Women of Global Mobility Bylaws

Approved 1/10/2025

ARTICLE I: NAME

1.01 **NAME**: The name of this association is Women of Global Mobility, hereby referred to as "WoGM".

ARTICLE II: PURPOSE

2.01 **PURPOSE:** WoGM is a pending not-for-profit 501(c)3 association organized primarily for education within the relocation industry and the empowerment of global mobility professional women. The organization seeks to provide global mobility education and knowledge sharing and professional development opportunities, as well as for the sharing information and ideas related to the global mobility industry while also engaging in charitable purposes, including without limitation for such purposes, the making of distributions to organizations whose mission and/or purposes are consistent with the mission and/or purposes of WoGM, as well as any lawful purpose, as permitted under state and/or federal law. WoGM's mission will be as separately established by the Board of Directors, as defined in Section 3.01 below, and will be consistent with the purposes set forth in these Bylaws.

ARTICLE III: BOARD OF DIRECTORS

3.01 **NUMBER:** WoGM shall be governed by a Board of Directors (hereinafter "Board of Directors" or "Board"). The Board shall have at least five (5) members and not more than 11 (11) members ("Directors").

3.02 **DIRECTORS AND TERM**: Directors shall be elected to a three (3) year term by a majority of the WoGM membership and who shall have full voting privileges. Only one (1) Director may serve at a time from a single company/corporation, unless an exception is granted by a two-thirds (2/3) vote of the Board. Directors must physically or virtually attend at least 75% of scheduled Regular Board meetings annually as of 2026. If attending virtually, the Director's camera shall be required to be on during part of the meeting. If a Director does not attend physically or virtually, at least 75% of scheduled Regular Board meetings annually, the Board reserves the right to exercise Section 3.04 below. Directors must physically attend 75% of scheduled events in their city, if applicable. If a Director does not physically attend at least 75% of scheduled events in their city, if applicable, annually, the Board reserves the right to exercise Section 3.04 below.

3.03 **RESPONSIBILITIES AND LIABILITIES**: All Directors shall be directors of WoGM and its assets, both real and personal, and shall fulfill functions and duties required of them by all applicable laws. Each Director shall be entitled to the maximum indemnification benefits and protections as permitted under federal law and the state law in which they reside if such Director was acting in good faith and reasonably believed that he or she was acting

in WoGM's best interests, provided that such Director shall not be entitled to indemnification benefits and protections in connection with actions taken by WoGM against such Director and for which such Director has been found culpable.

3.04 **RESIGNATION AND REMOVAL**: Any Director may resign at any time by giving prior written notice of such resignation to the President and/or Vice President, or in the case of resignation by the President, to a member of the Executive Committee. Such resignation shall be effective as of the date specified in the notice and if no date is specified, the resignation shall be effective upon the President's/Executive Committee's receipt of the written notice.

Any Director may be removed by a vote of at least two-thirds (2/3) of the Board whenever, in their judgment, the best interest of WoGM will be served.

3.05 **ELECTION AND VACANCY**: Only WoGM members as referenced in Section 4.02 shall be eligible for and hold a Director position on the Board. An open Director position shall be advertised on the WoGM website, email and/or conference for three (3) weeks, after which time the nominations for the open Director position shall be closed. The WoGM membership shall have the right to nominate and vote for the new Director via a confidential and anonymous vote and such vote shall remain open for 3 days, upon which time the vote shall be closed at 5:00pm Mountain Time on the third (3) day.

Only paid members for the current calendar year shall be allowed to nominate and vote in the election. The President and Vice President shall preside over the election. The newly elected Directors shall take office effective January first of the next year.

For an unanticipated vacancy, the new Director shall be voted in by majority Board vote and shall complete the current calendar year and then be allowed to serve an additional two (2) year term starting the first day of the next calendar year, regardless of the remaining time left on the previous Director's term.

3.06 **REGULAR BOARD MEETINGS**: The President shall provide written notice of the date, time and manner of all Regular Board Meetings to all Directors at least thirty (30) days before any such Regular Board Meeting. The Board shall hold no less than six (6) meetings per fiscal year.

3.07 **SPECIAL BOARD MEETINGS**: Special Board Meetings may be called by the President and/or a majority of the Directors. Written notice, or oral notice in the event of an emergency, of the Special Board Meeting, which shall include the date, time, manner and purpose of such Special Board Meeting, shall be provided to each Director at least three (3) business days before a Special Board Meeting.

3.08 **WAIVER OF NOTICE**: A Director's attendance at any meeting of the Board shall constitute a waiver of notice of such meeting except where such Director attends the meeting for the purpose of objecting at the beginning of the meeting to the transaction of any business at such meeting because the meeting is not lawfully called or convened.

3.09 **QUORUM**: All meetings of the Board shall have a majority of Directors necessary to

constitute a quorum. The act of the majority of Directors present at any meeting in which there is a quorum shall be the act of the Board.

3.10 **PROXY VOTE**: Proxy voting shall not be allowed.

3.11 **ROBERT'S RULE OF ORDER**: Unless otherwise provided by these bylaws, Robert's Rules of Order shall be the recognized guide for procedures at all meetings of the Board of Directors.

3.12 **GIFTS**: A Director may accept, on behalf of WoGM, any contribution, gift and/or donation for the general purpose of WoGM and such contribution, gift and/or donation shall be recorded and deposited into the general treasury by the Treasurer**.**

3.13 **COMPENSATION**: Directors shall not receive any salaries for their services as an elected Director of WoGM, provided that a Director may provide services to WoGM as a consultant or independent contractor of WoGM and may receive compensation from WoGM in connection thereto so long as the Board is aware of such consulting or independent contractor services and the Board determines and agrees by majority vote that such services do not constitute a conflict of interest.

3.14 **ACTION BY CONSENT**: Any action which otherwise may be taken at a meeting of the Board, may be taken without a meeting of the Directors by the unanimous written consent of all Directors, which unanimous written consent shall set forth the action so taken.

ARTICLE IV: MEMBERSHIP AND EVENTS

4.01.A Corporate Membership: Is an individual that is a company paid employee who is responsible for any aspect of talent mobility and/or related global mobility activities of his/her own organization's employees.

A. Human Resources; Manager, Administrator, Generalist, Comp and Benefits
B. Recruiter/Talent and Acquisition Manager
C. Global Mobility Professional
D. Corporate Accounting Manager
E. Immigration Manager
F. Tax and Legal Manager

4.01.B General Membership: General members are individuals who are directly involved in providing relocation products and/or services to the corporate relocation industry.

4.01.C **Event Registration:** In order to register for an WoGM event, the registrant need not be a member but must otherwise meet the membership requirements outlined in 4.01.A & B.

4.02 **RECOGNITION AND BENEFITS**: In order for an individual or corporation to be recognized as a "WoGM member" and in order to receive membership benefits, such member shall

be current on payment of annual dues**.**

4.03 **DUES AND FEES**: Dues and/or fees shall be assessed and published by the Board, as appropriate, and charged accordingly based on Section 4.01 above.

4.04 **REVOCATION:** Membership within WoGM is a privilege. Any member's membership may be revoked by a majority vote of the Executive Committee whenever in their judgment the best interest of WoGM will be served.

5.04 **REINSTATEMENT**: Any former member whose membership has been revoked may be reinstated to full membership status by majority vote of the Executive Committee after a period of one (1) year from the date of initial membership revocation and upon payment of annual dues.

ARTICLE V: OFFICERS

5.01 **OFFICERS AND TERM:** There shall be five (5) Officer positions. The officers of WoGM shall be: (a) President, (b) Vice President, (c) Immediate-Past President (to be determined), (d) Secretary, and (e) Treasurer. The Vice President, Secretary and Treasurer shall be elected to a one (1) year term, respectively. The President shall be elected to a three (3) year term. The President, in order to fulfill a three (3) year term in office, is allowed to extend the basic Director's term, as referenced in Section 3.02 above, for up to as many years necessary to complete the three (3) year term in office, as well as to complete a sequential one (1) year term as Immediate Past-President.

The President shall automatically assume the position of Immediate Past-President during the first year after the three (3) year term as President is complete. The second year after the President's term is complete; the position of Past President shall remain unfilled. If the President is re-elected for a subsequent term, the position of Immediate Past-President shall remain unfilled. No Director may hold more than one (1) Officer position at the same time.

The board, at its discretion and by a two-thirds (2/3) majority vote in the affirmative, is allowed to extend the current president's term by one (1) year.

The Officers will perform all duties incident to such office and such other duties as may be provided in these Bylaws and/or as may be prescribed from time to time by the Board.

5.02 **PRESIDENT:** The President shall chair all meetings of the Board of Directors and shall supervise the affairs of WoGM. The President shall provide written notice of all Regular and Special Board Meetings pursuant to Section 3.06 and Section 3.07.

5.03 **VICE PRESIDENT**: The Vice President, in the absence of the President, shall act as the President and assume the duties of that office in accordance with Section 5.02. The Vice President shall also perform other duties as may be assigned from time to time by the President.

5.04 **IMMEDIATE PAST-PRESIDENT**: The Immediate Past President shall perform such duties as may be assigned from time to time by the President.

5.05 **SECRETARY:** The Secretary shall oversee the administrative management of WoGM. The Secretary has the ultimate responsibility to record, certify and distribute the "Minutes" of each board meeting in a timely manner. The Secretary may assign another board member to record the "Minutes" of a board meeting in his/her absence.

5.06 **TREASURER**: The Treasurer shall oversee the financial management of WoGM.

5.07 **RESIGNATION OF ANY OFFICER**: Any Officer may resign by first providing written notice regarding such resignation including the effective date of resignation to the President and/or Vice President. In the case of the President, the President shall provide such written notice to the Executive Committee.

5.08 **REMOVAL OF OFFICERS**: Any Officer may be removed by a vote of at least two-thirds (2/3) of all the Directors whenever, in their judgment, the best interest of WoGM will be served.

5.09 **ELECTION AND VACANCY**: Only Directors as referenced in Section 3.01 shall be eligible for and hold an Officer position on the Board. After Board elections, the President shall accept nominations for Officer positions for two (2) weeks, after which such time this nomination period shall be closed at 5:00pm Mountain Time on the last day of the nomination period.

The President shall then prepare a ballot of Officer Nominees, with specific Officer positions defined, to present to the Board for election. Voting by the Board shall be confidential and anonymous and shall be by written ballot or online voting. The President and Vice President shall preside over the election and shall distribute, collect and count the ballots. Once the ballots have been distributed the election shall be open for three (3) days closing at 5:00pm Mountain Time on the last day of the election period. Officers shall be elected by a majority vote of the Board. The President shall report the results to the Board. The newly elected Officers shall take office effective January first of the next year.

If any Officer position becomes vacant during the year, a Director, with the exception of a current Officer, may fill the position by a majority vote of the Board for the remainder of the calendar year.

5.10 **COMPENSATION OF OFFICERS:** Officers shall serve without compensation and shall be further excluded from Section 3.13 above specifically regarding consultant and/or independent contractor services.

ARTICLE VI: COMMITTEES

6.01 **STANDING COMMITTEES:** There shall be two (2) standing committees: (a) Executive Committee, and (b) Working Committees.

6.02 **EXECUTIVE COMMITTEE:** The Executive Committee shall be comprised of the Officers. The Executive Committee may meet from time to time in order to conduct appropriate and required business of WoGM.

6.03 **WORKING COMMITTEES:** There shall be (7) Working Committees: (a) Events/Venues Committee, (b) Communications and Social Media Committee, (c) Membership Committee, (d) Programs/Education Committee (reports to Taylor), (e) Website Content, (f) Philanthropy, and (g) Sponsorship Committee. The Executive Committee has the sole authority to establish and/or eliminate Working Committees. Each Working Committee shall have a Chairperson who is a Director and who is appointed by the President. Working Committees shall consist of sufficient numbers of members to fulfill the requirements of WoGM. Each Director may be a member of at least one (1) Working Committee. Members of Working Committees may also include volunteers who are not Directors of the Board and who are WoGM members as set forth in Section 4.02 above. The Executive Committee has the sole authority to remove Directors as members of Working Committees and to remove the Chairperson of each Working Committee.

6.04 **NO-SOLICITATION POLICY REVIEW COMMITTEE**: This "ad hoc" committee will be convened if a member or non-member has allegedly violated, for a second time, WoGM's written No-Solicitation Policy. The committee will review the facts relating to the alleged violation and will review the individual's membership status, as appropriate. The Membership Chairperson will chair this committee. The committee members shall consist of two (2) non-Officer Directors. The No-Solicitation Policy Review Committee Chair will select the committee members. If warranted, and after deliberation by this committee, the Membership Chairperson will present a recommendation to the Executive Committee for appropriate action; to include, but not limited to membership revocation, exclusion from any and all WoGM events for a period of time defined (from/to) by the Executive Committee. The Executive Committee's decision is final relative to any action taken without prejudice.

ARTICLE VII: GENERAL MEETINGS OF THE MEMBERSHIP

7.01 **FREQUENCY**: General meetings of the membership will be at least one (1) time per year and not more than eight (8) times per year at locations specified by the Board.

7.02 **NOTICE**: Commencement of notices of each general meeting, without limitation, will be made by mail**,** e-mail and/or WoGM website not less than two (2) weeks prior to the scheduled general meeting.

7.03 **REGISTRATION FEES:** Fees will be assessed, published and collected at each meeting and/or event based on Section 4.01 above and/or as prescribed by the Board.

ARTICLE VIII: FISCAL YEAR

8.01 **FISCAL YEAR**: The fiscal year of WoGM shall commence on January 1 of each year and end

on December 31st of the year.

ARTICLE IX: AUDIT

9.01 Each year the President shall appoint two (2) non-Officer Directors (Auditors) to conduct an annual audit of all accounting matters and shall report to the Board on the financial condition of the WoGM. The audit shall be conducted at the beginning of each fiscal year. The Treasurer shall provide the Auditors with all necessary information to ensure this task is completed. Additional audits may be conducted at the discretion of the Board.

ARTICLE X: MISCELLANEOUS

10.01 **PROHIBITION AGAINST SHARING IN EARNINGS:** No Director, Officer, or member of a committee of, or person connected with WoGM shall receive any of the net earnings of WoGM.

10.02 **DISSOLUTION**: WoGM may be dissolved by a vote of at least two-thirds (2/3) vote of the Board of Directors at a special meeting called for this purpose.

10.03 **DISTRIBUTION OF ASSETS ON DISSOLUTION**: Upon dissolution of WoGM, all remaining monies and/or assets of WoGM remaining, after all expenses and debt have been retired, will be donated to a charity agreed upon by a majority vote of the Board.

ARTICLE XI: AMENDMENTS

11.01 **AMENDMENTS**: The Board shall have the power to make, alter, amend and repeal WoGM's these Bylaws upon the affirmative vote of two-thirds (2/3) of the Board. Written notice of any meeting to consider amending WoGM Bylaws shall be delivered to each Director by mail or made available electronically or any other means permitted by law, no less than ten (10) calendar days before such meeting and such notice shall describe the purpose of the meeting and a description of the proposed amendments.