



## **BYLAWS OF THE FOUNDATION FOR THE WOMEN'S ENERGY NETWORK AMENDED DECEMBER 2023**

### **Article I.**

These Bylaws constitute the agreement and code of rules adopted by the members of the Foundation for the Women's Energy Network (also known as the "WEN Foundation" or "FWEN") for the management of its affairs.

### **Article II. Purpose, Duration, Non-Profit Status and Location**

#### **Section 2.1 - Purpose**

The Foundation for the Women's Energy Network seeks to enhance and expand the philanthropic and educational endeavors of the Women's Energy Network ("WEN"). FWEN may undertake or partner as necessary to accomplish the foregoing purpose.

#### **Section 2.2 - Duration**

FWEN shall exist in perpetuity.

#### **Section 2.3 - Membership**

The membership of FWEN shall consist of the members of the Board of Directors.

#### **Section 2.4 - Non-Profit Status**

FWEN shall be and is a non-profit association formed under the Texas Unincorporated Non-Profit Association Act and the Internal Revenue Code, Section 501(c) (3). FWEN shall have all of the powers, duties, authorizations and responsibilities as provided in the Texas Business Organizations Code that are applicable to nonprofit associations. Notwithstanding the foregoing, FWEN shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Code").

FWEN is organized and shall be operated exclusively as a charitable and/or educational association within the meaning of Section 501 (c) (3) of the Code. Within the scope of the foregoing purpose and not by way of limitation thereof, FWEN is organized and operated to advance the awareness, retention and education of female students and women. The assets and properties of the Foundation are hereby pledged for use in performing its exempt functions.

No part of the net earnings of FWEN shall inure to the benefit of any member, director, or officer of FWEN, or any private individual; provided, however, that reasonable compensation may be paid for services rendered to or for FWEN and expenses may be reimbursed or paid in furtherance of one or more of its purposes.

### **Article III. Board of Directors**

#### **Section 3.1 - Powers**

The Board is vested with the management of the business and affairs of FWEN, subject to the Texas Unincorporated Non-Profit Association Act, the Internal Revenue Code, and these Bylaws.

#### **Section 3.2 - Qualifications**

Directors must be members of WEN in good standing. An individual serving on the FWEN Board of Directors may not concurrently serve as a voting member of a WEN Chapter Board of Directors during their term on the FWEN Board of Directors. In addition, in order to ensure diversity, equity and inclusion among membership on the FWEN Board of Directors, the Board should be made up of at least 20% people of color.

#### **Section 3.3 - Number of Directors**

The FWEN Board of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than four (4) and no more than eleven (11) including the following officers: the Chair, the first Vice-Chair, the Secretary, and the Treasurer. The Immediate Past Chair shall serve on the Board of Directors as ex-officio, non-voting Director.

#### **Section 3.4 - Term of Directors**

With the exception of the Board Chair, Vice-Chair, and the Past Board Chair, Directors shall serve staggered two-year terms beginning on January 1 and ending on December 31. A Director may serve no more than two consecutive terms in the same position. The Board Chair, Vice-Chair, and Past Board Chair, who, once elected to the office, shall serve one three-year term, with one-year in each successive position. After serving two consecutive terms in any position, a Director must vacate her position for at least one year before seeking re-election to another position. No Director shall serve on the Board for longer than three consecutive terms in any combination of positions, unless approved by FWEN Board of Directors for specified and documented rationale. Periods of service by Directors filling vacancies shall not be considered for purposes of term limits.

### Section 3.5 – Appointment of Directors

After a nomination process, the President of the WEN Global Board of Directors shall appoint no fewer than six members of the FWEN Board of Directors, including the Treasurer. The remaining members will be appointed by the Chair of the FWEN Board.

The FWEN Vice-Chair shall be responsible for compiling nomination information, ensuring that the nomination process is in compliance with the best interests of FWEN and these Bylaws, and prepare the Board slate. The FWEN Vice-Chair shall present the slate to the FWEN Board of Directors for consideration. The appointment shall be ratified by majority vote by the standing FWEN Board of Directors. No FWEN Director may vote by proxy in the ratification of new Directors.

### Section 3.6 - Liaisons

A Director may appoint a committee chair to serve as a liaison to the position appointed. A liaison shall be aware of the responsibilities of the position held by the Director and may attend (in a non-voting capacity) a Board meeting in the absence of the Director for whom they are a liaison.

### Section 3.7 - Resignation

Any Director may resign at any time by delivering written notice to the Secretary or Board Chair. Such resignation shall take effect upon receipt or at the time specified in the notice.

### Section 3.8 - Removal

Any Director who fails to attend three successive Board meetings shall be removed and her position shall be filled, as described in Section 3.9. Any Director who fails to perform the duties of her office adequately may be removed, at any time, by majority vote of Directors.

### Section 3.9 - Vacancies

Vacancies shall be filled by majority vote of the remaining members of the Board, though less than a quorum, and the Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated; provided, however, that, if the Vice-Chair is appointed to fill a vacancy in the Presidency, then such person shall remain Board Chair the following year as originally contemplated. In that case, the person appointed to fulfill the vacancy in the office of Vice-Chair shall not succeed to the Presidency the following term but shall be replaced by the person elected as Vice-Chair in the next election. Vacancies shall be filled as soon as practical, and any Director or the President of the WEN Global Board of Directors may make nominations to fill vacant directorships. Directorships to be filled by reason of an increase in the number of Directors shall be filled at the next regular meeting of the Board or at a special meeting called for that purpose.

### Section 3.10 - Compensation

Directors shall not receive any salaries or other compensation for their services, but, by resolution of the Board, may be reimbursed for approved budget item expenses incurred in the performance of their duties for FWEN. FWEN shall not loan money or property to, or guarantee the obligation of, any Director.

### Section 3.11 - Confidentiality

Directors shall not discuss or disclose information about FWEN, its finances or its activities to any person or entity unless such information is already a matter of public knowledge, or the disclosure of such information is in furtherance of the FWEN's purposes or can reasonably be expected to benefit the FWEN. Directors shall use discretion and good business judgment in discussing the affairs of FWEN with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the FWEN, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

## Article IV. Duties of Directors

### Section 4.1 - Duty of Good Faith

The FWEN Board of Directors constitutes the governing body of FWEN and oversees all functions relating to FWEN, including the administration and management duties set forth in this Article and elsewhere in these Bylaws. The Board of Directors may contract or employ an employee or independent contractors, whose duties shall be determined by the Board of Directors. To the extent the duties of any Director are delegated, in whole or in part, the Director is responsible for oversight of any other parties to whom such duties are delegated. Each Director of FWEN shall discharge her duties in good faith, with ordinary care, and in a manner which the Director reasonably believes to be in the best interest of FWEN.

### Section 4.2- Committees

Directors shall, to the fullest extent possible, form and manage committees according to the process set forth in Article VI, to assist Directors in the performance of their duties, thus involving the membership and increasing the Directors' efficiency. Directors given the titles set forth in this Article shall have the duties specified herein. FWEN shall make reasonable efforts to ensure that such entities are inclusive of people of color.

### Section 4.3 - Directors

The FWEN Board shall not have positions sanctioned as director roles (yet contributions from the entire Board) shall be responsible for the following:

- a) Ensuring that FWEN's goals and objectives are met.
- b) Analyzing and monitoring the progress of FWEN activities to ensure FWEN is achieving its goals and abiding by its non-profit guidelines.
- c) FWEN Director duties may be appointed to a contractor, subject to board approval; however, the FWEN Director shall be responsible for oversight of all contractors to whom such duties are appointed.

### Section 4.4 - Board Chair

- a) The Board Chair shall supervise and control the affairs of FWEN.
- b) The Board Chair shall perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board. The Board Chair shall preside at all Board meetings and at all meetings of the membership and shall exercise parliamentary control in accordance with Roberts Rules of Order.
- c) The Board Chair may serve as an ex-officio member of all committees, unless otherwise provided by the Board or these Bylaws.
- d) The Board Chair shall, with the advice of the Directors and in accordance with the requirements of these Bylaws, set the agenda for each meeting of the Board.
- e) The Board Chair shall serve as the liaison to WEN.
- f) The Board Chair shall serve as Past Board Chair in the year immediately following her term as Board Chair.

### Section 4.5 - Vice-Chair

- a) The Vice-Chair shall coordinate the annual nominations to FWEN board of directors, as described in Section 3.5. The Vice-Chair shall take primary responsibility for and coordinate acquiring funding and underwriters of FWEN infrastructure supported by the FWEN Board of Directors.
- b) The Vice-Chair shall perform all duties the Board Chair delegates to her. Upon the Board Chair's resignation, disability, death or upon her absence or refusal to act, the Vice-Chair also shall perform the Board Chair's duties unless the Board has designated another

person as Board Chair. The Vice-Chair shall perform the Board Chair's duties as long as the Board Chair's absence or disability continues.

- c) The Vice-Chair shall hold the office of Board Chair the year immediately following her election as Vice- Chair.

#### Section 4.6 - Secretary

- a) The Secretary shall perform all duties incident to the office of Secretary and such other duties as may be required by law or by these Bylaws.
- b) The Secretary shall be the custodian of FWEN's minutes and all other non-financial documents and property. She shall keep an accurate record of the proceedings of the annual business meeting, any special membership meetings, and all Board meetings, including a record of all votes cast in elections.

#### Section 4.7 - Treasurer

- a) The Treasurer of the Board of Directors of WEN Global shall serve as the Treasurer of FWEN. An Assistant Treasurer shall be selected from the Board members assist the Treasurer with her responsibilities.
- b) The Treasurer shall have charge and custody of all FWEN funds and financial records, shall oversee and supervise the financial business of FWEN, shall render reports and accountings to the Board on a monthly basis, or as required by the Directors, and shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, by these Bylaws, or which may be assigned from time to time by the Board.
- c) The Treasurer shall compile an annual report covering the year's finances for presentation to the Board at the December Board meeting. She shall also prepare an annual budget for the current year for presentation to the Board at the first Board meeting of the calendar year.
- d) The Treasurer shall be responsible for the timely filing of FWEN's annual tax return, recommending accountants to be hired by the Board and overseeing and working with FWEN's accountants. Immediately upon the start of a new term or appointment of a new Board Chair, the Treasurer shall be responsible for filing Form 8822 notifying the Internal Revenue Service of the Board Chair's name and address.
- e) The Treasurer shall make all financial records, books, and annual reports available at the request of any FWEN Director for inspection.
- f) The Treasurer or another Board-authorized signatory may sign checks in amounts up to \$2,500 on behalf of FWEN. For checks in an amount over \$2,500 (with the exception of the payments for contractually obligated and invoice venues and material), both the

Treasurer and another Board-authorized signatory must sign. The Treasurer is responsible for the oversight of any financial activities that may impact the WEN Foundation non-profit status and may establish policies and procedures to ensure compliance.

- g) The Treasurers' duties under this Section may be delegated to a contractor engaged by FWEN pursuant to Section 8.7; however, the Treasurer shall be responsible for oversight of any contractor to whom such duties are delegated.

#### **Section 4.8 - Past Board Chair**

The Past Board Chair shall serve as an ex officio member of the Board and shall be entitled to receive notices of, and to attend, all Board meetings, but shall not be a voting member of the Board, nor shall her presence count toward a quorum. She shall assist the other Directors by acting in an advisory or supportive role for FWEN matters, as appropriate.

#### **Section 4.9 – President of the WEN Global Board of Directors**

The President of the WEN Global Board of Directors or her designee shall serve as an ex officio member of the Board and shall be entitled to receive notices of, and to attend, all Board meetings, but shall not be a voting member of the Board, nor shall her presence count toward a quorum.

### **Article V. Board Meetings**

#### **Section 5.1 - Place of Board Meetings**

Regular and special meetings of the Board shall be held any place that the Board Chair may designate.

#### **Section 5.2 - Regular and Special Meetings**

Regular meetings of the Board shall be held each quarter according to a schedule established by the Board each January for the upcoming year, or more frequently as deemed necessary by the Board. Special meetings may be requested by the Board Chair or by any Director and must be approved by the majority of the Board. Newly elected Directors shall attend the final regular Board meeting of the calendar year for purposes of orientation before their term begins in January and departing Directors are encouraged to attend the first meeting after the end of their term. Committee Chairs may be requested to attend a Board meeting per a director's request and subject to the Chair's approval.

#### **Section 5.3 - Notice of Board Meetings**

Notice of the date, time, and place of regular or special meetings of the Board shall be given to each Director by e-mail and/or FWEN Board posting on the FWEN website no less than seven (7) days prior to the meeting.

#### Section 5.4 - Waiver of Notice

Attendance by a Director at any meeting of the Board for which the Director did not receive the required notice shall constitute a waiver of notice of such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

#### Section 5.5 - Quorum

A majority of the incumbent Directors (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by any provision of these Bylaws. The results of each vote of the Board shall be recorded by the Secretary.

#### Section 5.6 - Actions without a Meeting

Any action required or permitted to be taken by the Board under the Texas Unincorporated Non-Profit Association Act and these Bylaws may be taken without a meeting, if a majority of Directors individually and collectively consent either electronically via e-mail or via discussion on the FWEN Board site, setting forth the action to be taken. Such electronic consent shall have the same force and effect as a majority vote of the Board.

### Article VI. Committees

#### Section 6.1 - Eligibility Requirements

Committee members must be members of WEN in good standing.

#### Section 6.2 - Appointed Committees

Additional appointed positions can be created by the FWEN Board, as needed. Committee chairs shall report to a FWEN Board member and be in charge of one very specific area or event. The Appointed Committee Chairs may serve no more than three consecutive terms in the same position. After serving three consecutive terms, an appointed Committee Chair must vacate her position for at least one year before seeking appointment to another term in the same position. All appointed Committee Chairs shall serve one-year terms beginning on January 1 and ending on December 31, unless established mid-year.

The FWEN Chair may appoint WEN members to serve as subcommittee members to execute committee events, causes and activities. The appointed Committee Chair shall be responsible for oversight of all FWEN Members to whom such duties are delegated. All current appointed Committees, the duties they are responsible for, Board Member they report to, and any additional information on the Committee Structure shall be contained in the Appointed Committee Directory, which shall be maintained and updated by the FWEN Board.



### Section 6.3 - Executive Committee

The four officers (Board Chair, Vice-Chair, Secretary and Treasurer) serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors and is subject to the direction and control of the full Board.

### Section 6.4 - Finance / Investment Committee

The treasurer, upon establishing, shall serve as the chair of the Finance / Investment Committee, which shall include at least two FWEN Board members and at the two independent WEN members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other Board members. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income.

### Section 6.5 - Additional Committees

The Board may from time to time designate and appoint, or authorize the Board Chair to designate and appoint, additional standing or temporary committees by majority vote of the Directors. Such committees shall have and exercise such prescribed authority as designated by the Board. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with these Bylaws. Regular and special committee meetings may be called by the committee chair.

### Section 6.6 - Actions without a Meeting

Any action required or permitted to be taken by the committee under the Texas Unincorporated Non-Profit Association Act and these Bylaws may be taken without a meeting, if a majority of committee members individually and collectively consent either electronically via e-mail or via discussion and forward to the FWEN Board for final approval.

## Article VII. Indemnification

### Section 7.1 - Indemnification

To the extent permitted by law, and to the extent permitted by FWEN's financial situation, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that she is or was a Director of FWEN shall be indemnified by FWEN against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by her (or by her heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

### Section 7.2 - Limits on Indemnification

Notwithstanding the above, FWEN shall indemnify a person only if she acted in good faith and reasonably believed that her conduct was in the FWEN's best interests. In the case of a criminal proceeding, the person may be indemnified only if she had no reasonable cause to believe her conduct was unlawful.

### Section 7.3 - Insurance

FWEN may purchase and maintain insurance on behalf of its directors and officers, whether the corporation would have the power or obligation to indemnify such person against such liability under this Article.

## Article VIII. Operations

### Section 8.1 - Execution of Documents

Unless specifically authorized by the Board or as otherwise required by law, all final contracts, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of FWEN shall be signed and executed by the Board Chair (or such other person designated by the Board), pursuant to the prior consent and authorization of the Board.

### Section 8.2 - Disbursement of Funds

Any expenditure not previously approved in the budget, or any expenditure in excess of 110% of the budgeted amount, shall require majority approval of the Directors. In authorizing such transactions, the Board must dispense FWEN funds only in accordance with the purposes of FWEN as set out in these Bylaws. No director shall incur debt or other liabilities on behalf of FWEN without the Board's express prior approval.

### Section 8.3 - Records

FWEN shall keep correct and complete records of account and shall also keep minutes of the proceedings of the Board meetings and any special meetings. FWEN shall keep the original or a copy of its Bylaws, including amendments to date, and a director roster giving the names and addresses of directors.

### Section 8.4 - Inspection of Books and Records

All books and records of FWEN may be inspected by any FWEN Director for any purpose at any reasonable time on written demand.

### Section 8.5 - Amendments

These Bylaws should be reviewed annually and may be amended at any time but preferably at a regular business meeting by a majority of directors present and voting, provided that a majority of the Board shall approve the proposed amendment. Notice of any proposed amendment shall be contained in the meeting notice to FWEN members where the amendments shall be considered.

### Section 8.6 - Fiscal Year

The fiscal year for FWEN shall be the calendar year January 1 to December 31.

### Section 8.7 - Engaging Contractors

The FWEN Board may engage one or more independent contractors, as it deems necessary and prudent, to assist the Board in carrying out its duties and responsibilities under these Bylaws. Matters for which a contractor may be engaged include, without limitation: handling reservations for FWEN events; coordinating receipt and confirmation of payments for FWEN events; preparing financial reports, preparing nametags for attendees at FWEN events; updating WEN marketing materials, websites, and communications; and handling check-in at FWEN events. One or more Board members shall be designated by the Board to supervise and oversee the activities of such independent contractors.

### Article IX. Certification

I certify that these Bylaws were adopted by the Board of the FWEN.

*Cynthia Hubbard*

Foundation for the Women's Energy Network Secretary