



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

V I R G I N I A

**Virginia Chapter Bylaws  
(Amended February 2006)**

**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 “WICT” of the “Chapter”).

Sec. 2 The area covered by the Virginia 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 Virginia Chapter shall be those of Women in Cable & Telecommunications, Inc. – a professional society, 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 multi-system 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 a membership card for the then current year shall have been issued to them by Women in Cable and Telecommunications.

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 corporation does not affect the membership status or membership requirements of any employees or such corporation.

### **Article IV – Officers**

Sec. 1 The officers shall consist of a President, a Vice President, Secretary and Treasurer. An officer may be re-elected to the same office only twice consecutively. Officers must be voting members of Women in Cable & Telecommunications.

Sec. 2 Each officer shall serve for one (1) term of 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 and end on December 31 of each year.

Sec. 3 A list of officers must be maintained with the National Women in Cable & Telecommunications, and changes must be reported within ten 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 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 places 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 even 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, ad 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, including interfacing with committee chairs in keeping the President advised of committee progress.
- c. Membership Officer. The membership 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; coordinate the current local membership list with staff at WICT National to assure the highest possible accuracy.
- d. Secretary. The secretary shall attend all meetings of the Board of Directors and shall record all proceedings of such meetings; distribute to the Board of Directors; forward copies of minutes to WICT National; keep a roster of the board members and committee chair peoples.
- e. 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 national treasurer of Women in Cable & Telecommunications as required by the national organization.
- 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. The past President shall oversee committees as directed and assist the President as required.

#### **Article V – Board of Directors**

Sec. 1 The Board of Directors shall consist of the Officers and at least four Board members in addition to the immediate past-president who becomes a member of the Board of Directors.

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

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. The minutes of the Executive Committee shall 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, the President shall call for recommendations to fill the vacancy. A majority vote of the remaining members of the Board of Directors shall determine the person elected. 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.

#### **Article VI – Elections**

Sec. 1 The election of officers and members of the Board of Directors will be conducted by e-mail or fax of all voting chapter members.

Sec. 2 A Nomination Committee of three members shall be appointed by the President and approved by the Board of Directors no later than the May Board meeting. The Nomination Committee shall call for nominations, contact those nominated and prepare an official slate for approval by the Board of Directors at the July Board meeting.

Sec. 3 The Secretary shall prepare and send the official ballot to all voting chapter members no later than September 31. The deadline for receipt of ballots will be the third Wednesday of October.

Sec. 4 Ballots shall be returned to and tabulated by the chair of the Nomination Committee. 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 VII – Committees**

Sec. 1 The President, with approval of the Board of Directors, shall appoint chairpersons for the committees. The chapter President reports regularly to the national Women in Cable & Telecommunications 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.
  - b. **Program:** Arranges programs for the memberships which meet the mission of Women in Cable & Telecommunications and works with other committees to assure publicity, location and hospitality.
  - c. **Hospitality:** Coordinates with the Board the selection of meeting places, makes arrangements for meetings and assists treasurer in collection of meeting fees.
  - d. **Publicity:** Publicizes activities of chapter through local and trade media. Contributes to national Women in Cable & Telecommunications newsletter.
  - e. **Newsletter:** Responsible for preparation, printing and mailing of a chapter newsletter.

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

#### **Article VIII – Finances**

Sec. 1 The fiscal year of the chapter shall be the same as the national Women in Cable & Telecommunications.

Sec. 2 The President and the Treasurer are the chapters 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 require the signature of both the President and the Treasurer.

#### **Article IX – 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 (2/3rds) 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 X – Amendments**

Sec. 1 These by-laws may be amended, repealed or altered in whole or in part, and new by-laws adopted, by a two-thirds (2/3rds) 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 by-laws must be ratified by the voting membership as specified in Section 2.

**Sec. 2** A resolution to amend the by-laws, 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 (2/3rds) 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 by-laws, 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 by-laws.