



BYLAWS OF THE ATHENA SOCIETY, INC.

Article I: Name and Purpose

Section 1: NAME

The name of this organization shall be "Athena Society, Inc." ("Society").

Section 2. PURPOSE

The Society is an organization of business and professional people who have demonstrated leadership and whose shared purpose is that of interaction and the promotion of equality and opportunity for women. The Society shall neither support nor oppose any political party or candidate; however, the Society encourages the participation of women in public affairs and government. The purposes of the Corporation are more fully set forth in Article II of Articles of Incorporation.

Article II: Membership

Section 1. ELIGIBILITY

Any person who is gainfully employed in a position of responsibility and who is committed to the purposes of the Society is eligible to become a member. No person shall be denied membership because of age, race, religion, gender, sexual orientation, national origin, or affiliation with a political party.

Section 2. CLASSIFICATION AND NUMBER OF MEMBERS

- A. There shall be two classifications of membership: active and emerita.
- B. Active members are expected to attend monthly meetings and to participate as needed and requested on committees and special projects. Active membership shall not exceed 160.
- C. Any member who has been active for 20 years or who has reached the age of 65 and has been active for 10 years or more may elect to become an emerita member. There shall be no limit to the number of members in this classification and the number of emerita members shall not be included in the active member limit. Emerita members shall pay reduced dues, as determined by the Board of Directors. Emerita members retain all privileges of membership except the right to serve on the Board of Directors or as an officer.
- D. If circumstances change and the member wishes to terminate the emerita status and return to active membership in the next fiscal year the emerita member shall write a letter to the Board of Directors to request to be reinstated as an active member. If the request is approved and the membership has not reached 160 the member shall be notified and will be required to pay current dues as an active member for the year of

reinstatement. If the membership has reached 160 the emerita member shall be reinstated when a membership position is available.

Section 3. LEAVE OF ABSENCE

- A. Any member desiring a leave of absence shall submit a request to the Board of Directors for approval. A leave of absence may be granted by the Board of Directors for a period of one year for any one of the following reasons:
 - i. Out of town job assignment;
 - ii. Major, long-term illness;
 - iii. Other reasons deemed appropriate by the Board of Directors.
- B. Any extension of the leave of absence must be requested by the member and approved by the Board of Directors.
- C. Members on leave shall pay one-half of the current assessed dues and guest fees for any functions they attend. They shall be included in the membership count of active members.
- D. If circumstances change and the member wishes to terminate the leave of absence prior to the end of the one-year period, submission of the second half of the currently assessed dues will remove the member from leave of absence status.

Section 4. RESIGNATION

An active member may resign if the member is current on the member's obligations to the Society. The member's resignation must be submitted in writing to the Board of Directors.

Section 5. READMISSION

- A. Any member of the Society who has resigned may make written request to the Board of Directors for reinstatement and the request shall be brought before the next meeting of the Board of Directors. If the request is approved the member shall be notified and will be required to pay current dues.
- B. Any member whose membership is terminated for non-payment of dues may make written request for readmission to the Board of Directors of the Society within the 12 months following termination. If the request is approved and the membership has not reached 160 the member shall be notified and will be required to pay current dues and a reinstatement fee of one hundred dollars (\$100.00). If the membership has reached 160 the former member shall be reinstated when a membership position is available.
- E. A former member whose membership is terminated for nonpayment of dues who wishes to rejoin the Society after the 12 months following termination may be proposed as a new member in accordance with Article III.

Section 6. REMOVAL

- A. Any member may be removed from membership by a vote of a majority of the members of the Society at any meeting of the members whenever, in the judgment of the members, the best interests of the Society will be served thereby.
- B. A member shall be given reasonable notice and an opportunity to be heard before the member is removed from membership in the Society for any reason other than failure to pay dues or assessments as specified in Article IV, Section 3.
- C. No vote of the membership shall be required to remove members as provided in Article IV, Section 3, for default on their obligations to the Society.

Article III: Admission of Members

Section 1. TIME OF ADMISSION

The Board of Directors shall determine the number of new members who will be admitted to the Society in any given year, not to exceed the limits set forth in Article II, Section 2.B. The Board of Directors shall then communicate the determination to the Chair of the Membership Committee no later than December 31.

Section 2. METHODS FOR PROPOSING NEW MEMBERS

A candidate who is eligible for membership as defined in Article II, Section 1, and Article IV, A, of the Articles of Incorporation may be proposed for membership in two ways:

- A. A nomination in a form approved by the Board of Directors and signed by at least three members of the Society who are not members of the membership committee shall be submitted to the membership committee by the deadline set by the Board of Directors.
- B. The membership committee, on its own motion, by an affirmative vote of five of the seven members of the committee may propose an individual for membership.

Section 3. NOTICE TO MEMBERSHIP OF NOMINEES

The names of all proposed members shall be circulated in writing to Society members at least two weeks prior to the date of the membership committee meeting at which candidates are to be considered for membership. Any active member who wants to endorse or object to the candidacy of a proposed member may do so by attending a membership committee meeting and stating a position to the committee or by submitting a position to the committee in writing.

Section 4. ELECTION AND APPROVAL OF NEW MEMBERS

A proposed member shall be admitted to membership upon a positive vote of five of the seven members of the membership committee and approval by the Board of Directors.

Section 5. ISSUANCE OF INVITATION TO MEMBERSHIP

The Board of Directors shall issue a written invitation to membership to each of the approved proposed members.

Section 6. NEW MEMBER ORIENTATION

The membership committee shall hold an orientation for new members.

Section 7. ACCEPTANCE OF INVITATION

Acceptance of an invitation to membership must be made in writing to the president no more than seven days after the date of the new member orientation. Current dues and fees shall be paid within 30 days of the date of acceptance of the invitation to membership. Failure to comply with the requirements set forth in this section shall be deemed to be a declination of the invitation to membership.

Section 8. LIMITATION ON PROPOSAL FOR MEMBERSHIP

A person may be proposed for membership no more than three times.

Section 9. INITIATION FEE

Each new member of the Society shall pay an initiation fee, the amount to be established by the Board of Directors.

Article IV: Dues and Assessments

Section 1. DUES

Annual dues shall be established from time to time by the Board of Directors of the Society provided, however, that no increase in annual dues shall be authorized unless approved by two-thirds of the members of the Society present and voting at the meeting at which the increase is considered; and further provided that written notice of any proposed increase in dues shall be given to all members of the Society at least 10 days prior to the business meeting at which the increase is considered in accordance with Article XIII. Annual dues are due and payable July 1 of each year and notice of dues shall be mailed by June 10 of each year.

Section 2. ASSESSMENTS

The Board of Directors may fix assessments as it considers appropriate from time to time.

Section 3. DEFAULT

A second notice of the annual dues shall be sent July 10. Any member who has not paid dues by July 30 shall automatically be suspended from all privileges of membership. Written notice of suspension of membership shall be sent August 1. If the default is cured and a late fee of \$25.00 is paid by August 31 the suspension shall be rescinded, by operation of this section, and all privileges of membership restored. If, after written notice, the default is not cured as required the membership in the Society shall be terminated, by operation of this section, with no further action by the Board of Directors being necessary.

Article V: Membership Meetings

Section 1. ANNUAL MEETING

The annual meeting of the Society's members shall be held in June of each year for the purpose of electing and installing directors and officers and for the transaction of such other business as may be brought before the membership for consideration.

Section 2. REGULAR MEETINGS

Regular meetings of the membership shall be held at monthly intervals for the purposes determined by the Board of Directors.

Section 3. ELECTRONIC MEETINGS

Any meeting of the Society's members may be held by means of remote communication or some combination of remote and in-person participation. Meeting participation in such a manner shall constitute presence in person at such meeting for all purposes, including quorum and voting. Electronic voting may be conducted, if warranted.

Section 4. SPECIAL MEETINGS

Special meetings of the membership, for any purpose or purposes, may be called by the

president, by order of the Board of Directors, or by ten percent (10%) of the membership of the Society. Any such call shall state the purpose or purposes of the proposed meeting. Business transacted at any special meeting shall be limited to the purpose stated in the notice thereof.

Section 5. PLACE OF MEETING

The Board of Directors may designate the place of meeting for any meeting of the membership except for the annual meeting that must be held in Hillsborough County, Florida. In the alternative, the Board of Directors may determine that any meeting of the membership, including the annual meeting, may instead be held solely by means of remote communication.

Section 6. NOTICE OF MEETING

Except as otherwise provided in Article XII, Section 2, written notice stating the place, day and hour of all membership meetings and the purpose or purposes for which they are called shall be given to each member not less than seven days before the date of the meeting, at the direction of the president or the secretary, in accordance with Article XIII.

Section 7. WAIVER OF CALL AND NOTICE OF MEETING

Call and notice of any meeting of members may be waived by any member; and notice of such meeting shall not be required as to any member who shall attend such meeting in person or by proxy, except where the member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. QUORUM

Thirty-five Percent (35%) of the members entitled to vote, represented in person, electronically or by proxy, shall constitute a quorum at a meeting of the members.

Section 9. MANNER OF ACTING

Except as otherwise provided in the Articles of Incorporation or in these bylaws, the vote, in person, electronically or by proxy, of the majority of members present at the meeting at which a quorum has been established shall be the act of the members of the Society. If a quorum has not been established at a meeting a majority of the members present may adjourn the meeting without further notice. Once a quorum has been determined to exist the members present at a duly convened meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 10. VOTING

Each member shall be entitled to one vote on each matter submitted to vote of the membership of the Society. The Board of Directors is authorized to call for an electronic vote of the membership.

Section 11. PROXIES

At all meetings of the members, a member may vote by proxy, executed in writing designating the specific meeting to which it applies; but no proxy shall be valid for more than one meeting. Each proxy shall be filed with the secretary of the Society before or at the

time of the meeting.

Article VI: Officers

Section 1. DESIGNATION

The officers of the Society shall consist of a president, a president-elect, **three** vice presidents, a secretary, a treasurer and such other officers as the Board of Directors shall provide from time to time, each of whom shall be elected by a majority vote of the members who are present and vote at the annual meeting of the Society. The president may appoint a parliamentarian to serve at the president's pleasure and advise the president on parliamentary procedure.

Section 2. DUTIES

A. President

- i. The president shall be the chief executive and operating officer of the Society; shall preside at all the meetings of the membership and of the Board of Directors; and shall be a member ex officio of all committees except the membership committee.
- ii. The president shall, with the secretary, sign all contracts and obligations authorized by the Board of Directors.
- iii. The president shall be authorized to disburse monies of the Society in the absence of the treasurer.
- iv. The president shall appoint the chairperson of each committee unless such chairperson is elected or designated by virtue of the president's office.
- v. The president shall review and update, as needed, the job description of the Society's administrator in each odd-numbered year.

B. President-Elect

- i. The president-elect shall assist the president and assume all duties of the president in the president's absence.
- ii. The president-elect shall chair the bylaws committee.
- iii. The president-elect shall assist the treasurer with the preparation of the annual budget.
- iv. The president-elect shall serve on the nominating committee.
- v. The president-elect shall steward the alignment and execution of the Long Range Plan.

C. Membership Vice President

- i. The membership vice president shall chair the membership committee.
- ii. The membership vice president shall assume such duties as are designated to the membership vice president by the president or by the Board of Directors.

D. Program Vice President

- i. The program vice president shall chair the program committee.
- ii. The program vice president shall assume such duties as are designated to the program vice president by the president or by the Board of Directors.

E. Community Action Committee Vice President

- i. The community action committee vice president shall chair the community action committee.

- ii. The community action committee vice president shall assume such duties as are designated to the community action committee vice president by the president or by the Board of Directors.

F. Secretary

- i. The secretary shall keep minutes of all meetings of the membership and of the Board of Directors.
- ii. The secretary shall be custodian of essential records.
- iii. The secretary shall arrange for all membership and Board of Directors meetings.
- iv. The secretary shall have charge of all general correspondence.
- v. The secretary shall keep a complete list of the membership with addresses corrected to date.
- vi. The secretary shall coordinate the above matters with the Society's administrator.

G. Treasurer

- i. The treasurer shall be the custodian of the funds of the Society and shall collect all dues, assessments, and other monies. The treasurer shall be responsible for notice to the membership of all financial obligations.
- ii. The treasurer shall, when appropriate, send written notice of suspension of membership in accordance with Article IV, Section 3.
- iii. The treasurer, with the assistance of the president-elect, shall be responsible for preparation of an annual budget. The treasurer and the president-elect shall prepare the proposed annual budget and distribute it to the membership each year. The membership shall have an opportunity to comment on the budget prior to its approval at the June annual meeting.
- iv. The treasurer or any other person(s) so designated by the Board of Directors shall sign all checks and make payments in accordance with the budget.
- v. The treasurer shall keep full and accurate accounts and shall present financial reports at the regular meetings of the membership and of the Board of Directors.
- vi. The treasurer shall chair the finance committee and shall exercise general supervision over the financial affairs of the Society.
- vii. The treasurer shall be responsible for filing the required tax return with the Internal Revenue Service.
- viii. The treasurer shall coordinate the above matters with the Society's administrator.

Section 3.

ELIGIBILITY

- A. To be eligible for nomination as president-elect a member must be in good standing and must have served on the Board of Directors within the preceding five years.
- B. To be eligible for nomination as membership vice president a member must be in good standing, must have been a member of the Society for a minimum of two years, and must have previously served on the membership committee.
- C. To be eligible for any other office a member must be in good standing and must have been a member of the Society for a minimum of two years.

Section 4.

ELECTION AND TERM OF OFFICE

At the annual meeting of the Society the officers shall be elected by the membership for a term of one year with the exception of the treasurer who will serve a two-year term. If the election of officers shall not be held at such meeting such election shall be held as soon

thereafter as is convenient. Each officer shall hold office until the officer's successor is duly elected unless the officer sooner dies, resigns or is removed by the membership. No member shall serve more than two consecutive terms in the same office with the exception of the treasurer who shall serve no more than one consecutive term.

Section 5. REMOVAL

Any officer may be removed by three-quarters vote of the membership whenever, in the judgment of the membership, the best interests of the Society will be served; but such removal shall be without prejudice to the membership rights of the person removed.

Section 6: VACANCIES

A vacancy in any office because of death, resignation, removal or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 7. DELEGATION OF DUTIES

In the absence or disability of any officer of the Society or for any other reason deemed sufficient by the Board of Directors, the Board of Directors may temporarily delegate the powers or duties of such officer to any other officer or to any other director.

Article VII: Board of Directors

Section 1. GENERAL POWERS

The business and affairs of the Society shall be managed by its Board of Directors, which may exercise all such powers of the Society and do all such lawful acts and things as are not by law, the Articles of Incorporation, or these bylaws directed or required to be exercised or done by only the membership of the Society. The Board of Directors shall adopt, amend, and publish standing policies of the Society. The Board of Directors shall approve all contracts to be executed on behalf of the Society.

Section 2. NUMBER

There shall be **14** directors of the Society.

Section 3. CLASSES

The directors shall consist of the current officers of the Society, the immediate past president of the Society and six members-at-large.

Section 4. ELIGIBILITY

A member in good standing who has been a member of the Society for a minimum of two years shall be eligible for nomination as a member-at-large of the Board of Directors.

Section 5. TENURE

Each member-at-large of the Board of Directors is elected to a two-year term with three being elected in each even-numbered year and three being elected in each odd-numbered year. The current officers and the immediate past president of the Society shall serve on the Board of Directors for a one-year term, except for the treasurer, who shall serve a two-year term.

- Section 6. MID-TERM VACANCIES
In the event that a vacancy is created due to the death, resignation, removal or election to office of a member-at-large of the Board of Directors the vacancy shall be filled by the remaining members of the Board of Directors. The successor shall serve the unexpired term of the successor's predecessor.
- Section 7. ATTENDANCE
Each member of the Board of Directors shall attend a majority of the regularly scheduled Board of Directors meetings during the fiscal year. Failure to attend shall result in the member's automatic removal from the Board of Directors.
- Section 8. REGULAR MEETINGS
Regular meetings of the Board of Directors shall be held at such times and at such places as shall be determined by the Board of Directors. Notice in accordance with Section 11 of Article VII shall be provided to all members of the Board of Directors.
- Section 9. ELECTRONIC MEETINGS
Meetings of the Board of Directors may be held by means of remote communication or some combination of remote and in-person participation. Meeting participation in such a manner shall constitute presence in person at such meeting for all purposes, including quorum and voting. Electronic voting may be conducted, if warranted.
- Section 10. SPECIAL MEETINGS
Special meeting of the Board of Directors may be called by the president or by any two directors. The person or persons calling a special meeting of the Board of Directors shall fix the time and place for the meeting.
- Section 10. NOTICE
Notice of the time, date, and place of any meeting of the Board of Directors shall be provided to each director at least two days prior to such meeting; said notice shall be provided in accordance with Article XIII. Any director may waive notice of any meeting either prior to, during or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of voicing an objection to the transaction of any business by the Board of Directors based upon a contention that the meeting was neither called in accordance with this section nor convened in accordance with this section.
- Section 11. QUORUM
Eight members of the Board of Directors shall constitute a quorum, but a smaller number may convene until a quorum is secured.
- Section 12. MANNER OF ACTING
Any act of the majority of the directors present at a meeting at which a quorum is present shall constitute an act of the Board of Directors.
- Section 13. REMOVAL
Any director may be removed by a vote of the majority of the active membership of the Society at any meeting of the membership called for that purpose whenever, in the judgment of the

membership, the best interests of the Society will be served. Such removal shall be without prejudice to the membership rights of the person removed.

Section 14. PRESUMPTION OF ASSENT

A director of the Society who is present at a meeting of the Board of Directors at which action is taken is presumed to have assented to the action unless the director casts a negative vote or abstains from voting in respect to such matter because of an asserted conflict of interest.

Section 15. INFORMAL ACTION BY BOARD

Any action required or permitted to be taken at any meeting of the Board of Directors on any provision of law, the Articles of Incorporation, or these bylaws may be taken without a meeting being held if a written consent thereto is signed by all members of the Board of Directors and filed in the minutes of the proceedings of the Board of Directors. Such consent may be signed either prior to or subsequent to the event or action to which the consent relates has occurred or has been taken.

Article VIII: Committees

Section 1. STANDING COMMITTEES

There shall be the following committees which shall present plans or reports to the Board of Directors:

A. Membership Committee

There shall be a membership committee. The committee consists of seven members and an alternate member. The membership vice president shall serve as chairperson of the committee. The other six members and the alternate member of the committee shall be elected from the membership at large. Each member of the membership committee is elected to a two-year term with three members being elected in each even-numbered year and three being elected in each odd-numbered year. The alternate shall be elected annually to serve a one-year term. The alternate member will have all committee duties except that the alternate member will vote only when a regular committee member is not present at the time of a vote of the committee. To be eligible for nomination to the membership committee a member must be in good standing and must have been a member of the Society for a minimum of two years. All membership committee proceedings shall be confidential. The membership committee shall adopt, amend and publish standing policies and procedures for admission for membership subject to approval by the Board of Directors.

B. Nominating Committee

There shall be a nominating committee. The function of the committee shall be to prepare a slate of candidates for election to various elected positions of the Society. The committee shall consist of the following: the immediate past president, who shall be chair, the president-elect and six members elected by the general membership at the annual meeting. At least five of the six elected members must vote on the final slate. To be eligible for nomination a member must be in good standing and must have been a member of the Society for a minimum of five years. No member of the nominating committee may serve

more than two consecutive years on the committee. No member of the nominating committee may be eligible for nomination to any position which the committee recommends for election or appointment.

C. Program Committee

There shall be a program committee. The function of the committee shall be to plan programs for the membership meetings. The committee shall be chaired by the program vice president.

D. Finance Committee

There shall be a finance committee. The function of the committee shall be to advise the Board of Directors on all financial matters for the society and to assist the treasurer and president-elect in the preparation of the annual budget. The treasurer shall chair the finance committee.

E. Bylaws Committee

There shall be a bylaws committee. The function of the committee shall be to advise the Board of Directors and the membership of all matters concerning the Articles of Incorporation, the bylaws, and the published policies of the Society. The committee shall be chaired by the president-elect of the Society.

F. Community Action Committee

There shall be a community action committee. The function of the committee shall be to recommend to the Board of Directors annually those one or more issues supported by the Society's position statements that will be the subject of programs and social action activities. The committee shall be chaired by the community action committee vice president.

G. Other Committees

The Board of Directors may establish one or more additional committees. The committees, to the extent provided in the resolution or resolutions creating them, shall have such functions and may exercise such powers of the Board of Directors as can be lawfully delegated. Any added committee may be dissolved by the Board of Directors at any meeting, and any member of such committee may be removed by the Board of Directors whenever, in its judgment, the best interests of the Society will be served; but such removal shall be without prejudice to the membership rights of a person removed.

Section 2. MEETINGS

Meetings of any committee may be held at a time and place, by means of remote communication or some combination of remote and in-person participation as determined by the chairperson of the committee. Remote meeting participation shall constitute presence in person at such meeting for all purposes, including quorum and voting. Electronic voting may be conducted, if warranted.

Section 3. QUORUM

At all meetings of committees, a majority of the committee's members shall constitute a quorum.

Section 4. MANNER OF ACTION

The act of a majority of the members of a committee present at a meeting at which there is a quorum shall be the act of the committee.

Section 5. MINUTES

Each committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required.

Article IX: Indemnification

Section 1. GENERAL

The Society shall indemnify any member or employee who is a party, or is threatened to be made a party, to any action, suit or proceeding related to the performance of a duty to the Society if that person acted in good faith, in the best interests of the Society, and without negligence or misconduct.

Section 2. DETERMINATION OF ELIGIBILITY

The determination of whether indemnification is proper shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding to which the indemnification relates. If indemnification is found proper, the Society is obligated upon proper application to indemnify such member or employee as to reasonable expenses (including attorney's fees) actually incurred.

Section 3. PREPAYMENT OF EXPENSES

Expenses, including reasonable attorney's fees, incurred in defending an action, suit or proceeding related to the performance of a duty to the Society may be paid by the Society in advance of the final disposition upon a preliminary determination, following the procedures set forth in Section 2, Article IX, that such indemnification is proper and after agreement that the member or employee will promptly repay such amount if it is ultimately determined that indemnification is not proper.

Article X: Compensation and Reimbursement

No officer, director or member shall be compensated for any service rendered to the Society in that capacity. However, the Board of Directors may approve reimbursement for reasonable expenses incurred by members in furtherance of the objectives of the Society and in accordance with the written Policy and Procedure Guidelines of the Society.

Article XI: Fiscal Year

The fiscal year of the Society shall be July 1 through June 30.

Article XII: Bylaws

Section 1. MANNER OF ACTING ON AMENDMENT

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the affirmative vote of at least two-thirds of the members of the Society who are present in

person or by proxy at any meeting called in accordance with Article V, provided that at such meeting a quorum as defined in Article V, Section 7, has been determined to exist.

Section 2. NOTICE OF PROPOSED AMENDMENT

Written notice of proposed amendment to these bylaws shall be given to each member not less than 10 days before the date of the meeting at which the proposed amendment is to come before the membership for vote, at the direction of the president or the secretary in accordance with Article XIII.

Section 3. PERIODIC REVIEW

The bylaws of the Society shall be reviewed biennially in odd-numbered years. Alterations, amendments or new bylaws shall be proposed and presented for approval of the membership at the annual meeting of the Society in each even-numbered calendar year.

Article XIII: Communication with Membership

Any requirement for written notification in these bylaws may be accomplished by prepaid first class mail or electronic mail to the member's address as it appears on the records of the Society by the stated notification deadline.

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