

By-laws

scholarships, educational efforts and information exchange
setting high standards of
linking professionals from diverse areas of professional focus
achievement for those in the
development and funding, operations to design, architecture and
purchasing, manufacturing to sales, marketing and communications
hospitality industry

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The purpose of the manual is to provide members an official reference book of guidelines for implementing the objectives of the NEWH, INC.

This manual should be used in conjunction with the NEWH, Inc. By-laws, to bring members an appropriate resource for discharging their responsibilities as Members, Directors and Officers of the NEWH, INC.

Members may use contents without permission.
Others wishing permission to use any part of contents may write to the address above.

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CODE OF ETHICS

Members of the NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, INC. shall conduct themselves honorably so as to maintain the integrity of the organization. To that end, each member shall adhere to the following code of ethics:

1. Each member shall hold membership in the NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, INC. as a privilege and a responsibility and shall abide by the By-Laws.
2. Each member is obligated through personal and professional conduct to uphold and maintain beyond reproach the dignity of the NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, INC.
3. Each member shall recognize and respect the professional standards of the NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, INC. members and shall encourage the highest level of cooperation of the members.
4. No member shall use the position as Officer, Director or member of the NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, Inc. to gain purely personal advantages in advertising, merchandising or promotion. Members are encouraged to use the initials NEWH after their names on business stationary and business announcements.
5. The name NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, INC. may be used officially only by the NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, INC. and its authorized chapters. An individual may, with the written approval of the NEWH, Inc. Board of Directors of the NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, INC., use the name of the organization in connection with the sponsorship or co-sponsorship of an industry activity.
6. A member may not use the membership directory as a mailing list for commercial purposes nor permit its use by a nonmember for any purpose. NEWH mailing lists shall be available to other **organizations** within the Hospitality or related industries, only as approved by the NEWH, Inc. Board of Directors and are not to be used for commercial purposes. List members may request in writing that their names be deleted from any mailing list provided to another **organization**.
7. Members who misrepresent their professional qualifications at any time will be subject to disciplinary action by the Chapter Board of Directors.
8. Any conduct which is detrimental to the best interests of the NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, INC. may result in disciplinary action by the NEWH, Inc. Board of Directors.

VISION STATEMENT

THE Network of the Hospitality Industry

MISSION STATEMENT

NEWH is the premier networking resource for the hospitality industry, providing scholarships, education, leadership development, recognition of excellence, and business development opportunities.

WHO WE ARE:

Members of the NEWH, INC. are professionals actively engaged in development, management/operations, architecture, communications, design, distribution, education, manufacturing, production, purchasing, and sales of the Hospitality, Foodservice, Senior Living and related industries.

WHAT WE DO:

1. Sponsor scholarships and actively promote the education of eligible students aspiring to enter the Hospitality, Foodservice, Senior Living and related industries.
2. Encourage cooperation and exchange of information among those engaged in all aspects of the Hospitality, Foodservice, Senior Living and related industries.
3. Disseminate information to the industry through lectures, seminars, trade meetings, news bulletins and awards for excellence.
4. Serve the industry, students and the membership of the NEWH, INC.

STUDENTS:

NEWH, INC. recognizes the talent and ability of students and encourages involvement in all areas of the Hospitality, Foodservice, Senior Living and related fields through scholarships, seminars and educational programs.

INDUSTRY:

NEWH, INC. members are involved in developing activities to stimulate and promote the Hospitality, Foodservice, Senior Living and related fields.

MEMBERSHIP:

NEWH, INC. provides meetings, educational programs, seminars and career opportunities for its members.

ARTICLE I

NAME

The name of this non-profit corporation is the NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, INC.

ARTICLE II

OBJECTIVES

The objectives of the NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, INC. and its Chapters are:

- To promote scholarship, education of women and interest in the Hospitality Industry and related fields
- To bring more women into the mainstream and advance their status in the Hospitality Industry and related fields
- To elevate the professional and ethical standards of the industry
- To bring about a spirit of cooperation and networking among the membership, including support of the Code of Ethics

ARTICLE III

MEMBERSHIP

Membership will be held by those persons who support the objectives of the NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, INC. A member must adhere to both the By-laws and Code of Ethics.

SECTION A CATEGORIES OF MEMBERSHIP

1. GENERAL

- a) Those professionals who have been engaged in the Hospitality Industry or a related fields for 1 year or more
- b) Entitled to one (1) vote
- c) Eligible to run for elective office and chair a committee

2. EDUCATION PROFESSIONAL

- a) Those persons who are full time educators for Hospitality Studies, to include Architecture, Asset Management - Hospitality Industry Studies, Culinary Arts, Environmental Design, Food Service Management, Hospitality & Restaurant Management, Hotel Administration, Interior Design, International Hotel Management, Nutrition Management, Tourism & Convention Administration, and Travel & Tourism
- b) Entitled to one (1) vote
- c) Eligible to run for elective office and chair a committee
- d) Dues shall be waived for this membership category

4. CHAPTER LEVEL BUSINESS

- a) Those companies interested in supporting the goals of the organization
- b) The Business is not entitled to vote
- c) Not eligible to hold office or chair a committee
- d) Courtesy and general members of the business are eligible to vote and hold office or chair a committee
- e) Will be entitled to member benefits as determined by the NEWH, Inc. Board

6. ASSOCIATE

- a) Those industry members who have, within a 12 month period, completed an area of accredited hospitality related studies.
 - b) The Associate membership category will be available to those members for a period not to exceed three (3) years.
 - c) Not entitled to vote
 - d) Not eligible to hold office or chair a committee. Associate Members are encouraged to serve on committees
 - e) Dues are at a reduced rate for this membership category
5. STUDENT
- a) Those who are enrolled at any accredited institution in Hospitality or a related field
 - b) Will not pay dues but may be charged an application fee
 - c) Not entitled to vote
 - d) Not eligible to hold office or chair a committee. Student Members are encouraged to serve on committees
 - e) Student memberships will be extended for a maximum of one (1) year from graduation, in order to facilitate the transition to Associate/General membership
6. RETIREE
- a) Those who are retired and are 65 years of age or older, but became members while actively engaged in the Hospitality Industry or related field
 - b) Entitled to one (1) vote
 - c) Eligible to run for elective office and chair a committee
7. HONORARY
- a) Those who the Chapter Board of Directors deem worthy
 - b) Entitled to one (1) vote
 - c) Eligible to run for elective office and chair a committee
 - d) Dues shall be waived for this membership category
 - e) Chapter is responsible for dues payments to NEWH, Inc.
8. COURTESY
- a) Those who receive their membership through a Chapter Level Business or Corporate Partnership
 - b) Entitled to one (1) vote
 - c) Eligible to run for elective office and chair a committee

SECTION B CHAPTER AFFILIATION

Applicants for NEWH membership may select one (1) Chapter that best suits their needs. If there is no Chapter preference, an applicant may apply for membership in a Regional Group. Business members must be affiliated with a Chapter. Each Chapter is entitled to review and accept or reject membership applications. Applications for membership in Regional Groups will be reviewed by NEWH, Inc. Any Member in good standing may attend a function of any Chapter at the same cost charged to members of that Chapter.

Section C Regional Groups

1. In geographical areas where no Chapter is available, all categories of NEWH membership are eligible to affiliate with NEWH Regional Groups. Regional Groups are governed by the NEWH Regional Group Handbook as amended.
2. Regional Groups worldwide as a whole are represented on the NEWH, Inc. Board of Directors by the election of one at-large delegate for every fifty (50) members affiliated with a Regional Group. Regional Group delegates will serve terms of two (2) years on the NEWH, Inc. Board of Directors.

SECTION D SUSPENSION FOR NON-PAYMENT OF DUES

1. Any member whose dues are not paid in full within forty five (45) days after the due date shall be suspended and shall not be entitled to any of the rights and privileges of membership, including voting
2. The Chapter Treasurer or NEWH, Inc. Vice President/Finance shall cause notice to be given to the member by mail, fax, telephone or other electronic communication reasonably calculated to give notice to the member, at least fifteen (15) days prior to suspension. Either the member shall have the right to reply, orally or in writing, to the Chapter Treasurer, with payment or giving any reasons why they should not be suspended, at any time up to the date of suspension
3. Reinstatement after suspension for non-payment of dues will be at the discretion of the appropriate Board of Directors

SECTION E TERMINATION — OTHER REASONS

A member who, in the opinion of the NEWH, Inc. or Chapter Board of Directors, has failed to abide by the Corporation's By-laws or Code of Ethics or has engaged in conduct that is detrimental to the best interests of the NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, INC. or any of its Chapters, may be suspended or terminated from membership in the NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, INC.

SECTION F TERMINATION PROCEDURE

1. Should NEWH, Inc. or Chapter Board of Directors determine that suspension of a member or members is called for; the following procedure shall be followed, except for failure to pay dues or assessments.
2. A written notice shall be delivered personally or sent by first-class mail, postage prepaid, to the most recent address of the member as shown on the Corporation's records, setting forth the proposed grounds for discipline. Such notice shall be sent at least twenty-one (21) days before the date upon which the Board proposes to act upon the termination. The notice to the member of this meeting shall state the date, time and place of the meeting;
3. The member to be terminated shall be given an opportunity to be heard, either orally or in writing, at the option of the Board, at or before the Board meeting specified in the notice of proposed termination;
4. In considering the charges and the member's response, the Board should abide generally by the principles of fundamental fairness, but need not conduct a quasi-judicial proceeding with cross-examination, rules of evidence, etc. The Board may deliberate and vote in secret.
5. Notice of this termination shall be sent to the member in the same manner as the notice of the meeting. The determination of the Board shall be final.

ARTICLE IV

MEETINGS

SECTION A MEMBERS MEETINGS

1. Regular Meetings
Regular meetings of members shall be held at the dates, times and places as determined by the Board of Directors, or chapter Board of Directors as applicable. A schedule of such meetings shall be prepared and distributed to the members by the Secretary, except that where Action by the members is proposed to be taken at any meeting, notice shall be given as provided by below.
2. Annual Meetings
Annual meetings shall be the regular meeting scheduled for January of each year or at such time as may be designated by the Board.
3. Special Meetings

- a) Authorized Persons Who May Call. A special meeting of the members may be called at any time by any of the following: The Board of Directors, the President, or by five (5%) percent or more of the voting members.
 - b) Calling Meetings By Members. If members other than the President call a special meeting, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the President, Vice-President or the Secretary of the Chapter. The officer receiving the request shall cause notice to be promptly given to the members entitled to vote, in accordance with the provisions of Section 4 of this Article IV, that a meeting will be held, and the date for such meeting, which date shall be not less than thirty-five (35) nor more than ninety (90) days following the receipt of the request. If the notice is not given within the twenty (20) days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this Subsection shall be construed as limiting, fixing or affecting the time when a meeting of members may be held when the meeting is called by action of the Board of Directors.
4. Notice of Members' Meetings
- a) General Notice Contents. All notices of meetings of members shall be sent or otherwise given not less than ten (10) nor more than ninety (90) days before the date of the meeting. The notice shall specify the place, date and hour of the meeting, and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted; or (ii) in the case of the annual meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for binding action by the members.
 - b) Manner of Giving Notice Notice of any meeting of members at which a vote is to be taken may be given either personally or by first-class mail, telegraphic or other electronic communication, charges prepaid, addressed to each member either at the address of that member appearing on the books of the Chapter or the address given by the member to the Chapter for the purpose of notice. Notice shall be deemed to have been given at the time when delivered personally, deposited in the mail, or sent by telegram or other means of written communication.
5. Quorum
- a) Percentage Required. One half (1/2) of the voting members must be present in person or by proxy to constitute a quorum for the transaction of business at a meeting of the members.
 - b) Loss of Quorum. The members at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.
 - c) Adjournment. Any members' meeting, regular, annual or special, whether or not a quorum is present, may be adjourned by the vote of the majority of the members represented at the meeting, either in person or by proxy. But in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article.
6. Voting
- a) Eligibility to Vote. Persons entitled to vote at any meeting of members shall be general, education professional, courtesy, honorary, and retired members in good standing.
 - b) Manner of Casting Votes. Voting may be by voice or ballot. Each eligible member shall have one vote for each office up for an election. Cumulative voting shall not be permitted.
 - c) Only Majority of Members Represented at Meeting Required, Unless otherwise Specified. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote and voting on any matter shall be the act of the members.

7. Waiver of Notice or Consent by Absent Members
Written Waiver or Consent. The transactions of any meeting of members, either annual or special, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call or notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, who was not present in person or by proxy, signs a written waiver of notice or a consent to a holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual meeting of members.
8. Action by Written Consent without a Meeting.
Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice if written ballots are received from a number of members at least equal to the quorum applicable to a meeting of members. All such written ballots shall be filed with the Secretary of the Chapter and maintained in the Chapter records. All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted.
9. Record Date for Member Notice, Voting and Giving Consents
 - a) To Be Determined by Board of Directors. For the purposes of determining which members are entitled to receive notice of any meeting, to vote, or to give consent to corporate action without a meeting, the Board of Directors may fix, in advance, a "record date", which shall not be more than sixty (60) nor fewer than ten (10) days before the date of any such meeting, nor more than sixty (60) days before any such action without a meeting. Only members of record on the date so fixed are entitled to notice, to vote, or to give consents, as the case may be, notwithstanding any transfer of any membership on the books of the corporation after the record date.
 - b) Failure of Board to Determine Date. Record Date for Notices or Voting Unless fixed by the Board of Directors, the record date for determining those members entitled to receive notice of, or to vote at, a meeting of members, shall be the next business day preceding the day on which notice is given, or, if notice is waived, the next business day preceding the day on which the meeting is held.
 - i. Record Date for Written Consent to Action Without Meeting Unless fixed by the Board, the record date for determining those members entitled to vote by ballot on corporate action without a meeting, shall be the next business day preceding the date the ballots are first mailed or distributed to the members.
 - ii. "Record Date" Means as of the Close of Business For purposes of this Subparagraph 9, a person holding membership as of the close of business on the record date shall be deemed the member of record.

SECTION B CHAPTER BOARD OF DIRECTORS MEETINGS

1. Annual Meeting
The annual meeting of the Chapter Board of Directors shall be held in conjunction with the annual meeting of the Chapter members.
2. Regular Meetings
Regular meetings of the Chapter Board of Directors shall be held at such times as the Board of Directors may from time to time designate. No additional notice of regular meetings need be given so long as the date, time and place have been set by resolution of the Board, and printed in the minutes distributed to all Directors; otherwise, notice shall be given as for special meetings.
3. Special Meetings
The Chairman of the Board or the President, or any Vice-President, the Secretary, or any two Directors may call special meetings of the Board of Directors for any purpose at any time.
4. Notices of Special Meetings. Manner of Giving

Notice of the time and place of special meetings shall be given to each Director by one of the following methods:

- a. by personal delivery or written notice;
- b. by first-class mail, postage paid;
- c. by telephone communication or facsimile transmission, email, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director; or
- d. by telegram, charges prepaid. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the Chapter.

5. Time Requirements

Notices sent by first class mail shall be deposited into a United States mailbox at least seven (7) days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, faxed, emailed or given to the telegraph company at least seventy-two (72) hours before the time set for the meeting.

6. Notice Contents

The notice shall state the time and place for the meeting. However, it need not specify the purpose of meeting, or the place of the meeting, if it is to be held at the principal executive office of the Chapter.

7. Quorum

A majority of the actual number of Directors, but not less than two (2) or one-fifth (1/5) of the authorized number, whichever is greater, shall constitute a quorum for the transaction of business, except to adjourn, as provided below in Section 10 of this Article. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors.

8. Newly Created Directorships and Vacancies

Newly created directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason may be filled by a vote of a majority of the Directors then in office, although less than a quorum exists. A vacancy caused by removal of a Director by the members may only be filled by a vote of the members. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

9. Waiver of Notice

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the Chapter records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

10. Adjournment

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given forty-eight (48) hours before the time of the adjournment.

11. Action Without Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that

action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

12. Electronic Communication

Any meeting may be held with one or more Directors participating by conference/speaker telephone or similar electronic equipment so long as the following conditions are met, and all such Directors shall be deemed as present at such meeting:

- a. All Directors participating in the meeting can communicate with one another concurrently.
- b. Each Director can participate in all matters before the Board.
- c. The Board has implemented some means of verifying that the person or persons participating electronically and all of their participation was in fact that Director and not some other person.

SECTION C NEWH, INC. BOARD OF DIRECTORS MEETINGS

Meetings of the NEWH, Inc. Board of Directors will be held pursuant to the same general procedures as set out above for Chapter Boards, with the following changes.

The Annual Meeting shall be held in the last quarter of the corporation's fiscal year.

No meeting of the full Board requiring notice shall be held on less than twenty-one (21) days' notice. Meetings of committees of the Board may be held on less notice.

ARTICLE V

ELECTIONS

SECTION A NUMBER AND QUALIFICATION OF DIRECTORS (NEWH, Inc.)

1. The authorized number of NEWH, Inc. board members shall be set by resolution of the NEWH, Inc. Board, but not less than three (3) or more than seventy-five (75). The number shall be set so as to provide for the number of delegates authorized to be elected by the Chapters, as set out in Section C below, plus the immediate past president and executive advisor. In addition, up to three (3) outside directors may be appointed by the NEWH, Inc. Board.
2. No one may serve as a NEWH, Inc. board member unless they are and have been a voting member, in good standing, of the corporation for at least two (2) years and has served as a Chapter Director for at least one (1) year, except in the case of a newly chartered chapter or outside directors.
3. A NEWH, Inc. delegate shall serve for a term of one (1) year and until their successor shall have been elected and shall qualify.
4. No one shall serve more than five (5) consecutive terms as a NEWH, Inc. board member and until at least one (1) year absence from the Board.
5. The Board shall be divided so that approximately one-half of the board members are elected each year.

SECTION B NUMBER AND QUALIFICATION OF DIRECTORS (CHAPTER)

1. The authorized number of Chapter Directors shall be as set by resolution of the Chapter Board but not less than five (5) or more than eleven (11).
2. Except in the case of a newly formed Chapter, no one may serve as a Chapter Director unless they are and have been for at least one year a voting member in good standing of the corporation.
3. To be eligible to hold the office of President a member must have served not less than two (2) years as a member of the Chapter Board of Directors, including one (1) year immediately preceding election. To be eligible to hold the position of Vice President/Administration, a member must have served not less than one (1) year as a member of the Chapter Board of Directors. To be eligible for election to the office of Vice President/Development, a member

must have served not less than one (1) years as a member of the Chapter Board of Directors. Newly formed Chapters are exempt from this provision.

4. A Chapter Director shall serve for a term of one (1) year and until their successor shall have been elected and shall qualify. No Director will serve in any position for longer than two consecutive terms.
5. No person shall serve on a chapter board more than 10 terms, a term being one (1) year.
6. In cases where a board position has not been filled through the normal election procedures as specified in Section C of Article V, the Board may appoint a Director who would otherwise not be eligible for said position.

SECTION C ELECTION OF DIRECTORS

1. By August of each year, the Board of each Chapter shall appoint a Nominating Committee to select candidates for Chapter and NEWH, Inc. Boards of Directors. If determined by resolution of the Chapter Board, the Chapter Directors may be elected by office, i.e., President, Secretary, etc.; if not, then the Chapter Directors shall be elected at large and the officers chosen by the Chapter Board from among its members.
2. The Nominating Committee shall select and present a minimum of one (1) candidate for each elective office at the September general meeting. The membership may, at the September meeting, present additional nominees from the floor. These nominations must be qualified by the Nominating Committee before inclusion on the ballot. "Write-in" candidates will not be considered.
3. Written ballots containing the names (and positions as applicable) of all persons nominated shall be emailed to all eligible voting members of the chapter of the third week of September and, to be counted, the ballot must be actually received by the NEWH, Inc. office the first week of October. Should major outside circumstances make meeting either of these dates very difficult for the Chapter generally, the Chapter Board may select new election dates so long as the members have approximately fourteen (14) days to return their ballots. This exception shall not be used for one or a few members but only for the entire election.
4. Ballots will be returned to the NEWH, Inc, office for tallying. Promptly after the counting of the ballots, the NEWH, Inc. office shall inform the nominations chair, who in turn is responsible for informing all nominees and current Chapter Board of Directors of the election results.
5. The Chapter Vice President/Administration and Vice President/Development shall be delegates to the NEWH, Inc. Board of Directors. In addition, each Chapter shall have two delegates. When a chapter's membership reaches 400 they will be granted a third delegate. The Past President shall hold that delegate position. The Los Angeles Founding Chapter will elect one delegate in addition to the delegate(s) to which it is otherwise entitled. Where a Chapter is in formation the NEWH, Inc. Board may appoint one person from that Chapter to sit as a NEWH, Inc. delegate until an election can be held, that person is usually the organizing president. Such an appointment shall not count as a term as a NEWH, Inc. delegate.

SECTION D VACANCY — DIRECTORS

1. Events Causing Vacancy A vacancy or vacancies in the NEWH, Inc. or a Chapter Board of Directors shall be deemed to exist on the occurrence of any of the following: (a) the death, resignation or removal of any Director; (b) the declaration by resolution of the Board of Directors of a vacancy of the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty to the corporation; (c) the absence of a NEWH, Inc. Director/Delegate from two (2) NEWH Inc. Board meetings per year shall automatically cause a vacancy in that office; or (d) the absence of a Chapter Director from three (3) consecutive Chapter Board meetings shall automatically cause a vacancy in that office, provided, however, that the Board may reinstate said Director upon a showing of acceptable excuse.

2. Removal Any Director may be removed and the office declared vacant, with or without cause, by the vote of the eligible voting members of the Chapter which elected the Director, at any regular meeting, or at any special meeting called for that purpose. A Director may be removed for cause by vote of the Directors of the Chapter which elected the Director, or by the NEWH, Inc. Board of Directors, in circumstances involving, without limitation: fraud, dishonesty or deceit in the execution of NEWH, Inc. or Chapter duties and activities; breach of the NEWH Code of Ethics; divisive or disruptive behavior adversely affecting the Chapter; failure to perform the minimum duties of a Director including attendance at meetings of the Chapter Board.
3. Resignations Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the Chairman of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the resignation becomes effective then. No Director may resign when the organization would then be left without a duly elected Director or Directors in charge of its affairs.
4. No Vacancy or Reduction of Number of Directors No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.
5. Filling Vacancies Vacancies on the NEWH, Inc. Board will be filled by majority vote of the Directors present at a regular Board meeting or a special Board meeting called for that purpose.

ARTICLE VI

OFFICERS

SECTION A OFFICERS

1. NEWH, Inc. Officers

The officers of the NEWH, Inc. Corporation shall be a President, Secretary, VP/Finance, VP/Education, VP/Membership, VP/Development, VP/Marketing, VP/Events and one VP/International Relations from each country having an NEWH Chapter; one vice president will be designated President Elect. The corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board, other Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section A3 of this Article VI. Any number of offices may be held by the same person except that neither the Secretary nor the Vice President/Finance or Treasurer may serve concurrently as either the President or the Chairman of the Board.

2. Election of Officers.

The officers of the corporation, except those appointed in accordance with the provisions of Section A3 of this Article VI, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

3. Subordinate Officers.

The Board of Directors may appoint, and may authorize the Chairman of the Board or the President, or another officer to appoint any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the By-laws or determined from time to time by the Board of Directors.

4. Removal of Officers.

Any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or (except in case of an officer chosen by the Board of Directors) by an officer on whom the Board of Directors may confer such power of removal.

5. Resignation of Officers.

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

6. Vacancies in Offices.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these By-laws for regular appointments to that office.

7. Responsibilities of Officers.

a) President

Subject to such supervisory powers as may be given by the Board of Directors to the Chairman of the Board, if any, the President shall, subject to the control of the Board of Directors, generally supervise, direct, and control the business and the officers of the corporation. The President shall execute, with the Secretary, in the name of the corporation, all deeds, bonds, contracts, and other obligations and instruments authorized by the Board of Directors to be executed. The President shall have such other powers and duties as may be prescribed by the Board of Directors or the By-laws.

b) President Elect

In the absence or disability of the President, the President Elect shall be designated by the Board of Directors to perform all the 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 President Elect shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors. The President Elect and will assume the position of President at the end of the current President's term.

c) Secretary

The Secretary shall attend to the following:

- i. Book of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors, committees of Directors, and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings.
- ii. Notices, Seal and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the By-laws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the By-laws and shall have possession of the Corporate Seal.

d) Vice President/Finance

The Vice President/Finance shall attend to the following:

- i. Books of Account. The Vice President/Finance shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any delegate at any reasonable time.

- ii. Deposit and Disbursement of Money and Valuables. Vice President/Finance shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the corporation as may be ordered by the Board of Directors; shall render to the President and Directors, whenever they request it, an account of all of the transactions as Vice President/Finance and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the By-laws.
- iii. Bond. If required by the Board of Directors, the Vice President/Finance shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all its books, papers, vouchers, money and other property of every kind in their possession or under their control on their death, resignation, retirement or removal from office.
- iiii. Shall work with the Directors of Corporate Development and Fundraising to see that NEWH, Inc. is properly funded.
- e) Vice-President/Education
The Vice-President/Development shall work with the Directors of Continuing Education, Scholarship and Programming to insure NEWH's compliance with its mission.
 - i) The Director of Continuing Education is to be an architect or interior designer who is active in the industry at the time of holding the position.
- f) Vice-President/Development
The Vice-President/Development shall oversee the membership, expansion and training program for NEWH, Inc. and its Chapters.
- h) Vice-President/Marketing
The Vice-President/Marketing shall develop a single identification for NEWH and oversee all public relations, publication and Woman of the Year issues of the Chapters.
- i) Vice-President/Events
The Vice-President/Events shall work with Directors on tradeshow and NEWH Conference development.
- j) Chapter Officers
Chapters Officers may include President, Executive Vice President, Secretary, Treasurer, Past President and NEWH, Inc. Delegate. The same provisions as set out in Section A of this Article VI apply to Chapter officers except that they may be elected directly by Chapter membership as set out in these By-laws.

SECTION B COMMITTEES

1. Committees of Directors

The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more Board committees, each consisting of two or more Directors and only Directors, to serve at the pleasure of the Board. Any Board committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- a) Fill vacancies on the Board of Directors or in any committee;
- b) Amend or repeal By-laws or adopt new By-laws;
- c) Amend or repeal any resolution of the Board of Directors, which by its express terms is not so amendable or repealable;
- d) Appoint any other committees of the Board of Directors;
- e) Approve any transaction (i) to which the corporation is a party and one or more Directors have a material financial interest; or (ii) between the corporation and one or more of its

Directors or between the corporation and any person in which one or more of its Directors have a material financial interest.

2. Meetings and Action of Board Committees

Meetings and action of Board committees shall be governed by, and held and taken in accordance with the provisions of Article IV of these By-laws, concerning meetings of Directors, with such changes in the context of those By-laws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all committee members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the associate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these By-laws.

3. Executive Committees

The NEWH, Inc. Board shall and a Chapter Board may have an Executive committee which may act for the particular Board between Board meetings.

4. Advisory Committees

The NEWH, Inc. Corporation and a Chapter may also have such committees either standing or ad hoc as may be necessary to carry out the activities of the organization. The committees may be established by resolution of the Board of Directors and the NEWH, Inc. Board may require the Chapters to have certain committees, in its discretion. These committees shall not have the power to act in lieu of NEWH, Inc. or the Chapter Board but may have such other duties as the Board may require, subject to Board ratification, as necessary. Any eligible member may be a member of such committees, as determined by Board resolution; but the Chair normally will be a Director.

ARTICLE VII

DUES

Membership dues are payable upon notice of acceptance of membership and the new membership does not take effect until receipt of payment. The NEWH, Inc. Board will determine by resolution the schedule for payment of dues, as well as the procedure for dues collection and submission of fees from NEWH, Inc. to the Chapters or from the Chapters to NEWH, Inc. as required by the method of collection. Chapters will be notified, in writing and in a timely manner, of all changes in these procedures.

ARTICLE VIII

FUNDRAISING

The NEWH, Inc. Board of Directors will determine the percentage of Chapter fund-raising net proceeds to be remitted to NEWH, Inc. Of the funds remaining with the Chapter, 35% of the net proceeds, after direct expenses are paid, may be retained in the Chapter's operating account. A minimum of 65% of the net proceeds will be deposited into the Chapter's Scholarship Fund. No monies from the Scholarship Fund may be used for any purpose other than Scholarships and Educational Programs.

ARTICLE IX

AMENDMENTS

Amendments of these By-laws may be proposed at any meeting of the NEWH, Inc. Board of Directors or by the members. To become effective, they must receive a majority vote of the quorum of the Board present. The By-laws may be amended at any time by the unanimous written consent of the NEWH, Inc. Board of Directors, provided however, that if any amendment materially and adversely affects the voting rights of members it must also be approved by the membership or the members of a class if only that class of members is so affected. In addition, these By-laws may be amended by the vote of the membership.

ARTICLE X

AUTHORITY

SECTION A AUTHORITY — BOARD OF DIRECTORS

All authority of the NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, INC. will be exercised and managed directly by the NEWH, Inc. Board of Directors or, if delegated, under the ultimate direction of the NEWH, Inc. Board of Directors. Decisions, resolutions and other actions of the NEWH, Inc. Board of Directors are binding on the Chapters of the NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, INC.

The NEWH, Inc. Board of Directors will establish how revenues from dues and other activities and sources will be allocated among the NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, INC. Chapters.

The NEWH, Inc. Board of Directors will establish the criteria for the granting of Scholarship Awards and NEWH, Inc. Grants. The actions of the NEWH, Inc. Corporation and the Chapters shall be governed by these By-laws and the Policies and Procedures Manual adopted by the NEWH, Inc. Board.

SECTION B INDEMNITY

The corporation may indemnify any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, as may be allowed by the California Nonprofit Corporation Law and any future amendments to it.

SECTION C INSURANCE

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability.

SECTION D FIDUCIARIES OR CORPORATE EMPLOYEE BENEFIT PLAN

This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation as defined in Section B of this Article. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE XI

RECORDS

SECTION A INSPECTION BY DIRECTORS

Every NEWH, Inc. Director shall have the absolute right to inspect, at any reasonable time, documents of every kind of the corporation and the ability to inspect all books, records and the physical properties of the Chapters. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

SECTION B ANNUAL REPORT

1. The NEWH, Inc. annual report shall be sent to the NEWH, Inc. Directors and the Chapters by the Vice President/Finance not later than one hundred eighty (180) days after the close of the corporation's fiscal year. Such report shall contain in appropriate detail the following information, duly certified by the Vice President/Finance:
 - a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year
 - b) The principal changes in assets and liabilities, including trust funds, during the fiscal year
 - c) The revenue or receipts of the corporation both unrestricted and restricted to particular purposes, for the fiscal year
 - d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year
 - e) Any information required by California Corporations Code, Section 6322
8. By January 30 of each year, each Chapter shall submit to the NEWH, Inc. Corporate Office a complete financial statement showing its income and expenses, assets and liabilities, for the previous calendar year. This information shall be in sufficient detail and in such form as to clearly portray all material facts. It shall be duly certified by the Chapter Treasurer as complete and accurate.
9. Each Chapter will file all reports or forms and pay all fees that may be required of a non-profit organization operating within their state and local jurisdiction. In states with more than one active Chapter of the Corporation, the Chapters may file jointly if allowed. A copy of all such filings shall be forwarded to the NEWH, Inc. Corporate Office.

ARTICLE XII

TERMINATION

SECTION A RECOGNITION OF CHAPTERS

1. All Chapters exist only because of and through a Charter issued by the NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, INC. Should the Charter be revoked, or surrendered by any Chapter, the Chapter shall immediately cease operations, wind up its affairs and dissolve. The NEWH, Inc. Board of Directors may revoke the Charter of any Chapter at any time for cause, but only after a hearing.
2. A Chapter will be deemed to have forfeited its right to continue as a Chapter for any of the following reasons:
 - a) The Chapter has had fewer than the established amount members needed for chapter status for twelve (12) consecutive months;
 - b) The Chapter has violated the objectives of the NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, INC., the Code of Ethics or the NEWH, Inc. or Chapter By-laws, or NEWH Policies and Procedures.
3. If and when the NEWH, Inc. Board of Directors of the NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, INC. finds that a Chapter has engaged in activities that may lead to loss of recognition as a Chapter, the NEWH, Inc. Board of Directors will notify the President of the Chapter, in writing, of this fact. The Chapter will have thirty (30) days from the date of the notice to respond to this finding, in writing, and request a hearing. The NEWH, Inc. Executive

Committee will convene a hearing not earlier than twenty (20) calendar days after the date designated for the receipt of the written response from the Chapter, nor later than forty-five (45) days thereafter. Any limitation on time may be extended at the discretion of the NEWH, Inc. Board of Directors.

4. The NEWH Executive Committee will notify the Board of Directors of proposed action and will put the motion to vote at the next NEWH, Inc. Board of Directors meeting or by electronic means. After the NEWH, Inc. Board of Directors has considered the written response and any other evidence that is submitted, a vote on loss of recognition will be taken by secret ballot. In considering the action and the Chapter's response, the Board should abide generally by the principles of fundamental fairness, but need not conduct a quasi judicial proceeding with testimony, cross-examinations, rules of evidence, etc. The Board may deliberate in secret.

SECTION B COMPLIANCE PROCEDURE

1. Upon written notification to a Chapter of loss of recognition, the Chapter will immediately deliver to the NEWH, Inc. Board of Directors, its Charter and all Chapter records, funds and properties, and will immediately cease operation as a Chapter of the NETWORK OF EXECUTIVE WOMEN IN HOSPITALITY, INC.
2. The office of the NEWH, Inc. Delegate for the Chapter shall become vacant and the members in good standing of the Chapter shall become Regional Members until they may be assigned to another Chapter.