

# BYLAWS

## OKLAHOMA WOMEN IN HIGHER EDUCATION, INC.

### ARTICLE I: NAME

**1.01.** The name of this organization shall be Oklahoma Women in Higher Education, Inc. (OKWHE). Oklahoma Women in Higher Education, Inc., is affiliated with the American Council on Education (ACE) through the Office of Women in Higher Education (OWHE).

### ARTICLE II: PURPOSE

**2.01. Mission Statement:** Oklahoma Women in Higher Education, Inc. (OKWHE) espouses a mission to increase the number and effectiveness of women in Oklahoma's higher education leadership.

**2.02. Goals.** OKWHE accomplishes the mission by:

**2.02.A.** Creating a network of women who are interested in advancing themselves and other women in higher education faculties or administration at Oklahoma colleges and universities.

**2.02.B.** Providing information, support, and encouragement to women seeking advancement in higher education through:

**2.02.B.1.** Enhance leadership potential

**2.02.B.2.** Share information about skills needed for higher-level positions.

**2.02.B.3.** Share information about opportunities in higher education

**2.02.C.** Assisting in the leadership development of women who are or aspire to be in higher education by:

**2.02.C.1.** Providing opportunities to gain experience and develop skills in leadership.

**2.02.C.2.** Encouraging the establishment of mentoring relationships.

**2.02.C.3.** Encouraging support from current women leaders in higher education.

**2.02.D.** Providing education about barriers and strategies to overcome barriers for women seeking advancement in higher education.

**2.03.** OKWHE does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, vendors, and clients.

OKWHE is an equal opportunity employer. The organization does not discriminate and will take affirmative action measures to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job applicant on the bases of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity or gender expression.

**2.04.** OKWHE may engage in any lawful act or activity for which corporations may be organized under the general corporation law of Oklahoma, to the extent consistent with its mission, these Bylaws and/or authorized by its Board of Directors.

**2.05.** OKWHE is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, or the corresponding section of any future Federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Oklahoma Women in Higher Education, Inc., shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

### **ARTICLE III: MEMBERSHIP**

**3.01. General.** The members of Oklahoma Women in Higher Education, Inc., shall be those persons paying annual dues as provided in the Bylaws of the corporation.

**3.02. Dues.** Dues may be established by the board.

**3.03. Capital Stock.** This corporation does not have the authority to issue capital stock.

**3.04 Meetings.** Membership meetings shall be held annually, at such time and date as is determined by the Executive Board, in conjunction with a luncheon or conference held as part of the organization's networking and information sharing functions. In the event a meeting has not been called due to the Chair's absence, inability, or other reason, meetings may be called by the State Chair, the State Chair elect, or the Immediate Past Chair, Secretary, Treasurer, and Governance and Training, in that order of priority. An annual report of the activities of the organization over the past fiscal year shall be provided by the chair of the annual meeting.

### **ARTICLE IV: GOVERNANCE STRUCTURE**

**4.01. Board of Directors (Executive Board).** Oklahoma Women in Higher Education, Inc., shall be governed by its board of directors, which shall be known as the Executive Board (EB). Guidelines for membership on the Executive Board, in order to clarify the selection process, to specify appointment procedures and terms of office, and to assure renewal and inclusion of an Ambassador committee, are provided below.

**4.01.A.** The Executive Board (EB) shall consist of the following positions including officers and chairs of standing committees: State Chair (officer), State Chair-Elect (officer), Secretary (officer), Treasurer (officer), the Immediate Past Chair, as well as the chairs of the standing committees of Conferences, Governance and Training, Institutional Ambassadors, and Communications and Networking.

**4.01.B.** Each member of the EB shall have a minimum of five years of professional experience and proven engagement in leadership development within higher education. The EB shall be comprised of a diverse membership that reflects the various institution types as well as leadership positions within Oklahoma higher education institutions.

**4.01.C.** Ad hoc committees may be established by the EB as needed.

**4.01.D.** The EB holds the responsibility for overall coordination of the OKWHE organization at large. Each EB member:

**4.01.D.1.** Shall serve a three-year term.

**4.01.D.2.** Must attend at least one EB meeting in person each fiscal year. Must attend a majority of meetings during two fiscal years to remain on the EB. EB members who miss three consecutive Board meetings without reported cause shall automatically cease to be members of the EB, and the vacancy thus created shall be filled.

**4.01.D.3.** In the event that a member of the EB leaves their appointment prior to its expiration, the State Chair, in consultation with the EB, will appoint a replacement for the length of the remaining term.

**4.01.D.4.** Elections will be staggered such that a maximum of three new members will be scheduled to be appointed in any given year.

## **4.02. Officers.**

**4.02.A. State Chair.** The State Chair is responsible for overall coordination of OKWHE and the EB. This includes planning and arranging for EB meetings, overseeing selection and orientation of new members, and serving as a resource to conference chairs. She will also be the liaison with the state's college presidents and represent OKWHE as the state coordinator to the OWHE on the state and national levels.

**4.02.B. State Chair-Elect.** The State Chair-Elect will serve in the absence of the EB Chair, shall assist with the leadership of the Executive Board, serve as Co-Chair on conference committee, and other duties as assigned by the State Chair.

**4.02.C. Treasurer.** The Treasurer shall serve as the financial officer for OKWHE. She shall present financial reports at EB meetings and make OKWHE financial information available as requested. All expenditures shall be approved by the Treasurer or the State Chair. An annual audit shall be conducted by the State Chair-Elect with findings presented to the Board. The Treasurer shall complete other duties as assigned by the State Chair

**4.02.D. Secretary.** The Secretary shall maintain minutes of each meeting and the records of the organization. The Secretary shall be responsible for maintaining the EB mailing list, including terms and responsibilities. She is also responsible for compiling archival copies of all conference brochures, speeches, conference presentations and correspondence. The Secretary shall complete other duties as assigned by the State Chair.

### **4.03. Standing Committees and Function Positions**

**4.03.A. Conference Co-Chairs.** Two Co-Chairs have the overall responsibility for the planning, program execution, facilities, logistical arrangements and evaluation of the annual fall leadership conference.

**4.03.B. Governance and Training Chair.** The Governance and Training Committee Chair shall work with a subcommittee to address the following areas of responsibility:

**4.03.B.1. Training Function.** The Training and Governance Committee shall be responsible for considering various types of organizational training needs for the Executive Board or by member institutions in connection with campus organizations and to make training recommendations for consideration of the Executive Board.

**4.03.B.2. Governance Function.** The Training and Governance Committee shall also have responsibility for making recommendations regarding the governing documents of the organization, the parliamentary procedure for meetings, bylaws issues, personnel issues, issues involving tax exempt status, and coordination of legal issues affecting the organization. The Training and Governance Committee shall serve in an advisory or assistive capacity to the State Chair and the Executive Board of Directors as requested.

**4.03.C. Institutional Ambassador Chair (IA).** The IA Chair shall serve as liaison and coordinator for the IAs for regional and campus events. The IA Chair be responsible for coordinating a minimum of two meetings with IAs and maintaining the IA list. The IA Chair shall be responsible for selection of new institutional Ambassadors, if one should leave or resign, in consultation with the State Chair. The IA Chair will coordinate with the Communications and Networking Chair to promote regional and campus events.

**4.03.D. Webmaster.** The Webmaster shall be responsible for updating and maintaining the OKWHE website ([www.OKWHE.org](http://www.OKWHE.org)). The Webmaster shall coordinate with conference chairs, the communications chair and the State Chair in order to make sure the materials on the website are current.

**4.03.E. Communications and Networking Chair.** The Chair shall be responsible for planning any communications and networking activities, maintaining and updating approved social media outlets, and serve as a resource to institutional networking events.

**4.03.F. Additional Committees.** The EB shall have the authority to establish such additional standing committees, ad hoc committees and task forces as it deems necessary to carry out the mission of the organization.

**4.04. Institutional Ambassadors (IA).** Each institution shall be encouraged to appoint at least one Institutional Ambassador to OKWHE.

**4.04.A.** IAs shall serve as an institution's official representative and liaison to OKWHE; when any institution has not appointed an IA, an IA from a nearby institution may be appointed by the EB as a regional IA, with responsibility for more than one institution.

**4.04.B.** IAs shall be responsible for communications between OKWHE and individuals on their campuses (or their regional responsibility campuses, when applicable).

**4.04.C.** IAs shall attend at least one OKWHE luncheon/conference each year. In addition, each IA will attend at least one statewide IA meeting called each year by the IA Chair on the Executive Board. Each IA will host at least one IA campus or regional meeting per year.

**4.04.D.** IAs shall assist the EB in developing future plans and implement programs and activities generated by the Board.

**4.04.E.** IAs shall establish, when appropriate, linkages with other campus programs focusing on women.

**4.04.F.** IAs shall find ways to bring women together on their campuses for support and assistance.

**4.04.G.** IAs will be encouraged to assist at conferences and receptions and may serve on standing committees as needed.

**4.04.H.** IAs will be appointed for a period of two years with an option for renomination. If for any reason an IA cannot complete her term, she will nominate to the IA Chair a replacement.

**4.04.I.** IAs shall serve a maximum of two consecutive terms and may be renominated after a two-year break.

#### **4.05. Selection.**

##### **4.05.A. State Chair.**

**4.05.A.1.** Shall be selected by the EB to serve as the organizations Ambassador in association with the National Office for Women in Higher Education of the American Council on Education activities and communications.

**4.05.A.2.** Has demonstrated ongoing commitment to the objectives of OKWHE and has successfully served on the EB.

**4.05.A.3.** Serves a three-year term. During the third year of the term, the State Chair-Elect will be selected, and the transition to new leadership will begin.

##### **4.05.B. Officers.**

**4.05.B.1.** Shall be selected from the Oklahoma higher education community and through OKWHE conferences and events. New EB members shall be expected to have shown a commitment to the advancement of women at Oklahoma Colleges and

Universities through OKWHE volunteer service, ideally 6-12 months as an Institutional Ambassador and/or service on OKWHE committees.

**4.05.B.2.** Shall serve for a three year term.

**4.05.B.3.** Shall have an option for one three-year renewal. Members may be reappointed to the EB after a two-year break. Consecutive terms beyond six years are not permitted unless an individual is appointed EB Chair.

**4.05.B.4.** Shall begin their terms in January following their selection.

**4.05.B.5.** New board members (including early replacement to finish out an EB member's term) are selected by the following process: Nominations and recommendations for new members are made to the EB. The names will be presented by the EB chair to the EB for consideration. Upon majority vote, the EB Chair will announce the new board member to the EB and will send an appointment letter to the new member with a copy to the president of her institution. If the new EB member is an IA she will work with her institution to find a replacement IA as soon as possible and communicate her name to the OKWHE Chair and Secretary.

**4.05.C. Committee Chairs.**

**4.05.C.1.** Shall be nominated to the EB for consideration. Upon majority vote, the EB chair will announce the new Committee Chair.

**4.05.C.2.** Shall serve three year terms.

**4.05.C.3.** Shall begin serving in the Chair position beginning in January following their election.

**4.05.D. Institutional Ambassadors.**

**4.05.D.1.** Shall be appointed by an active OKWHE member from their institution.

**4.05.D.2.** Shall serve a two year term.

**4.05.D.3.** Shall begin serving in the IA position beginning in June following their appointment.

**ARTICLE V: DECISION-MAKING PROCESS**

Decisions of the Executive Board will be made by a plurality vote by attending members. A quorum is constituted when a majority of the EB is present. Business may not be conducted without a quorum.

**ARTICLE VI: COMMUNICATION**

**6.01.** The official source of communication for the organization is the website: [www.OKWHE.org](http://www.OKWHE.org)

**6.02.** OKWHE meeting announcements may be electronically transmitted or emailed to members and EB members. Any EB member or general member may attend a meeting by electronic means.

## **ARTICLE VII: PROGRAMMING**

**7.01.** OKWHE sponsors workshops, conferences, and other activities that provide professional development opportunity for women in higher education. Programming is designed to meet the needs of individuals working in higher education institutions.

**7.02.** OKWHE will sponsor awards recognizing outstanding women who advance the cause of women in higher education.

## **ARTICLE VIII: AMENDMENTS AND REVIEW**

The By-Laws of the Oklahoma Women in Higher Education will be reviewed annually at the Annual Executive Board retreat. These by-laws may be amended by a two-thirds vote of the Executive Board. The amendment shall have been proposed to the Executive Board in writing at least 30 days prior to the time of voting.

## **ARTICLE IX: MISCELLANEOUS**

**9.01 Dissolution.** Upon termination or dissolution of the Oklahoma Women in Higher Education, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of Oklahoma Women in Higher Education, Inc., hereunder shall be selected by the discretion of a majority of the managing body of Oklahoma Women in Higher Education, Inc., and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Oklahoma Women in Higher Education, Inc., by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Oklahoma.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Oklahoma to be added to the general fund.

**9.02 Prohibited Distributions.** Oklahoma Women in Higher Education, Inc., is not organized for and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be

distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

**9.03 Restricted Activities.** No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

**9.05 Prohibited Activities.**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Adopted \_\_\_\_\_