



The Women's Alliance Organization By Laws

Article I - Organization

- 1.1 Name The name of the organization shall be The Women's Alliance (TWA). The headquarters of TWA shall be located in Monroe County in the state of New York until removed by referendum vote of the membership.
- 1.2 Vision Women at Xerox are recognized and valued by the Corporation for their significant contributions and leadership.
- 1.3 Mission TWA is a catalyst to increase communications and awareness of women at Xerox, enabling each of us to attain our personal goals.
- 1.4 Objectives Be a communications conduit between our members, senior management, and men and women of the corporation. In that role, provide networking opportunities for members, proactively communicate the status of women to the corporation, and provide forums that expose members to development and growth opportunities which enable members to be more effective in the workplace.
- 1.5 Definitions Fiscal & Administrative Year: January 1 - December 31

1. Operating Plans are developed and taxes are filed according to the Fiscal Year.
2. Board of Directors is elected according to the Administrative Year.

Board Meeting Quorum: 50% of the Executive Board

Membership Meeting Quorum: Members in attendance

Article II - Membership

- 2.1 Eligibility All salaried Exempt and Non-Exempt employees of Xerox Corporation and wholly-owned subsidiaries are eligible for membership in TWA.
- All members shall be required to conform with and abide by all of the provisions of these by-laws and other regulations as the Board of Directors may make and to pay all dues promptly.
- 2.2 Dues Membership dues are set by the Board of Directors and approved by the membership.
- Membership drive initiatives that could affect membership dues may be developed at the discretion of the Executive Board.
- Dues will be split according to percentage agreed by Board of Directors. Current split is 75% to local chapter and 25% to national organization. An annual budget will be determined no later than Jan 31 of each year and be based on membership counts on December 31 of the prior year. Funds will be maintained in the TWA treasury. Chapters will be reimbursed by submitting valid requests to the Treasurer up to the amount of their annual budget. Chapter presidents can petition the Board President for additional funds in a given calendar year based on growth in membership after the annual budget is established.
- 2.3 Rights Active members shall be entitled the right to attend meetings, the right to vote at all regular or special meetings and the right to be nominated for any office, and may be appointed to serve on committees.
- 2.4 Application All applications for membership shall be made on forms provided by TWA. The designated Board Member shall

receive all applications for membership and verify eligibility.

Article III - Chapters

3.1 Definition Chapters are groups of Xerox women organized by geographical area and subsidiaries and are actively supported by The Women's Alliance.

3.2 Name The Chapter organization shall be known as The Women's Alliance, _____ Chapter (for example, TWA, Monroe County Chapter); and shall use all logos, materials, and identifications of TWA. If unique chapter logos are created, they must be used in conjunction with the National TWA identification.

3.3 Operating Guidelines TWA Chapter members shall ensure that the local Chapter organizations engage in activities which support the Mission and Objectives of the TWA organization.

The local Chapter membership shall choose a president of the Chapter to serve as the primary communication link between the Chapter membership and TWA Board of Directors, and will serve on Board of Directors.

3.4 Roles & Responsibility The Chapter representative is responsible for:

- promoting the vision, mission and objectives of TWA;
- implementing local events per TWA vision, mission and objectives;
- building membership in TWA; and
- Cascading TWA information within their geographic area.

Article IV - Board of Directors

4.1 Powers All the powers of the TWA organization are vested in its Board of Directors. The Board shall manage and control the affairs and business of TWA and shall be charged with the responsibility of accomplishing its objectives.

4.2 Qualifications Each director shall be a member of TWA.

4.3 Compensation The directors shall receive no compensation for their services.

The directors may receive reasonable reimbursement for actual expenses incurred in the performance of their duties as a director.

4.4 Election & Term

The election of the directors is confirmed at the annual meeting of the general membership. (Refer to Annual Meeting)

The term of director is two years.

No director may be elected for more than two consecutive terms.

Every attempt will be made to phase openings so that they do not occur all in the same year.

4.5 Transition of Administration

There shall be a meeting of the Board immediately following the election. It shall include the outgoing and incoming officers and the Committee Chairpersons (if any). Upon the introduction of new business, the files are turned over to the newly installed President. The new President and her Board will then become the presiding officers of the organization. The past President can be asked to serve in an advisory capacity.

4.6 Number

The number of directors constituting the entire Board shall be no less than six on the executive board and as many geographic and subsidiary representatives as appropriate.

4.7 Removal / Vacancies / Resignation

Any director may be removed by a vote of two-thirds of the entire Board, at any regular meeting or any special meeting called for that purpose.

Any vacancy occurring on the Board may be filled by a vote of the majority of the remaining directors then in office, even though such a majority may be less than a quorum or a majority of the entire Board.

A director may resign at any time by giving written notice to the Board, the President or the Secretary.

4.8 Roles & Responsibilities

The Executive Board of TWA shall be a President, a Vice President, a Treasurer, a Secretary, Membership, Communications, Marketing, Sponsorship and other directors with duties as may be determined by the Board of Directors. All directors shall be elected members of the Board during their term of office.

a. President

The President shall preside at all meetings of the Board and shall perform such other duties as the Board may direct. The President also represents TWA externally and provides the key link to Xerox Management. The President shall sign all contracts with the Secretary, after approval of the Board.

b. Vice President

The Vice President assists the President, manages the internal TWA linkages and support, and in the absence of the President, performs all the duties of the President. The Vice President will be the primary liaison to other Xerox caucus groups and to Xerox women at international locations.

c. Treasurer

The Treasurer shall be responsible for the maintenance of correct and complete books and records of accounts for TWA, and preparing quarterly financial reports to the Board.

The Treasurer shall be responsible for the establishment and maintenance of banking accounts, payment of bills, establishing and administering budgets for events, and filing annual tax returns with the IRS.

In order to assist in the safeguarding of assets, bank statements will be addressed to and reviewed by the Treasurer with copy sent to the President. The Books shall be audited by an independent party once a year. The Diversity Office of Xerox performs a review to insure the corporate funds allocated for the conference

have been used in support of the conference.

4.8 Roles & Responsibilities
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- d. The Secretary
The Secretary shall conduct all correspondences pertaining to TWA and keep all reports of meetings and activities of the Board.

The Secretary shall be the custodian of all TWA records, documents and files. The Secretary will also give notice of all meetings of the Board and general membership.

The Secretary shall sign all contracts with the President, after approval of the Board.

- e. Communications
The Communications Board member manages the Newsletter (and other mass communication in written form) publication and distribution. This board member will maintain public relations within Xerox and externally.

- f. Membership
The Membership Board Member is available to design and manage membership drives in conjunction with the Chapters. She manages new member orientation. This Board Member maintains the currency and integrity of the membership list and data bases, and will refresh and publish membership by Chapter at a minimum once per year. Annual dues, if paid by check, are submitted to the membership chair who then forwards them to the Treasurer.

- g. Marketing
The Marketing Board member manages the "awareness generation" of TWA

- h. Mentoring
The Mentoring Board member will manage all formal mentoring programs, electronic or otherwise, that are sanctioned, implemented and operated by TWA Board on behalf of TWA

members. This will include the vendor relationships, if any, and the on-going operations and inspection of the process.

i. Sponsorship Chair

The Sponsorship Chair is to develop and manage an on-going relationship with organizations, external to Xerox, who have previously been or who are likely to have an interest to be a sponsor of the Women's Conference. The Sponsorship chair is the on-going point of contact and would work with the interested parties to establish a more comprehensive relationship between the membership and the sponsoring organization

Treasury

Each outgoing Board shall leave in the Treasury, at a minimum, a sum equal to the unpaid bills or obligations for which that Board is responsible.

4.10 Conflict of Interest

In the normal course of business, the organization may enter into a contract or other transaction with a corporation, firm, association or other entity in which one or more of the Board members may have a financial interest. Under such circumstances, the Board Member(s) must disclose said interest to the remaining Board Members and abstain from voting on this matter.

Article V - Meetings

5.1 Regular Board Meetings

Regular meetings of the Board shall be held at such places and times as the Board determines necessary. These meetings are open to the TWA membership.

5.2 Attendance

It shall be the duty of each Board Member to regularly attend meetings of the Board of Directors and to notify the President of the Board if she will be absent from any meeting. In the event that a Board Member is absent from several meetings during the year, the President will ask her to reaffirm her schedule availability and commitment to serving on the Board. A Board Member is subject to removal under Section 4.7 of these by-laws should said commitment not be reaffirmed.

5.3 Annual Meeting

The annual general membership meeting shall be held once per year and can be conducted face-to-face or virtually (e.g. Placeware session).

Article VI - Committees

6.1 General Committees

The Board may use committees to carry on the work of TWA. These committees will develop and communicate policy guidance to the membership on activities recommended for the achievement of TWA objectives.

The chairpersons of these committees shall be appointed from the TWA membership by the Board President.

Two standing committees will be in place for the Conference and Scholarship Fund.

j. Scholarship Chair

The Scholarship chair will be the primary interface with the Women's Foundation of Genesee Valley (organization whose responsibility it is to protect, grow the funds and develop a process to award the 'Molly Efron Scholarship' to deserving women interested in pursuing technical fields. The Scholarship Chair will also lead the sub-committee to continue to raise funds to at least the level where the fund can be self-sustaining.

k. Conference Chair

The Conference Chair(s) is accountable for managing the committee to plan and host the annual Women's Conference in the city selected by the Board. The Chair(s) will be the primary interface to the Board and will be accountable to insure the appropriate financial planning / fiduciary controls are in place to meet the objective that the conference is a break-even event.

6.2 Nominating Committee

At least once a year, the Board shall establish a nominating committee composed of at least three TWA members, for the purpose of identifying and nominating women to serve as directors.

All nominating committees shall develop appropriate procedures for the consideration and nomination of qualified candidates.

Refer to the nomination process document

Article VII - Finances

- 7.1 Bank Accounts The President and the Treasurer shall have the authority to establish bank accounts on behalf of TWA.

Article VIII - Ratification and Amendment of By-Laws

- 8.1 Ratification These proposed bylaws must be ratified by a two-thirds vote of a quorum of the Board of Directors. If ratified by the Board, the proposed by-laws will be brought before the membership, either at the annual meeting, a special meeting called for that purpose, through the mail or electronic media. The by-laws must be ratified by a majority of all votes cast. In the case of a mail-in ballot, a date must be specified beyond which votes will no longer be valid.
- 8.2 Amendment A proposed amendment to the by-laws shall be referred to the membership if it passes by a two-thirds vote of a quorum of the Board of Directors. If passed by the Board, the proposed amendment will be brought before the membership, either at the annual meeting, a special meeting called for that purpose, through the mail or electronic media. The by-laws must be amended by a majority of all votes cast. In the case of a mail-in ballot, a date must be specified beyond which votes will no longer be valid.

Article IX - Release of Information

- 9.1 Member Information No data on any member shall be released to anyone outside the organization without the written approval of the member involved, nor shall the membership list be released without approval of the Board.
TWA agrees that it will adhere to all pertinent provisions of the privacy act.
- 9.2 Meeting Information No published meeting minutes, nor excerpts thereof, shall be distributed outside of the membership without approval of the Board, nor may any member's remarks at a meeting be quoted in print without that member's written approval.

Article X - Dissolution

10.1 Distribution of Funds

The property of TWA is irrevocably dedicated to social welfare purposes and no part of the net income or assets of this organization shall ever benefit any director or member thereof or benefit any private persons.

Upon the dissolution or winding up of the organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of this organization shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for social welfare purposes and which has established tax exempt status. Prior to distribution of the available monies, the receiving nonprofit fund, foundation, or corporation must be approved by a two-thirds vote of a quorum of the Board and the majority of the votes cast by the membership in a ballot taken for that purpose.