



**Women in Cable  
Telecommunications<sup>SM</sup>**

*Virginia*

**Virginia Chapter Bylaws  
(Amended 2015 Bylaws)**

**Article I – Name and Area**

Sec. 1 The name of the Chapter shall be Virginia chapter of Women in Cable & Telecommunications – a professional society (hereinafter referred to as the “Chapter”).

Sec. 2 The area covered by the Chapter is the Commonwealth of Virginia.

**Article II – Mission Statement, Purpose, Objectives**

Sec. 1 Mission Statement. Creating Leaders together. WICT develops women leaders who transform our industry.

Sec. 2 Purpose. Empowering women through Leadership, Education, Advocacy.

Sec. 3 Goals of WICT. The objectives of the Chapter shall be those of Women in Cable & Telecommunications, Inc. – a professional society (“WICT National”), which shall be the sole policy-making 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**

Sec. 1 Eligibility: Membership is open to employees of cable television companies, including multisystem operators (“MSOs”) and systems, programmers, and suppliers of equipment and services to the cable television industry, but not including direct broadcast satellite, incumbent local exchange carriers, electric utilities or municipally owned cable systems and subsidiaries and affiliates of the foregoing.

Sec. 2 No one shall be admitted to membership in the Chapter or retained as a member of the Chapter unless recognition of such membership for the then current year shall have been issued to them by WICT National.

Sec. 3 Classes of Memberships. The classes of membership are as follows:

- a. Regular Membership. A non to mid-management professional employed full-time in any facet of the cable television and telecommunications industry is eligible for Regular membership. Such members shall remain current with the dues and shall be entitled to one vote regardless of the number of systems or corporations the individual may represent. Regular members may hold office and serve on the Chapter or National level of Board of Directors.
- b. Executive Membership. A senior management professional who otherwise qualifies for Regular membership is also eligible for Executive membership. Such members shall remain current with the dues and shall be entitled to one vote regardless of the number of systems or corporations the individual may represent. Executive members hold office and serve on the Chapter or National level of 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 television and 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 and/or a student. (Part-time students working at other than an entry-level position do not qualify for Entry-level membership).
- d. 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**

Sec. 1 The officers shall consist of a President, Vice President, Secretary, Treasurer, Assistant Treasurer and Immediate Past President (the “Officers”). An Officer may be re-elected to the same office only twice consecutively. Officers must be voting members of the Chapter.

Sec. 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.

Sec. 3 A list of Officers must be maintained with the WICT National, and changes must be reported within ten (10) days of election or appointment.

Sec. 4 The powers and duties of the Officers shall be as follows:

- a. President. The President shall preside at all meetings of the members and the Board of Directors, shall appoint all committees; shall be an ex-officio member of all committees; be responsible for notifying Board members of the times and place at which Board meetings are to be held; execute such agreement on behalf of the Chapter as authorized by a vote of the membership and Board of Directors and shall perform such duties as may be vested in the President by the Board of Directors.
- b. Vice 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. The Vice President shall perform such other duties and have other powers as the Board of Directors may from time to time direct, including interfacing with committee chairs in keeping the President advised of committee progress.
- c. Secretary. The Secretary shall attend all meetings of the Board of Directors and shall record all proceedings of such meetings; distribute information to the Board of Directors; forward copies of minutes to WICT National; and keep a roster of the board members and committee chair peoples.
- d. Treasurer. The Treasurer shall receive all funds and make all disbursements as authorized by the Board of Directors; present a financial report at each meeting of the Board of Directors and submit an annual financial report to the WICT National Treasurer as required by WICT National.
- e. Assistant Treasurer. The Assistant Treasurer shall perform the duties of the Treasurer in the event of the Treasurer's absence or inability or refusal to act. When so acting, the Assistant Treasurer shall have all the powers of, and be subject to all the restrictions upon, the Treasurer. The Assistant Treasurer shall perform such duties and have other powers as the Board of Directors may from time to time direct.
- f. Immediate Past President. The outgoing President of the Chapter shall automatically assume the office of Immediate Past President when a new President assumes office unless the Board appoints another individual to serve in the role of Immediate Past President. The Immediate Past President shall oversee committees as directed and assist the President as required.

#### **Article V – Chapter Advisor**

Sec. 1 Chapter Advisor is a Chapter leadership position required by WICT National. The Chapter Advisor acts as a facilitator, advocate, counselor, and coach for the Chapter.

Sec. 2 The Chapter Advisor shall be appointed by the Officers and members of the Board of Directors using the election procedures set forth in Article VI, Section 6 of these Bylaws.

Sec. 3 The Chapter Advisor must meet all criteria and perform responsibilities required by WICT National guidelines.

Sec. 4 A Chapter Advisor shall serve the Chapter for a term no longer than three (3) years.

#### **Article VI – Board of Directors**

Sec. 1 The Board of Directors shall consist of the Officers and at least four Board members.

Sec. 2 The Board of Directors shall have general charge and control of the affairs and funds of the Chapter.

Sec. 3 The Board will hold a minimum of six regular meetings per year. Members of the Board of Directors are expected to attend all Board meetings. If three meetings are missed without reasonable cause and notice, the Board will have the option to appoint a successor.

Sec. 4 A simple majority of the Board of Directors shall constitute a quorum. The vote of the majority of the Board present at a meeting at which a quorum is present shall constitute action of the Board.

Sec. 5 There shall be an Executive Committee, composed of the Officers, which shall have all powers of the Board of Directors between meetings. Any minutes of the Executive Committee may be submitted to the Board of Directors at its next meeting.

Sec. 6 Whenever it is necessary to fill a vacancy among Officers or directors, or to appoint a Chapter Advisor, the President shall call for recommendations to fill the vacancy or appointment. A majority vote of the remaining members of the Board of Directors shall determine the person selected. Persons so elected shall serve until the expiration of the regular term of office.

Sec. 7 All Board members, upon retiring from office, shall deliver to the President all money, accounts, record books, papers or other properties belonging to the Chapter.

Sec. 8 If a personal conflict arises with any elected Chapter board Officer causing plausible disruption amongst Board and/or Chapter board members, the following is suggested prior to formal dismissal:

- Chapter President speaks one on one with individual outlining the problem in detail.
- Action steps are discussed and given to the individual along with appropriate benchmarks for resolution.
- If conflict is not resolved within stated benchmarks, both the Chapter President and Chapter Advisor will conference call or meet with the individual.
- Prior to scheduling a formal vote by the Chapter, the Chapter President must notify the WICT National Chapter Development Chair, the WICT National President and CEO and the WICT National Director of Chapter Services.
- If no visible progress is made as a result of the above and if the individual does not resign, a formal vote should be taken by the remaining Chapter Board opting to remove the individual from his/her present Chapter role.

- A two-thirds (2/3) Board approval and Chapter membership approval following the voting procedure set forth by bylaw amendments in Article X of these bylaws is needed to remove the individual from his/her position.
- A suitable replacement may be selected as set forth in Article V, Section 6 above.
- WICT National must be kept informed of developments related to this Section 8, and if the individual has falsified information or has taken Chapter monies, WICT National must be notified immediately. If the officer causing such disruption is the President, then all previous references to “Chapter President” in this Section 8 shall be deemed to be references to “Chapter Vice President.”

Personal conflict may include any of the following:

- Unprofessional conduct and/or language displayed at events and programs
- Unprofessional conduct and/or language in written form
- Spreading unsubstantiated rumors amongst Chapter leaders and members
- Personal agenda by individual causing dysfunction due to lack of honesty
- Falsifying information
- Taking Chapter monies

Potential reward if resolved:

Elected to a different or reinstated to the same Board position after demonstrated ability to move forward into productive decision making and team building.

### **Article VII – Elections**

Sec. 1 The election of Officers, members of the Board of Directors, and Chapter Advisor will be conducted by e-mail of all voting Chapter members or other reasonable means authorized by the Board of Directors.

Sec. 2 A Nomination Committee of three members shall be appointed by the President and approved by the Board of Directors. The Nomination Committee shall call for nominations, contact those nominated and prepare an official slate for approval by the Board of Directors.

Sec. 3 The Secretary shall prepare and send the official ballot to all voting Chapter members in time to permit the receipt of ballots by approximately the third Wednesday of October.

Sec. 4 Ballots shall be returned to and tabulated by the Secretary. A plurality of all returned ballots shall be necessary to constitute elections. In the event of a tie vote, the Board of Directors reserves the right to cast the deciding vote.

Sec. 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 VIII – Committees**

Sec. 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. The Chapter President reports regularly to the WICT National Board of Directors regarding committee activities.

Sec. 2 Depending on need, the following committees may be formed:

- a. **Membership:** Shall be responsible for finding qualified professionals and students for membership and securing their membership for the Chapter. This committee shall maintain an accurate membership roster and keep the Secretary and Treasurer informed of membership changes. The committee shall also encourage prompt renewal of memberships. The Membership committee chair shall be thoroughly familiar with WICT National's membership program and with renewal/new member goals for the Chapter; develop and carry out new member acquisition and renewal campaigns that are within budget and designed to achieve the Chapter goal; and coordinate the current local membership list with staff at WICT National to assure the highest possible accuracy.
- b. **Programming:** Arranges programs for members which meet the mission of WICT National and works with other committees to assure publicity, location and hospitality.
- c. **Marketing:** Publicizes activities of Chapter through local and trade media.
- d. **Sponsorship:** Seeks out and engages new sponsors and maintains relationships with existing sponsors to support the Chapter in its programming and marketing efforts.
- e. **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.

Sec. 3 Committee chairpersons shall report committee activities at Board meetings.

## **Article IX – Finances**

Sec. 1 The fiscal year of the Chapter shall be the same as WICT National.

Sec. 2 The President and the Treasurer are the Chapter's chief executive and financial officers, respectively, and shall be responsible for sound financial planning and fiscal integrity.

Sec. 3 All bank accounts shall be in the name of the Chapter and meet any requirements set forth by WICT National.

## **Article X – Dissolution**

Sec. 1 At a meeting duly called for the purpose of considering the question, the Chapter shall be dissolved upon receiving at least two-thirds (2/3) of the votes entitled to be cast by members present at such meeting, and all assets shall be distributed as authorized by the Articles of Incorporation and directed by the national Board of Directors.

## **Article XI – Amendments**

Sec. 1 These bylaws may be amended, repealed or altered in whole or in part, and new bylaws adopted by a two-thirds (2/3) vote of the Board of Directors provided thirty (30) days' notice of the proposed amendments has been sent to all members of the Board, unless such timely notice is duly waived by every such member. Amendments to the bylaws must be ratified by the voting membership as specified in Section 2.

Sec. 2 A resolution to amend the bylaws, duly approved by the Board of Directors as specified in Section 2, shall be submitted to the voting membership for ratification within thirty (30) days of adoption by the Board of Directors as described in Section 1 and will be adopted by a two-thirds (2/3) affirmative vote of the membership.

Voting members shall respond consistent with the written instructions included within such notice and within the time frame specified. Any voting members who do not vote within the time frame specified or according to any other instructions included with such notice shall be considered as casting his or her vote in confirmation of the proposed amendments.

Sec. 3 A resolution to amend the bylaws, duly accepted by the Board of Directors as specified in Article X, Section 1 and ratified by the membership as specified in Article X, Section 2, shall become effective on the date specified in the resolution to amend these bylaws.