

**EXECUTIVE WOMEN INTERNATIONAL®**  
**MEMPHIS CHAPTER**  
**STANDING RULES AND REGULATIONS**

Amended 03/19/2009

**I. INSIGNIA**

The insignia (if any) of Executive Women International, Memphis, Tennessee Chapter, shall be in the form and design as approved by the Corporate Board.

**II. PINS**

1. The membership pin shall be in the form and design of the official insignia as described above.
2. Special adaptations in the membership pin as described above shall be as follows:
  - Chapter President. The current available pin selection as provided for Chapter Presidents under the EWI Jewelry Program through O. C. Tanner shall be used.
  - Chapter Past President: The current available pin selection as provided for Chapter Past Presidents under the EWI Jewelry Program through O. C. Tanner shall be used.
  - The current Chapter President's pin will be passed on to incoming President at installation. The Chapter will provide a Past President's pin to each President upon the completion of her term of office except for those past Presidents who have previously received pins.

The EWI Jewelry Program is provided to help recognize members, special guests, and memorable occasions. Awards are provided by the O. C. Tanner Recognition Company, Salt Lake City, UT, 801.483.8313. The EWI Customer Code is: EX008. Refer to [www.executivewomen.org](http://www.executivewomen.org) for pictures of the selections available and ordering information.

**III. DATABASE**

1. The Chapter Roster shall be maintained currently on the Chapter's website.
2. CONTENT
  - Company Information (name, address, phone, fax, website address)
  - Representative Information
  - Birthdays will be listed separately under "Members Only"

**IV. CHAPTER NEWSLETTER – ewiConnect**

The official publication of the Memphis chapter shall be ewiConnect which shall be issued monthly and maintained on the chapter website ten (10) days prior to regular monthly meetings. Notification shall be provided to the membership via email upon posting.

1. Content shall include at least the following information:
  - President's Message
  - Calendar of Events
  - List of Officers and Directors
  - Programs
  - Development
  - Postings for membership
  - General announcements
2. ewiConnect editor shall be responsible for notification of posting to all active representatives of the Memphis Chapter, to Corporate Board members, to any other chapter upon request, and via U. S. mail to all active, transitional, sustaining, honorary, or life members of the Memphis Chapter upon request.

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**V. CHAPTER STANDING RULES AND REGULATIONS**

Chapter Standing Rules and Regulations shall be maintained on the chapter website by the Bylaws Committee for the guidance of its officers, directors and committees.

**VI. BADGES**

Use of identification badges is prescribed by the Corporation but form and design may vary according to hospitality committee recommendations.

**VII. STATIONERY**

Letterhead shall be 8.5 x 11 inches in size, bearing the EWI emblem, the Memphis, Tennessee Chapter name, and including the current listing of Officers and Directors. Letterhead is restricted for Officers and Directors use ONLY, and to Committee Chairmen with Board Approval. The Chapter Board Secretary is responsible for keeping the stationery updated.

**VIII. APPOINTIVE POSTS**

The Chapter President shall appoint:

1. A Parliamentary Advisor who shall be responsible for the legal conduct of the proceedings of all meetings.
2. A Historian who shall keep a historical record of the activities of the Chapter.

**IX. STANDING COMMITTEES**

Maintaining the high principles, standards and ideals of the organization shall be the individual and joint responsibility of Standing Committees of the Chapter. Each Standing Committee shall be composed of three or more representatives appointed by the President upon recommendation of the Board (except as noted below), one of whom shall be designated as Chairman. Duties of such committees are outlined in the Corporate Procedures Manual.

The President shall be ex-officio member of each Standing Committee.

1. **Advisory Committee** - The committee should include a minimum of two (2) Past Chapter Presidents, if possible (including the immediate Past President, who shall act as Chair). The committee will advise on any matters concerning the Chapter at the request of the President or Board. The Advisory Committee shall serve in an advisory capacity to the President and to the Board, to all Chapter Standing Committees, and as Financial Advisor. The Chair is required to attend all Board meetings.

After investigation of a situation or problem presented, the Advisory Committee's findings shall be passed, with recommendations, to the Board for approval, and the board shall, in turn, render a detailed report to the membership for final approval; provided, however, that if said situation is of such a personal nature with respect to a representative or representatives of the Chapter that an open discussion thereof would be embarrassing or injurious to the relationships of all concerned, the situation or problem shall be handled in its entirety by the Advisory Committee and the Board of Directors.

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2. **Budget Committee** - This committee, one member of which shall be the Chapter Treasurer, prepares and submits to the membership in November, a proposed budget for the ensuing year, which has previously been approved by the Board. The Chapter will vote to approve the Budget at the Chapter meeting in December.
3. **Bylaws Committee** – This committee shall study, prepare and submit to the Board any suggested amendments to the corporate and Standard Chapter Bylaws for review and recommendation to the Chapter membership. The proposed amendments must be approved by the membership prior to submission to the Corporate President for inclusion on the agenda of the next Corporate Board meeting (Standard Chapter Bylaws, Article XII). This committee shall also submit proposed Chapter standing rules.

**Standing Rules**

Chapters may adopt standing rules recommended by the Chapter Board and/or Chapter Bylaws committee and approved by the membership; which specifically apply to the individual chapter, if they do not conflict with the Corporate and Standard Chapter Bylaws or the EWI Procedure Manual.

4. **Chaplain/Caring & Sharing Committee** – This committee handles the arrangements and/or notification necessary for the Chapter's customary observances or acknowledgments.
5. **BCDP Committee** – This committee shall coordinate the Scholarship programs for the Chapter based on instructions submitted by the Corporate BCDP Director and shall submit progress reports to the Board of Directors, assist the Program Chair in planning the program for the announcement of winners and assist public relations chair in planning news coverage.

**Representative of the Year** - Current year BCDP Director will determine the amount of the award based on the budget.

**Philanthropy** - Each Chapter of EWI is encouraged to engage in separate and distinct philanthropic endeavors to benefit local communities in which the Chapter members reside and work. Chapters may use the corporation for such charitable activities and for the receipt of charitable donations so long as such activities meet all requirements of the Internal Revenue Code and applicable State laws and revenue codes for charitable activities and for maintenance of charitable status of the corporation. The Board may, from time to time, provide rules and regulations for the carrying out of charitable and philanthropic endeavors by each Chapter. All funds raised or donations received by local Chapters under the name of the corporation and its tax qualification shall be deemed to be funds of the corporation. However, so long as the local charitable activities of a Chapter meet all requirements of these Bylaws and rules and regulations of the Board, then the Board shall be deemed to have delegated its rights and powers to such Chapter for purposes of receipt and administration of such funds and the philanthropic endeavors of the Chapter.

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6. **BCDP – Corporate Sponsorships Committee** – This committee secures sponsorship funds and in-kind services to support scholarship and other EWI programs.
7. **Historian Committee** – The President appoints a historian who is responsible for maintaining the historical records of the activities for the Chapter. This committee is also responsible for the organization of past board records, photographs, monthly clippings, etc. and for maintenance of vital records for storage. The Historian also maintains the chapter scrapbook and puts together one for the President.
8. **Hospitality Committee** - This committee should be composed of as many members as available to greet and welcome new representatives and guests at meetings, introducing them during the social hour and making proper seating arrangements for them. The President should inform the hospitality chair of any special guests, Corporate, Chapter or otherwise, so that every courtesy may be extended to them.
9. **Membership Committee** – This committee is responsible for membership growth, orientation, mentoring and retention. This committee selects and posts new member firms and is responsible for processing Membership Applications and installing new members and familiarizing them with Chapter procedures, etc.

**10. Nominating Committee**

**A. Formation of Committee.** The Committee shall consist of three (3) or five (5) members as follows:

- The immediate past Chapter President, if possible, who shall act as Chairman; In the absence or inability of the immediate past Chapter President to act, a new Chairman shall be selected by the Board of Directors. “Absence or inability to act” as that phrase is used herein shall mean absence at any meeting of the Committee without reasonable cause as determined by the Board of Directors, or failure to act to carry out the duties of the Chairman of the Committee in the judgment of a majority of the Chapter Board.
- One (1) member elected by the Board of Directors, preferably from within its own membership, after installation of the Board; and
- At the option of the membership, either one (1) or three (3) members elected by the membership at the Chapter’s annual meeting after election of the Board, but who shall not be Representatives of Member Firms which have representatives currently elected to the Board.

Should a vacancy occur in one of the elected Committee positions, a replacement for that particular vacancy will be elected in the same manner as the original member.

**B. Nomination of Delegates.** The Committee shall select and propose to the membership, in time to meet Corporate filing requirements, nominees for Delegates and Alternates to the Annual Meeting of the Corporation. It is the duty of the Nominating Committee to

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specify their selections of Delegates and first, second Alternates, etc., and to present the nominees in that order for ratification by the membership. The membership shall be advised in writing of these proposed nominees prior to the Chapter's business meeting at which the Committee makes its report and elections take place and at which time nominations may be made from the floor.

- C. Nomination of Board**. The Committee, through adequate means, shall solicit views from the membership for the purpose of selecting nominees for the office of Vice President/President-Elect, Secretary, Treasurer, Sergeant-at-Arms, Membership Director, Program Director, Publication Director, Ways and Means Director, and an optional Director-at-Large. Prior to the June meeting, at which the Nominating Committee makes its report, and at which time nominations may be made from the floor, written notice shall be sent to all Representatives listing the current President-Elect as President and the nominees selected and proposed by the Committee. Other nominations may thereafter be submitted by any five (5) Representatives, in writing, to the President up to and including July 31, at which time the nominations are automatically closed. Should there be nominations other than those submitted by the Committee; the membership shall be notified in writing at least ten (10) days prior to the annual meeting held in September of each year.
- D. Nomination of Successor to Fill Chapter Board Vacancy**. When a Chapter Board vacancy occurs; the Committee shall select a nominee according to regular procedure. The membership shall be advised in writing of the proposed nominee prior to the next meeting of the Chapter, at which time nominations may be made from the floor. If nominations are made from the floor, vote shall be by written ballot.
- 11. Parliamentary Advisor** – The President appoints the Parliamentary Advisor. The Parliamentary Advisor is responsible to be present at all Chapter Board and Business Meetings to ensure that parliamentary procedure, as outlined in ROBERT'S RULES OF ORDER (newly revised latest edition), is followed in the conduct of all business.
- 12. Program Committee** – The Program Committee members are responsible for planning Chapter's monthly meetings, the program itself, the location, menus, etc.
- 13. Publications Committee** – This committee is responsible for preparation, printing, distribution and posting to website the chapter's official monthly publication in an 8 ½ x 11 newsletter format (template from Corporate). Its purpose is to communicate to the chapter membership in a complete, concise, and professional manner, information garnering interest and participation in chapter and corporate activities.
- 14. Public Relations Committee** – This committee coordinates chapter's attendance at Area Conferences and the Annual Meeting. This committee also submits press releases to local and national publications. Refer to Procedure Manual, Section 2: Chapter Operations; Chapter 7: Public Relations Guide.
- 15. Sergeant at Arms** – The Sergeant-At-Arms shall keep, or cause to be kept, complete records of the Representatives' attendance at meetings; shall have charge of all

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reservations; shall be responsible for the orderly conduct of meetings; and shall perform such other duties as may be assigned by the President or the Chapter Board.

- 16. Strategic Planning** – This committee develops and manages a 3-5 year Strategic Plan to ensure continuity from prior planning. This committee should be chaired by the Vice President/President Elect and include the current President and Immediate Past President.
- 17. Sustainers** – This committee consists of all Sustaining Members.
- 18. Technology** – This committee shall maintain the Chapter website and database and keeps the chapter informed on any new technical developments relating to the organization.
- 19. Ways and Means Committee** – One of the Directors elected to the Chapter Board shall be charged with the direction and supervision of ways and means to finance special activities and/or supplement operating funds of the Chapter.

**X. MEMBERSHIP**

- 1.** Membership Forms – a standard form established by the Corporation shall be used.
- 2.** All representatives in good standing shall have access to all records of the Chapter.
- 3.** Any representative may have a hearing before any monthly meeting of the Board, provided a written request is submitted to the President at least twenty-four (24) hours in advance of a meeting, stating in general terms the reason for the request.
- 4.** After one year of membership a representative in good standing shall be eligible to accept nomination and election as an Executive Officer or Director of the chapter for not more than five (5) consecutive years, and shall not hold the same office for more than two (2) consecutive years.
- 5.** It is desirable that the ratio of the Chapter membership shall be maintained at approximately fifty percent (50%) representation by international or national firms and fifty percent (50%) representation by regional, state or local firms, whenever possible.

Applications for new membership in the Chapter shall be accepted in accordance with the qualifications specified in the Chapter Bylaws. Firm – Eligibility of a firm (it is recommended that eligibility criteria be developed, e.g., firm must be in business for a minimum of one year, etc., and incorporated into the Chapter's Standing Rules) and classification of each prospective member firm shall be approved by the Board and the chapter before any contact is made by the membership committee.

When a prospective firm has been approved by the Chapter Board, the firm must be:

- Posted in writing (either in ewiConnect or by special mailing), including the name of the firm, the major category, minor classification, and name and title of executive, if possible.

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- Contacted after ten (10) days of posting if no written objections are received from the executive of a Chapter member firm. If there is an objection, a reason must accompany the objection so the Chapter Board can investigate. The Chapter Board has the authority to rule on the validity of any objections and accept or decline them.

6. The prospective firm, classification, and other pertinent information shall be posted to the membership in writing. If no written objections are received from an executive of (minor classification) member firm within ten (10) days of such posting, the prospective member firm may be contacted.

Representative – It is recommended that Representative(s) shall have been employed for a period of not less than one (1) year by the applicant firm, subject to such exceptions in individual instances as the Board may, at its discretion, deem advisable.

7. Classifications to be opened shall be presented by the Membership Director to the Board for approval and then posted in the Newsletter for membership approval. The prospective member shall be invited to a meeting, after which she shall be sent a letter of invitation and the representative shall be initiated at the next dinner meeting.
8. If a representative resigns from a member firm or from appointment as the firm's representative, the Membership Director should check with the firm for a replacement. The same procedure will be followed for replacement representatives as set forth for new representatives. Admission fees, Corporate annual assessment, and Chapter dues are not required if these have already been paid by the member firm for the current year. The firm should submit the application for its proposed replacement within the specified three (3) month period. It should also be noted that should this period extend over the beginning of the year when annual dues and assessments are due and payable, while the Board may allow the firm to hold the classification for the full three (3) months, the firm may not be counted on the membership roll of the Chapter unless the dues are paid and the annual assessment is sent to the Corporate Office by the required date.
9. **Sustaining Members** - A Sustaining Member shall be one who has been a Representative in good standing immediately prior to retirement from business or a Member Firm, who is no longer employed on a full-time basis with any business, governmental agency, non-profit enterprise or association actively engaged in the conduct of business. A Sustaining Member shall have no voting rights and may not serve as an Officer or Director. A Sustaining Member may attend all membership meetings and functions. A Sustaining Member may serve on a committee and also as a Committee Chairman. A Sustaining membership is transferable from one Chapter to another should the Sustaining Member move to a location where there is a Chapter. Sustaining Members shall be subject to regular Corporate and Chapter assessments.
10. **Transitional Members** – The Board may grant Transitional membership to an individual not otherwise qualified for membership, who has been a Representative in good standing and who has become unemployed due to elimination of job position, mergers, acquisitions or other legitimate business reasons. Transitional membership shall be in effect until such member shall resume full-time employment, but in no case shall this

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membership extend for a period of more than one (1) year. A Transitional Member shall have no voting rights and may not serve as an Officer or Director. A Transitional Member may attend all membership meetings and functions.

- 11. Honorary Members** – An Honorary Member shall be an individual not otherwise qualified for membership, whose name the Chapter desires to enroll because of special meritorious service to the community. An Honorary Member shall have no voting rights and may not serve as an Officer or Director. An Honorary Member may attend all membership meetings and functions. Eligibility of the prospective Honorary Member shall be determined by the Chapter Board, subject to the approval of the Chapter. Honorary Members shall not be subject to assessment.
  
- 12. Chapter Life Member** – A Chapter Life Member shall be an individual not otherwise qualified for membership, who has been a Representative in good standing for at least ten (10) years, and whose name the Chapter desires to enroll because of special meritorious service above and beyond the call of duty to the Chapter. A Chapter Life Member shall have no voting rights and may not serve as an Officer or Director. A Chapter Life Member may attend all membership meetings and functions. Eligibility of the prospective chapter Life Member shall be determined by the Chapter Board, subject to the approval of the Chapter. Chapter Life Members shall be subject to such assessments as each Chapter and the Corporation may determine.

**MEMBERSHIP PROCEDURE**

For Membership Procedure, refer to Procedure Manual, Section 2: Chapter Operations; Chapter 5: Membership Guide.

**XI. ATTENDANCE AT MEETINGS**

1. If a representative has accepted a Chapter meeting invitation she must notify the Sergeant-at-Arms at least seventy-two (72) hours in advance of the meeting she will not attend. The representative is billed the regular monthly fee if they do not notify the Sergeant-at-Arms in the allowed time of 72 hours prior to meeting.\
  
2. All representatives will be charged for seven (7) chapter monthly meetings regardless of attendance. This will be billed with the 4<sup>th</sup> quarter invoice.
  
3. Upon an active representative's written application and for justifiable cause, the Board may grant a leave of absence, not to exceed three (3) months, free of obligation of attending meetings, provided the applicant at the time of the request is in good standing in the Chapter with respect to payment of dues. An active representative on leave of absence shall remain in good standing by payment of dues and assessments when due.
  
4. The Board has the power to "replace an officer or director who fails to serve because of an absence during that officer's/director's term. "Absence as that term is used herein

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shall mean the failure to attend more than two meetings of the Board within any six month period whether due to illness, disability, or any other cause.”

**XII. DUES**

1. Dues shall be as follows:

- **Member Firm** – 293.00/year (\$130.00 Corporate Assessment; \$40 BCDP)
- **Additional Representative(s)** - \$209.00/year (\$130.00 Corporate Assessment; \$40 BCDP)
- **Sustaining Member** - \$60.00/year (\$30.00 Corporate Assessment)
- **Admission Fee** - \$80.00 (one time fee)

Annual dues are payable on January 1 and become delinquent on January 31. Notice of delinquency shall be sent, in writing, to members so delinquent.

All representatives will be charged for seven (7) chapter monthly meetings regardless of attendance.

**XIII. PROGRAM**

1. The time and regular meeting place of Executive Women International®, Memphis, Tennessee Chapter, shall be at 5:30 p.m. on the third Thursday of each month at Memphis, Tennessee, unless otherwise determined by the Board.

2. Mandatory Programs for Chapter Observance:

- Business meetings, including the annual business meeting, shall be held at least two (2) times per year, preferably during the months of March and September. As many firm programs shall be held as will adequately promote the primary principles of Executive Women International®.
- A meeting annually at which time the executives will be honored guests (Executive Luncheon/Dinner).

3. Optional Programs for Chapter Observance:

- Educational programs to promote the primary principles of EWI are desirable.
- Philanthropy projects to implement the ideals of EWI as set forth in the Principles are desirable.
- Firm Nights – can be held during any Program Meeting month. The Program Committee assists the “Host Firm” in planning the evening. The EWI firm has the prerogative of selecting the meeting site (usually at the Firm’s place of business), the menu, the entertainment, the program, etc. Firm Nights are one of the most effective ways for a Member Firm to “tell its story” to other EWI Representatives and Executives.
- Business/Career/Development Program (BCDP) - includes Executive Women International Scholarship Awards Program (EWISP - usually held in April or May), Adult Students in Scholastic Transition Awards Program (ASIST – usually held in June or July).

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**XIV. ANNUAL MEETING**

It shall be the responsibility of the Chapter President to inform the Chapter's delegates of the Corporation's policies, procedures, and customs, prior to the Annual Meeting.

**XV. TERRITORIAL BOUNDARIES**

The territorial boundaries of the Chapter shall be the Counties of Shelby, Fayette and Tipton in the State of Tennessee, the Counties of DeSoto, Tunica, and Marshall in the State of Mississippi, and the Counties of Crittenden, St. Francis, Lee and Phillips in the State of Arkansas.

**XVI. TREASURER**

The Chapter Treasurer shall be bonded and suitable insurance shall be carried for her. For account balances less than \$300,000 the Chapter shall submit a compilation performed by an accounting firm or an appointed review committee from within the Chapter, consisting of the President or Treasurer, one other Officer and one to three Chapter representatives. A compilation is prepared by compiling source documents in the form of a financial statement (recording cash receipts in income accounts and cash disbursements in expense accounts) and performing reconciliations of bank statement and investment accounts. The compilation will be prepared from information on fourth quarter Forms 1 and 31. Chapters will submit two separate reports, one for operating 501(c)(6) accounts and one for B/C/D/P 501(c)(3) accounts. For purposes of determining which type of report is required (compilation or review) 501(c)(6) and 501(c)(3) account balances must be considered separately. All funds, including investment and endowment (restricted), must be reported. For additional criteria, refer to Corporate Procedure Manual, Section 5: Accounting, Pages 1-17.

**XVII. RULES OF ORDER**

ROBERT'S RULES OF ORDER - Newly Revised, shall be the authority governing proceedings in the business meetings of the Chapter and of the Board, insofar as such rules are not in conflict with the Bylaws of the corporation or of the Chapter and its Rules and Regulations.

**1. The order of business shall be as follows**

- Roll Call
- Approval of Minutes
- Reports of Officers, Board, and Standing (that is, permanently established) Committees
- Reports of Special (Select or Ad Hoc) Committees (that is, committees appointed to exist only until they have completed a specified task)
- Special Orders (that is, matters which have previously been assigned a type of special priority)
- Unfinished Business and General Orders (that is, matters previously introduced which have come over from the preceding meeting)
- New Business (that is, matters initiated in the present meeting)
- Adjournment

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2. President shall designate the procedure to be followed in conducting the election at the Annual Meeting, which procedure shall be consistent with ROBERT'S RULES OF ORDER, - Newly Revised.

**XVIII. AMENDMENTS**

These Rules and Regulations may be amended at any meeting of the membership by a majority vote of the members present in good standing; provided, however, that a copy of the proposed amendments shall be emailed to each representative in good standing at least ten (10) days prior to the meeting at which they are to be acted upon, and sent via U. S. mail to all active, transitional, sustaining, honorary, or life members of the Memphis Chapter upon request.