaching out to the international trade community through membership campaigns and other available industry gatherings. The Director will maintain a list of all members of the Organization. Common traits of a Director of Membership include strong communication skills, articulate clearly both with the written and spoken word, are able to understand a variety of people, are confident and are highly motivated to promote the growth and development of the organization.

c) The Vice-President of Legal Affairs --. The Vice President of Legal Affairs shall be responsible for providing legal counsel to the Organization. This includes but is not limited to providing advice on corporate governance, compliance, and regulatory matters and solving legal related issues with advice to Board on matters of function and operation. Therefore, this position requires the applicant to meet necessary state requirements for rendering legal counsel. This position is supported by two (2) Student Liaison members who are under the VP of Legal Affairs direct supervision. Common traits of a VP of Legal Affairs include strong communication skills, articulate clearly both with the written and spoken word, are able to understand a variety of people, and are confident, team leaders, and quick learners. They are also persuasive and quick thinkers with a solid legal background.

i) Law Student Liaison– The Law Student Liaison shall provide support to the Vice-President of Legal Affairs.

d) The Director of Public Relations --The Director of Public Relations shall be responsible for developing and implementing the organization’s overall strategic public relations programs which includes media relations, community relations, internal communications and content of the

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organization's website. In addition, the PR Director shall also organize and implement one (1) annual charity event approved by the Board. Common traits of a Public Relations Director include strong communication skills, articulate clearly both with the written and spoken word, are able to understand a variety of people, are confident, team leaders, and quick learners. They are also persuasive and quick thinkers.

5. Duties and Authority of the Secretary – The Secretary shall attend meetings of the Members and the Directors, keep a true and correct record of the proceedings of such meetings, and have control and custody of all books, records, and documents pertaining to his or her office including the collection and maintenance of any documents or publications of potential future interest to OWIT-DFW. This includes board meeting minutes and reports, newsletters, roster books, seminar notices, and speaker handouts. The Secretary is also responsible for having these items organized in a binder(s) and/or stored on compact disc for reference purposes. Common traits of a Secretary include strong communication skills, articulate clearly both with the written and spoken word, and skilled at organizing various types of media and forms of information. The Secretary shall keep a list of current Members of the Organization.

6. Duties and Authority of the Treasurer – The Treasurer shall be responsible for the receipt and disbursement of all funds of the Organization, shall deposit such funds in such banking institutions as may be approved by the Board of Directors, shall supervise the preparation of the annual budget, and perform other duties as may be lawfully required of him or her or as may ordinarily and usually pertain to the office of Treasurer and as may be assigned to him or her by the Board of Directors. The Treasurer shall also file all necessary records with Federal, State, county, and local entities at appropriate times. Common traits of a Treasurer are skills in areas of time and people management and accounting procedures, a willingness to accept responsibility and change, and the ability to be diplomatic and maintain confidentiality.

i) Assistant Treasurer – The Assistant Treasurer shall provide support to the Treasurer.

7. National Representative -- The National Representative shall be responsible for acting as a liaison with the OWIT National office. This position works with the President in promoting the DFW chapter with the National office ensuring all chapter event information is communicated to National. The Representative will also participate in periodic conference calls with National. The Representative should also attend the OWIT National Conference. Common traits of a Representative include strong communication skills, especially the ability to articulate clearly in the spoken word, are able to understand a variety of people, are confident, and team leaders. They are also persuasive and able to organize multiple tasks in order of priority.

8. Election of Board of Directors -- The Board of Directors shall be elected by a majority of votes cast at the annual meeting of the Members, provided a quorum of the Members is present. If no candidate for a particular office receives a simple majority of the votes cast, a run-off election shall be held by Members present at the meeting between the two candidates receiving the highest number of votes.

9. Vacancies-- A Board vacancy existing between annual meetings of the Members may filled by majority vote of the Board. A Board Member so elected shall serve only for the remainder of the unexpired term.

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ARTICLE X

Committees

1. Constitution and Powers -- The Board of Directors may appoint committees as needed. Such committees may include but are not limited to a Membership Committee, Program Committee, Website Committee, Nominating Committee, and/or Newsletter Committee. Each Committee shall be comprised of no more than seven persons.
2. Term of Office -- Each member of a committee shall continue as such until his successor is appointed or elected unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.
3. Quorum-- A quorum of any committee shall consist of whatever number of members shall be a majority of actual (not ex-officio) members of that committee. The attendance of that committee, including members attending by right of office only, shall be counted for the purposes of determining whether a quorum is available.
4. Action by Committees-- Any action required by law to be taken at a meeting of any committee or any action which may be taken at a meeting of the committee must be approved by a simple majority of those voting, provided, however, that if less than an absolute majority of the committee has voted in favor of a particular action, then any two or more members of the committee, by certifying that the action is of significant import, may require the affirmative vote of an absolute majority of the members of the committee then in offices in order to approve the action.
5. Nominating Committee-- A Nominating Committee may present a slate of Directors to the Organization for election and shall nominate persons to fill Board vacancies as they arise.
6. Membership Committee-- A Membership Committee may maintain a list of Organization members. Additionally, the Membership Committee may assist in expanding the Organization membership to include community by developing a list of potential members to receive Organization notices of meetings.
7. Social Committee-- A Social Committee may plan social events for the Organization, including the planning of the time and location for each Organization meeting.
8. Program Committee-- A Program Committee may assist the Program Director in planning a program for each Organization meeting.
9. Website Committee – A Website Committee may maintain and update the website as needed.
10. Newsletter Committee-- A Newsletter Committee may prepare periodic mailings of interest to the membership.

ARTICLE XI

Power of Board of Directors to Borrow Money And Receive Gifts and Contributions

The Board of Directors shall have full power and authority to borrow money and receive gifts and contributions whenever in the discretion of the Board the exercise of said power is required in the general interests of the Organization. The Board of Directors may authorize the appropriate Directors of the Organization to make, execute, and deliver in the name and on behalf of the Organization such notes, bonds and other evidence of indebtedness as said Board shall deem proper, and said Board shall have full power to mortgage the property of the Organization or any part thereof, as security for such indebtedness, and no other action of the Organization shall be requested as to the validity of such note, bond, evidence of indebtedness, or mortgage.

ARTICLE XII

Notices of Meetings

1. **Form-Delivery**-- Whenever, under the provisions of law, the Articles of Incorporation, or the Bylaws, notice must be given to any Director or Member, such notice may be given in writing, by mail, addressed to such person at this or her post office address as it appears on the records of the Organization. Such notice shall be deemed to be given at the time it is deposited in the United States mail. Notice may also be given personally, or by telephone, email or telegram.
2. **Waiver**-- Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation, or the Bylaws, a written waiver thereof, signed by the person or persons entitled to notice and filed with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent of such notice. In addition, any Director or Member of a committee who does not receive notice of a meeting, but who nonetheless attends that meeting without protesting at the commencement of the meeting such lack of notice, shall be conclusively deemed to have waived notice of such meeting.

ARTICLE XIII

Indemnification and Insurance

The Organization may purchase and maintain insurance on behalf of itself or any person who is or was a Director, officer, advisor, employee, or agent of the Organization against any liability arising out of his or her role in the Organization. The Organization shall to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or interstate was Director, officer, advisor, employee, or agent of the Organization, against judgment, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. Such indemnification shall not be exclusive of any other rights to which such Member may be entitled under any Bylaw, agreement, vote of the Board of Directors or otherwise.

ARTICLE XIV

Accounting Period

The annual accounting period of the Organization shall be the Organization's fiscal year, which is from April 1 through March 31.

ARTICLE XV

Amendments

The Bylaws may be amended by the vote of a majority of the Members.

ARTICLE XVI

Dissolution

The Board of Directors, upon the approval of two-thirds (2/3) of its members, may dissolve the Organization. A committee shall thereupon be elected by the Board of Directors to liquidate the assets of the Organization and under such plan as the Board of Directors shall approve.

ARTICLE XVII

Books and Records

There shall be kept at the office of the Treasurer correct books of account of all the business and transactions of the Organization.