### WICT Pacific Northwest BYLAWS

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ARTICLE I: NAME AND AREA

**Section 1**

The name of the national organization is Women in Cable Telecommunications (WICT), a professional society, hereinafter referred to as “WICT”. The name of the WICT chapter shall be the WICT Pacific Northwest Chapter (hereinafter referred to as the “Chapter”). The chapter’s name may be modified at any time based on a vote of the chapter leadership and approval of the WICT national board of directors.

**Section 2**

 The area covered by the Pacific Northwest Chapter shall be any Pacific Northwest states, cities or counties approved and authorized by the national Women in Cable Telecommunications organization, including but not limited to: Oregon, Washington and Idaho. However, no location will be excluded from membership.

**ARTICLE II: MISSION STATEMENT, PURPOSE, OBJECTIVES**

**Section 1**

The mission of the Chapter: *WICT develops women leaders who transform our industry.*

**Section 2**

**Purpose**: Empowering women through Leadership, Education, Advocacy.

**Section 3**

Goals of WICT. The objectives of the Chapter shall be those of WICT which shall be the sole policymaking body. The objectives are:

* To advocate women in the cable and telecommunications industry by developing their leadership and management skills.
* To be in the forefront of the industry as a respected advocate and catalyst for new productivity in a diverse and changing work force.
* To encourage women to understand, celebrate and communicate their career and life choices.
* To establish a synergy between the chapters and national that ensures a strong and viable organization supporting WICT’s mission.

**ARTICLE III: MEMBERSHIP**

**Section 1**

Eligibility: Membership (in WICT and in the Chapter) is open to employees of cable telecommunications companies, including multisystem operators (“MSO’s”) and systems, programmers, and suppliers of equipment and services to the cable telecommunications industry, but not including direct broadcast satellite providers, incumbent local exchange carriers, electric utilities or municipally-owned cable systems and subsidiaries and affiliates of the foregoing.

**Section 2**

No one shall be admitted to membership in the Chapter or retained as a member of the chapter or chapter board unless they are a WICT member for the current year.

**Section 3**

Classes of Membership: The classes of membership are as follows:

a.            Regular Membership. A non to mid-management professional employed full­time in any facet of the cable telecommunications industry or allied field is eligible for regular membership. Such members shall remain current with the dues approved by the board of directors and shall be entitled to one vote regardless of the number of cable systems, corporations or other entities the individual may represent. Regular members may hold office and serve on the national or chapter level board of directors.

b.            Executive Membership. A senior management professional who otherwise qualifies for Regular membership is also eligible for executive membership as such level of membership is determined by the board of directors. Such members shall remain current with the dues approved by the board of directors and shall be entitled to one vote regardless of the number of cable systems, corporations or other entities the individual may represent. Executive members may hold office and serve on the national or chapter level board of directors.

c.            Entry Level Membership. Any person employed in an entry level full or part-time position with less than two years’ experience in any facet of the cable telecommunications industry is eligible for entry Level membership. An entry level position is defined as an hourly (non-salaried) employee with no supervisory or direct budgetary responsibilities. Entry level members shall pay dues determined by the board of directors but do not have voting rights nor may they serve in an appointed or elected office.

d.            Student Member. Any person enrolled full-time at the graduate or undergraduate level in an accredited college or university is eligible for student membership. Student members shall pay dues as determined by the board of directors but do not have voting rights nor may they serve in an appointed or elected office. Students are required to provide current proof of enrollment along with expected year of graduation. Student membership can be renewed for a maximum of 4 years at this level. After 4 years, students are automatically upgraded to entry level membership.

e. Honorary Membership. The National Board of Directors, in its sole discretion, may confer an Honorary membership upon an outstanding person or corporation who has contributed to the success of the organization and/or the well-being of the cable television and

telecommunications industry, or who otherwise has received recognition in the industry.

Honorary members shall not be required to pay dues nor shall they be, entitled to vote or

serve in an appointed or elected office. The granting of an Honorary membership to a

corporation does not affect the membership status or membership requirements of any

employees of such corporation.

**ARTICLE IV: OFFICERS**

**Section 1**

The officers, also considered the Executive Committee, shall consist of: president, vice president, immediate past president, secretary, treasurer and advisor. An officer may be re-elected to the same office twice consecutively. Officers must be a regular or executive member of the WICT organization prior to serving on the chapter board. An exception to the term limit may be approved by a vote of the general membership by majority vote.

**Section 2**

Each officer shall, subject to their nomination and selection on an annual basis, be initially eligible to serve for one term of two years until his or her successor shall have been chosen and qualified or until his or her death, resignation or removal. The term of office for officers shall commence on January 1 of the first year and end on December 31 of the second year.

**Section 3**

The term of office shall be for two years so as to promote continuity of operations. In the event that a board member is no longer eligible for membership, as defined by WICT National, that person shall no longer be eligible to serve on the board.

**Section 4**

A list of officers must be maintained with the WICT National office. Any changes must be reported within ten (10) business days of election or appointment.

**Section 5**

In addition to the specific powers and duties of each office, all board members shall have the following responsibilities:

1. Be familiar with the WICT mission statement and promote WICT objectives as appropriate within their own professional context.
2. Prepare for board meetings by reviewing the agenda and supporting materials as necessary.
3. Use best efforts to be in attendance at all chapter events.
4. Use best efforts to be in attendance at National meetings and programs.
5. Follow-up on commitments made and assignments accepted at board meetings.
6. Establish personal goals and objectives for term of service on the board and participate in the establishment of chapter goals.

**Section 6**

The powers and duties of the officers shall include, but are not limited to, the following offices;

1. **President -** Leads the chapter and serves as an advocate for the WICT mission and strategic plan.
2. **Vice President -** Aids the president in the management of the chapter, and assumes any chapter leadership duties as designated by the president. In the absence of the President or in the event of the President’s inability or refusal to act, the Vice President shall perform duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President.
3. **Immediate Past President** – Oversees committees and provides guidance to incoming president.
4. **Secretary –** Records and maintains a record of all proceedings of meetings. Shall assume, in the absence, refusal or disability of the president and vice president, the duties of the president, and when so acting shall have all the powers of, and be subject to the restrictions of the president.
5. **Treasurer -** Responsible for the overall management of the chapter finances.
6. **Advisor –** An appointed position and acts as a facilitator, advocate, counselor and coach for the chapter.

**ARTICLE V: BOARD OF DIRECTORS**

**Section 1**

The chapter board of directors shall hold regular monthly meetings. Meetings will either be in person (agreed on location), conference call or online. The executive committee will meet at least once per year to discuss chapter strategy and overall chapter performance.

**Section 2**

All board members, upon retiring from office, shall deliver all relevant material pertaining to that position to their successor.

**Section 3**

All board members shall serve without remuneration or indemnity. Chapter board positions are strictly voluntary.

**Section 4**

All board members must actively participate in board meetings and chapter events, and must fulfill the requirements of the board member’s position on the board.

Each board member is permitted to miss no more than two (2) regular board meetings annually. If the board member is not actively participating in board meetings or chapter events, is not fulfilling the requirements their position, or has missed more than two regular board meetings, the board member is subject to potential removal from the board.

**Section 5**

If the above occurs and/or a personal conflict arises with any elected chapter officer causing plausible disruption amongst Board and/or chapter members, the following is suggested prior to formal dismissal:

1. Chapter president speaks one on one with individual outlining the problem in detail.
2. Action steps are discussed and given to the individual along with appropriate benchmarks for resolution.
3. If conflict is not resolved within stated benchmarks, both the chapter president and chapter advisor will conference call or meet with the individual.
4. Prior to scheduling a formal vote by the chapter board, the chapter president must notify WICT National.
5. If no visible progress is made as result of the above, a formal vote should be taken by the remaining chapter board opting to remove the individual from his/her present chapter role.
6. A 2/3 board majority is needed to remove the individual from his/her position.
7. A suitable replacement must be located and voted in by same majority of all chapter membership.
8. Notify WICT National of the incident. \*If individual has falsified information or has taken monies, WICT National must be notified immediately and prior to any of the above steps.

If the officer causing such disruption is the President, then all previous

references to “Chapter President” in this Section 5 shall be deemed to be references to

“Chapter Vice President.”

Personal conflict may include any of the following:

1. Unprofessional conduct and/or language displayed at events and programs.
2. Unprofessional conduct and/or language in written form.
3. Spreading unsubstantiated rumors amongst chapter leaders and members.
4. Personal agenda by individual causing dysfunction due to lack of honesty or secrecy.
5. Falsifying information.
6. Taking chapter monies.

Potential reward if resolved:

This individual may be elected to a different chapter board position or reinstated to the same board position after demonstrating the ability tomove forward for the good of the chapter.

**Section 6**

In the event an elected board position becomes vacant mid-term, the following process should be followed:

1. President alerts board of vacancy.
2. Candidates are nominated by the board.
3. Candidate qualifications are discussed during a board meeting.
4. Following discussion, an open vote will take place among board members.
5. Candidate with the majority of the votes will assume the position until end of term.

**Section 7**

To create a new board position, these steps shall be followed:

1. Description of the position is sent to all current board members for review.
2. Position is discussed during a board meeting.
3. Following discussion, an open vote will take place among board members.
4. A majority of votes is required to ratify the new position.
5. President updates bylaws to reflect change.
6. Chapter to determine when the new position become effective.

To eliminate a board position, these steps shall be followed:

1. Justification for elimination is sent to all current board members for review.
2. Position is discussed during a board meeting.
3. Following discussion, an open vote will take place among board members.
4. A majority of votes is required to eliminate the new position.
5. President updates bylaws to reflect change.
6. Positions may not be eliminated mid-term. Elimination is effective for the upcoming year only.

**ARTICLE VI: ELECTIONS**

**Section 1**

Annual elections shall be held through the use of an online voting tool or available method, as applicable and determined by the chapter.

**Section 2**

In lieu of a succession planning committee who works on annual strategies for the upcoming year, the executive board shall determine the candidate slate for the upcoming election.

**Section 3**

The “secretary shall prepare the official ballot and shall send the official slate to the Communications chair for distribution to all voting members by fourth Wednesday of November.

**Section 4**

Voting shall be done by electronic ballot and the data will be collected and tabulated by Chair of the succession planning committee. Majority vote wins; provided that, in the event of a tie or margin difference of 5% or less (a), the Succession Committee and/or Executive Committee will identify the appropriate candidate in the best interest of the chapter and be declared the winner.

**Section 5**

The board of directors shall have the authority to fill all vacancies in its body and among the elected officers for any unexpired term.

**ARTICLE VII: COMMITTEES**

**Section 1**

The president, with approval of the board of directors, shall appoint chairpersons for the committees, which, if applicable, shall initially be in accordance with the positions set forth in the ballot.

**Section 2**

Depending on need, the following committees may be formed:

1. Membership: Shall be responsible for finding qualified professionals and students for membership and securing their membership for the chapter.
2. Programming: Arranges programs for members that meet the mission of WICT National and works with other committees to assure publicity, location and hospitality.
3. Communication: Publicizes activities of chapter through local and trade media, contributes to national Women in Cable Telecommunications newsletter, preparation, printing and mailing of a chapter newsletter
4. Sponsorship: Seeks out and engages new sponsors and maintains relationships with existing sponsors to support the chapter in its programming and marketing efforts.
5. Others: The board may establish such other committees or subcommittees, such as Social Media and Mentorship, as deemed appropriate to help fulfill the chapter’s mission.

**Section 3**

Committee chairpersons shall report committee activities at board meetings.

**ARTICLE VIII: FINANCES**

**Section 1**

The fiscal year of the chapter shall be the same as WICT National.

**Section 2**

The chapter president and the treasurer are the chapter’s chief executive and financial officers, respectively, and shall be responsible for sound financial planning, internal controls (outlined separately) and fiscal integrity.

**Section 3**

All bank accounts shall be in the name of the chapter. All checks shall require accurate documentation. Checks under $1,000US shall require the signature of either the president or treasurer. All checks in excess of $1,000US shall require the signature of the president and the treasurer in order to assure appropriate checks and balances are in place.

**Section 4**

The chapter shall not establish a dues structure on their own.

**Section 5**

The chapter finances may be audited annually and reviewed by WICT National.

**Section 6**

Bank statements must be delivered unopened (or electronically) by the treasurer and reconciled with the accounts monthly. Reconciliation includes: reviewing signoff of checks over $1,000US, ensure reasonableness of vendors, examine bank statements, deposit ledger and check register for accuracy.

ARTICLE IX: BYLAWS

**Section 1**

The bylaws of the chapter shall be adopted by majority vote of the chapter board and sent to WICT National.

**Section 2**

Any amendments to the bylaws shall be adopted by majority vote of the board.

**Section 3**

A review of chapter bylaws shall be conducted annually, led by the president. Any subsequent changes must be ratified prior to the commencement of the annual election process.

**Section 4**

These bylaws are subject to the National bylaws of WICT, as amended.

**ARTICLE X: DISSOLUTION**

**Section 1**

At a meeting duly called for the purpose of considering the question, the chapter shall be dissolved upon receiving at least two-thirds (2/3rds) of the votes entitled to be cast by members present at such meeting, and all assets shall be distributed as directed by WICT National Board of Directors.