

H.E.R. COMMUNITY NONPROFIT BYLAWS

ARTICLE I. OFFICIAL NAME OF ORGANIZATION

H.E.R. Community (Women of Honor, Excellence and Rarity)

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable, and educational purposes, including charitable programs, benefits, events, and seminars, for such purposes such as: The edification and empowerment of women. The making of distributions to programs and organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

H.E.R. Community was originally founded in 2015, by Jazzilyn Simmons to provide community support, education and charitable services for women with disadvantaged backgrounds, health ailments / disabilities and at-risk environments.

The specific objectives and purpose of this organization shall be:

- a. to provide resources and tools to enhance personal and economic advancement of disadvantaged women ages: 13-45 years of age.
- b. to provide opportunities for emerging women ages: 13-45 years of age, to engage in recreational, educational, and self-enrichment programs and activities.
- c. to sponsor, host and/or participate in events and activities that promote the cultivation of disadvantaged women ages: 13-45 years of age, throughout the Houston area.

Section 3. Mission Statement

The Women of Honor, Excellence and Rarity (H.E.R. Community) have a mission to provide resources, tools and opportunities to cultivate and enhance the self-confidence of disadvantaged women: ages 13-45 years of age, by developing programs, service projects, and funding to promote high self-esteem.

Section 4. Vision Statement

H.E.R. Community has a firm vision of helping women from disadvantaged backgrounds, circumstances, and environments strive for academic, economic and personal success.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

The membership of the corporation shall consist of the officers and executive board.

Membership is granted after completion of formal pre-qualification interview. All memberships shall be granted upon a majority vote of the board.

Section 2. Annual Dues

The amount required for annual dues shall be \$80 for board members and \$30 for committee members annually, to be paid no later than second board meeting, unless changed by a majority vote of the members of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

Section 3. Rights of Members

Each member shall be eligible to appoint one voting representative to cast the member's vote in the event of absence amidst elections / official voting movements.

Section 4. Resignation and Termination

Any member may resign by filing a written resignation with the secretary. A member can have their membership terminated by a majority vote of the membership.

Section 5. Non-voting Membership

The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Monthly Meetings

Official board meetings of the members shall be held on the first Friday of each month in person, and at a time and place designated by the President or Vice-Chair. Subordinate chapter presidents are encouraged to attend at least one board meeting per year.

Section 2. Special Meetings

Special meetings may be called by the President, the Executive Committee, or a simple majority of the executive board. Meetings may be in the form of round-table, video, or conference call. A petition signed by fifty percent (50%) of voting members may also call a special meeting. Committee meetings to take place no less than once per month, with time and location at the discretion of named committee chair.

Section 3. Notice of Meetings

Notice of each meeting shall be given to each voting member, by email, not less than one week prior to the meeting.

Section 5. Quorum

A quorum for a meeting of the members shall consist of at least fifty percent (50)% of the active membership.

Section 6. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE V. BOARD OF DIRECTORS

Board of Directors consists of two divisions: Executive Board and Executive Committees.

Section 1. General Powers

The affairs of the Corporation shall be managed by its Executive Board. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation. Both Executive Board Members and Executive Committee carry voting rights.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than fifteen (15) including the following officers: President/C.E.O., Executive Vice-President /C.O.O., Director of Administrative Affairs/ Executive Secretary, Director of Finance/ Treasurer, Director of Special Programs, Director of Marketing and PR, and Director of Community Service.

Note: Check with your Secretary of State to see the minimum number of board members required in your state.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors and Advisory Council must be approved by a majority vote of the members present and voting.

***No vote on new members of the Board of Directors, or Advisory Council, shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

Each member of the Board of Directors shall be a member of the Corporation whose membership dues are paid in full and shall hold office for up to a satisfactory term as submitted by the nominations committee.

Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. Upon conclusion of the initial one-year term, members of the Board of Directors are subject to undergo evaluation administered by the President and Executive Vice-President. Upon satisfactory results, incumbents may serve additional three-year terms.

Each member of the Board of Directors shall attend at least two (2) quarterly meetings of the Board per year.

Section 3. Regular and Quarterly Meetings

A quarterly meeting of the Board of Directors shall be held at a time and day in the first week of each calendar month and at a location designated by the Executive Committee of the Board of Directors. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than seven (7) days, prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President and Executive Vice-President or majority vote of the Board of Directors

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice.

Section 6. Quorum

The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by September 1st shall automatically forfeit his or her seat on the Board.

The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the quarterly meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

Section 8. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting.

Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as their service to the nonprofit corporation is that of voluntary discretion, unless said party is named as an official employee to the nonprofit corporation via contract, temporary or permanent tenure.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 11. Confidentiality

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

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

Section 12. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

Section 13. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to *Robert's Rules of Order*.

Section 14. Removal.

Any member of the Board of Directors or members of the Advisory Council may be removed by cause of violating corporation policy and/or perpetuating discord or causing public dishonor.

At any time, the President receives all rights to revoke board membership if deemed necessary.

By vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article and are not entitled to the removal procedure outlined in Section 14 of this Article.

Section 15. Conflicts of Interest

No board or committee member or corporation affiliate should have any beneficial interest in, or substantial obligation or unrelated business engagements with corporation sponsors, partners, public or community figures unless it has been properly and mutually agreed upon with the board, on the basis of full disclosure of facts, that such interest does not give rise to a conflict of interest. Such engagement in violation of this policy will be subject to removal and/or litigation.

ARTICLE VI. EXECUTIVE BOARD

The officers of this Board shall be The President/C.E.O., Executive Vice-President /C.O.O., Director of Administrative Affairs/ Secretary, Director of Finance/Treasurer. All officers must have the status of active members of the Board. No two concurrent positions are to be held without prior approval.

Section 1. C.E.O. / President

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. She shall preside at all meetings of the Executive Board and Committees.
- b. She shall have general and active management of the business of this Advisory Board.
- c. She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- d. She shall submit a report of the operations of the program for the fiscal year to the Advisory Board and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
- e. She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 2. C.O.O. / Executive Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-Presidents duties are:

- a. She shall direct the day-to-day business of the Corporation and Executive Board.
- b. She shall maintain the properties of the Corporation, hire, discharge, and advise the salaries and other compensation of all staff members in concert with the President and Treasurer.
- c. She shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Vice-President shall be an ad-hoc member of all committees.

Section 3. Executive Secretary

The Director shall attend all meetings of the Advisory Board and of the Executive Committee, and all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Director's duties shall consist of:

- a. She shall record all votes and minutes of all proceedings in a book to be kept for that purpose.
- b. She in concert with the President shall make the arrangements for all meetings of the Advisory Board, including the annual meeting of the organization.
- c. Assisted by a staff member, she shall send notices of all meetings to the members of the Advisory Board and shall take reservations for the meetings.
- d. She shall perform all official correspondence from the Advisory Board as may be prescribed by the Advisory Board or the President.

Section 4. Executive Treasurer

The Treasurer duties shall be:

- a. He/She shall submit for the Finance Committee approval of all expenditures of funds raised by the Executive Board, proposed capital expenditures (equipment and furniture), by the staff of the agency. (*Discrepancies must be reported within 48 hours of discovery*)
- b. He/She shall present a complete and accurate report of the finances raised by this Executive Board and also at each meeting of the members, or at any other time upon request to the Executive Board with no refusal.
- c. He/She shall have the right of inspection of the funds resting with H.E.R. Community including budgets and subsequent audit reports.
- d. It shall be the duty of the position to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- e. He/She shall perform such other duties as may be prescribed by the Executive Board or the President under whose supervision he/she shall be.

Section 5. Election of Officers

The Nominating Committee shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Executive Board. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the annual meeting of the Executive Board. Those officers elected shall serve a term of one (1) year, commencing at the next meeting following the last quarterly meeting of the fiscal year.

Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices upon approval of the President and official voting of the Executive Board.

Section 6. Removal of Officer

The Advisory Board with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days (60-90 days regarding critical offenses and/or legal proceedings) prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 7. Vacancies

The Executive Board shall also be responsible for nominating persons to fill vacancies which occur between monthly meetings, including those of officers. Nominations shall be sent in writing to members of the Executive Board at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VII. EXECUTIVE COMMITTEES

The officers of this Board Division shall be: Director of Special Programs, Director of Marketing and PR and Director of Community Outreach

Section 1. Committee Formation

The board may create committees as needed (to be voted on and approved by president), such as Special Programs, Marketing/Brand Development, and Community outreach in concert with the President, Executive Vice-President oversees and appoints all committee chairs.

Section 2. Executive Committee

The four officers serve as the members of the Executive Committee. 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 3. Special Programs/Events Committee

The **Director of Special Programs** is the chair of the Special programs/ Events committee, which may include three board members. The Special Programs Committee is responsible for (but not limited to) reporting progress of upcoming events/programs, executing and coordinating the logistics and fine-details of: community events and sponsored programs with or without collaboration from outside sponsors, vendors, corporate partners, undergraduate H.E.R. members or public volunteers. Director (in concert with Marketing/PR chair) must confer with President and executive board concerning annual H.E.R. initiatives and develop timelines accordingly. Director is responsible for coordinating both planning and on-site of events. Director may consult board regarding national/global initiatives and recruit undergraduate H.E.R. members (upon approval).

Section 4. Marketing and Public Relations Committee

The **Director of Marketing and Public Relations** is the chair of the Marketing and Promotions committee, which may consist of three other board members, or undergraduate members (prn). The Marketing committee is responsible for cultivating visibility and positive branding via: social media, print, and other sources to ensure a constructive representation of the Corporation at all times. Under supervision of Director, the Marketing Committee is responsible for: collaborating with special events director/team, recruiting public figures for purposes of event attendance, and/or speaking engagements. This committee is responsible for, but not limited to: creating marketing schemes for all events, programs, drives, and charity events, along with creation of marketing materials of all variety (to be approved by President and Executive Board). Marketing and Public Relations Committee is also responsible for rectification including but not limited to public scandals. (*i.e.: issuing statements of apology/ damage control*)

Section 5. Community Outreach Committee

The **Director of Community outreach** serves as the chair of Community Outreach Committee, which may consist of a co-chair, volunteers and/or undergraduate members (as needed). Director of Community relations must form contacts with local public entities (e.g.: Houston Food Bank). In the absence of the latter, Co-chair serves as direct point of contact for local public entities and serves as direct oversight for delegation of volunteer duties on day of service events. Director, co-chair, and committee are responsible for cultivating ties and bridging the gap between local political figures and the corporation, in addition to development and execution of special service projects, in congruence with H.E.R., national, and global initiatives. Upon approval of President and voting of Executive Board, may recruit volunteers in exchange for community service hours.

ARTICLE VIII. CORPORATE STAFF

Section 1: Status of Corporate Staff TBD

ARTICLE IX. – Conflict of Interest and Compensation

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

a. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X. IDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the District of Columbia, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an

“indemnitee”), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys’ fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person’s status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XI. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors; shall be overseen by Director of Administrative Affairs/Executive Secretary.

ARTICLE XII. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

Article XIII. Subordinate Chapters

Section 1. Subordinate Chapter Purpose

The purpose of subordinate chapters of H.E.R. community is to execute, extend and perpetuate the mission, vision and goals of H.E.R. community within a community or academic setting.

Section 2. H.E.R. Community Corporation Rights

The corporation shall have the authority to charter, govern, establish, and remove subordinate chapters in academic institutions and / or local jurisdictions. Corporation also holds authority to attend H.E.R. Undergraduate meetings as necessary, and conduct leadership evaluations. The corporation shall assign at least one board member as graduate/special advisor to each subordinate chapter respectively.

Section 3. Removal of Subordinate Chapter Members

H.E.R. Community Executive Board members shall have the right to revoke membership rights of any members in subordinate chapters who cause: harm and/or dishonor to the organization reputation, persistent discord among Executive Board and/or general members or display consistent failure to comply with organization policy by way of insubordinate behavior.

Section 3.

Subordinate Chapter Bylaws will read as follows:

H.E.R.

Motto:

“Be the girl who makes everybody feel like somebody.”

Founded:

January 2015

Founder

Jazzilyn Simmons

Colors:

Tiffany Blue: *wisdom and friendship*

White: *Sophistication and successful beginnings*

Flower:

White Chrysanthemum:

Lasting friendship,

Support from your family and loved ones,

Cheerfulness and good spirits

What drives H.E.R.?

Established on Christian beliefs, The Women of Honor, Excellence, and Rarity (H.E.R) was founded and designed in 2015 by Jazzilyn Simmons, with the three core principles of: Sophistication, Community & Unity.

Chartered on the campus of Prairie View A&M University August 2016, this prestigious organization strives for the mission of cultivating mature, business minded women with an attractive sense of style, compassion and class. Through acts of kindness, ambition, and a strong desire for excellence: H.E.R stands on a firm platform of making esteemed impact on the community, chiefly regarding the advancement of women and teens.

In 2018, H.E.R. became a subsidiary of 501c3 Non-profit, H.E.R. Community. Both entities work in concert to provide education and resources to women and teens in disadvantaged communities. Founder and H.E.R. Community serves as guidance to all undergraduate chapters and acts on behalf of the organization as needed. Undergraduate officers from all chapters will attend one quarterly board meeting per year to learn valuable leadership methods, while H.E.R. Community evaluates undergraduate progress at the conclusion of each academic school year.

Undergraduate members are welcomed to participate in public events held by H.E.R. Community and are encouraged to attend annual retreats with sister chapters.

General Membership Qualifications

The Women of H.E.R. believe that every woman is Honorable, Excellent, and Rare. Narrowing these diamonds in the rough can be difficult, a series of qualifications must be met for membership eligibility:

- ✓ **Must be in good standing with University**
- ✓ **A cumulative and semester average of 2.5 GPA**
- ✓ **Motivation, skills, and talents to perpetuate H.E.R. community programs, policies and initiatives**
- ✓ **Attendance at the Official Interest Meeting**
- ✓ **One Character Reference**
- ✓ **Completed Application w/ all required documents**

The Executive Board

Executive Board Members must fulfill their respective duties at all times. If any E-board member either: **(a)** Is unable to fulfil her duties for the respective positions below or **(b)** consistently fails to fulfill required duties listed below, she will be given one formal written warning and hereafter subsequently asked to step down and/or resign from her given position. Executive members are expected to be present at ALL meetings convened. E-board members are expected to be on time for both general and executive board meetings. BOTH E-board & General members must uphold a positive image in regard to attire and behavior. Executive members are also responsible for presenting an updated report to the board of their active duties within their position. ****Failure to adhere to these stipulations will result in review of revocation of E-board and member rights.***

President

The President of H.E.R. must implement, oversee, and manage programs and policies efficiently and effectively. Must be in good standing with student conduct. The President must annually register the organization with the school for eligibility, which must be done before the deadline administered by the academic institution. The President must be an active member of H.E.R. for two consecutive semesters. Per advisor approval, the President carries final voting authority regarding tied member votes and urgent circumstances. By protocol, bylaw amendment requests must be brought to both advisor, and the President of H.E.R. Community via written request. The Executive Committee of H.E.R. Community is the ONLY party authorized to edit bylaws and will approve/amend accordingly. The President must correspond with the Executive Board regarding all decisions before implementing them. Both Advisor and sitting President will appoint her successor. Other E-board and Committee Chairs will be voted upon.

Vice President

The Vice President is second in command and presides over meetings in the absence of the President. The Vice President must be in H.E.R for two consecutive semesters. Must be in good standing with student conduct. Vice President is direct point of contact for E-board, Committees and Membership Intake. With approval of the President, the Vice President has authority to administer written and verbal sanctions preceding removal of E-board member(s) if probable cause is observed. The Vice President serves as direct point of contact for campus partnerships.

Secretary

The Secretary maintains record of all passwords, inventory, member information, attendance, electronic and tangible documents via binder and flash drive. The Secretary serves as the liaison to relay reminders for meetings and vital information via Email and GroupMe app. Preceding meetings, the Secretary must provide an itinerary for each E-board and general member. At conclusion of meetings, Secretary must record changes to ongoing issues and events per meeting minutes. Files must be up to date no later than the following meeting. The Secretary is the ONLY* person to hold the flash drive and administer official H.E.R. emails. ****President and Vice President are to access the flash drive, social media, and email accounts under special circumstances.***

Treasurer

The Treasurer maintains record of all H.E.R. financial affairs. Must be in good standing with student code of conduct. The Treasurer keeps an accurate and up to date file of bank statements. Must report an accurate bank statement bi-weekly and provide each E-board member with a copy. Maintains receipts for all transactions. Treasurer oversees monetary intake during programs and events. The Treasurer oversees program budgets and reimburses members when necessary upon approval of E-board (majority vote). All transactions MUST be approved. Both Advisor and President will be named on H.E.R. official bank account, with advisor being the SOLE carrier of organization bank card. Treasurer holds access to online banking and cash app accounts. Upon request, Treasurer must disclose all account balances and activity with: The Advisor, President, and Vice-President. Failure and/or refusal to disclose pertinent account data and activity regarding the above listed will result in automatic suspension. In the event of a discrepancy of any sort, Treasurer must report to the President immediately. Failure to report and/or replace funds within 48 hrs. will be deemed "Misappropriation of funds" and result in immediate termination, and review of revocation of membership rights. The treasurer shall ensure that the H.E.R. bank card is stored in the money box (until use is necessary), and the money box is to remain with the advisor always. No member of the organization should carry the bank card on their person until it is time to make purchases.

Please note that ALL transactions for approved events must be made five (5) business days prior to the date of the event. It is the responsibility of the member who proposed the event, to contact the treasurer in regard to making purchases.

Sergeant at Arms

Ensures order and efficiency of all programs and meetings. This includes but is not limited to: Enforcing dress code, taking attendance, overseeing crowd control, facilitating orderly meetings and events, Distributing sanctions and demerits per President and Vice President requests via email (must CC Advisor, President/Vice-President, and Secretary). Sergeant at Arms confers with Vice-President regarding members and E-board members approaching their 3-demerkit mark; Serves as correspondent for President and Vice-President regarding notifications of meetings/hearings with advisors, and review hearings upon sanction/removal of Eboard and General members.

****Non-Voting Position****

Chaplain

The role of Chaplain is not solely to offer prayers at meetings. she serves higher purposes:

Chaplain is to help sisters grow in their relationship with God, help H.E.R. sisters grow in their relationships to one another and become a true comrade/sisterhood, and develop an environment with which comrades and sisters are encouraged in their personal and collective moral and spiritual growth. ***Chaplain must display: A sense of spiritual and emotional maturity, desire to help others, the ability to keep things confidential (Extremely important.), and a willingness to remain neutral and objective when settling disputes. ****Incumbent Not required to attend Executive board meeting, unless requested by Executive officers.*

****Executive Board Disclosure****

Members of the Executive board are PROHIBITED from participating in public displays of discord in the presence of general members and the public. E-board members must respect executive decisions carried out by President, Vice-President and/or Advisor. All comments and concerns must be communicated in a respectful manner.

Both the Executive Board and General members are not to carry out any program, event or policy performed against President, Founder and/or Advisor expressed disapproval.

Any member found in violation of the stipulations above will be subject to disciplinary action and/or revocation of membership rights.

Committees

All committee chairs must fulfill their respective duties at all times. If any Chair member either: **(a)** Is unable to fulfil her duties for the respective positions below or **(b)** consistently fails to fulfill required duties listed below, she will be given one formal written warning and hereafter subsequently asked to step down and/or resign from her given position. Committee chairs are expected to be present at ALL meetings convened. Chair members are expected to be on time for both general and executive board meetings BOTH Chairs & committee members must uphold a positive image in regard to attire and behavior. Committee Chairs are also responsible for presenting an updated report to the board of their active duties within their position. ***Failure to adhere to these stipulations will result in review of revocation of Chair and member rights.**

****Each committee may have task-specific group chats (must include): One advisor, President, and Vice President. Group chats are for informational purposes only, any malicious verbiage or actions are subject to disciplinary action and/or revocation of member rights.*

Marketing:

Marketing Team oversees advertisement and social media. Portrays a positive image of H.E.R. and makes all fliers for organization sponsored events. Budgets must be approved by E-board and voted on (majority vote). All documents must be submitted to the Secretary. All fliers must be stamped/signed with approval from the office of Student Engagement. Marketing consistently corresponds with the Special Events team to remain updated on innovative marketing schemes to ensure successful programs and continual visibility. Marketing duties will be shared amongst Chair and Co-Chair; both must have access to all social media accounts. Marketing Chair & Co-Chair must post to social media no less than: 4 times per week, this includes but is not limited to: Event “Flyer Blasts”, “Melanin Monday” posts, “Team H.E.R. Tuesdays”, “Working Woman Wednesday”, “Throwback Thursday”, and “Fabulous Friday” Features.

The Marketing chair/ Co-Chair is the ONLY person(s) to access and post on behalf of all H.E.R. social media accounts.

Philanthropy Chair & Committee:

The Philanthropy team bridges the gap between H.E.R. and the general community by generating community outreach opportunities for members, students, and the public. Philanthropy Chair maintains record of verified community service hours and forwards records and documents to H.E.R. Secretary as needed. Community Service team must form contacts with local public entities (e.g.: Houston Food Bank). Philanthropy Chair must present at least one service opportunity in correspondence with annual/monthly observances (e.g. Domestic Violence project for October). All program forms and documents must be submitted, signed, and approved at least two days prior to scheduled event date. Philanthropy Chair/ committee must submit at least two H.E.R. sponsored community service opportunities each month.

Special Programs Chair & Committee:

Team is responsible for oversight of event planning, décor/theme(s) call times, set up, and breakdown. Special Programs Chair, in concert with Vice President, serves as primary point of contact for proposed organization partnerships (both on and off campus). Special Events Team collaborates with Marketing Committee to effectively and efficiently plan H.E.R. events and seminars. Budget requests must be proposed with exact dollar amounts and approved by E-board, (majority vote). The Special Events chair will maintain an accurate and up to date recollection of the organization calendar. Special Events Team must propose at least two events per month in consistency with H.E.R. core values and objectives. A calendar outlining important dates and events must be distributed to each member at the first meeting of every month.

Fund Development Chair & Committee:

Team performs all efforts to obtain revenue, donations, and sponsors to be utilized for general and miscellaneous use. Development team generates creative methods of obtaining useful and monetary assets for H.E.R. each month. Development Chair must generate and present at least two fundraising programs/events each month (*no exceptions*). Development team oversees efficiency of fundraising programs sponsored by H.E.R. (e.g.: 50 shades of pink). In addition to monetary revenue, Chair is responsible for donations and/or sponsors for respective events as needed. Chair is responsible of maintaining accurate record of fundraising goals, sponsorship list, and progress; must present accurate report of efforts and progress at each meeting. Chair must correspond with Treasurer regarding monetary/donation intake. Program budget requests must be proposed with exact dollar amounts and approved by E-board, (majority vote).

Project Tiffany Chair & Committee:

Project Tiffany team cultivates, strengthens and maintains the sisterhood bond of all members. Tiffany Team oversees all workshops and new member activities/icebreakers. In the event of (minor) disputes, the Chair serves as mediator. During which, the Chair must remain neutral and objective (may partner w/chaplain). Members are encouraged, but not required, to attend all events. Event budget requests must be proposed with exact dollar amounts and approved by E-board, which will be voted on (majority vote). Chair collaborates with H.E.R. Community Director of Philanthropy to plan and execute annual retreats to be held with sister chapters.

Active Member Duties

All active members must pay non-refundable membership dues in the amount of \$80.00. Dues are to be allocated for H.E.R., apparel, sponsored events, and programs based on a majority vote. Members and Executive Board members are prohibited to utilize all monies belonging to H.E.R. for personal use. Misappropriation of funds will be subject to disciplinary action and/or removal. E-board and general members must obtain 15 verifiable community service hours each semester.

All members must maintain a positive image in regard to daily wardrobe and reputation. Clothing of choice should be tasteful with reflection of individual style with a sense of class. ****dress as you desire to be addressed.*

Members are to **respect each other at all times** and are prohibited from participating in ANY cruel, degrading or shameful acts which pose damage to personal and/or the public reputation of H.E.R. Any member(s) found guilty of said offenses which include but are not limited to: **fighting, display of public nudity/sexual behavior, public scandals, etc.** Will be placed on immediate 90-day probation and are subject to revocation of membership rights.

All members are expected to be present for AT LEAST 75% of the events and 90% of the meetings held each semester. Failure to do so will result in inactive membership, which is a ground for automatic removal from organization.

If a General member is unable to proceed with the organization, a written letter must be submitted to the Secretary, addressed to the entire organization. **No refund of dues dispersed.**

In the event of absences, all members must notify Secretary via email at least 24 HOURS prior to scheduled meeting. Emails are subject to approval. Attendance records will be maintained in the Secretary's files. Members more than 15 minutes late to a meeting will be asked to leave, which will result in an unexcused absence. Candidates must submit class & work schedule before membership can be determined. ****Please note that work schedules must be arranged prior to meetings and major programs. If, for any reason, consistency is observed regarding tardy and/or absence, the member in violation will be given a series of 3 demerits and a warning before being asked to leave the organization.*

****Membership disclosure****

Any matters or conflicts discussed of ANY sort are to remain within the privacy of the organization. Members are PROHIBITED to share, spread or forward any information shared via meetings, emails, official documents, or GroupMe app.

Group chats are primarily for informational use, a healthy setting will be maintained at all times. There will be ZERO tolerance of disrespectful verbiage, perpetuation of conflict, or malicious actions displayed towards ANY member both via chat and in person.

(cont'd) Both E-board and general members are to respect the decisions made by the President, Vice President and the Executive Board. Questions, comments and concerns are highly encouraged; however, they must be communicated in a respectful manner. Insubordination of any manner or form will not be tolerated.

Any member found in violation of the stipulations above will be subject to disciplinary action and/or revocation of membership rights.

Dress code

E-Board and general members should display class and professionalism **at all times**. A strict policy of business casual attire to be enforced **at each** meeting unless advised otherwise.

Items listed below are prohibited from meetings and professional events:

- No flip flops
- No blue jean pants
- No caps/beanie's
- No hoodies or sweatshirts
- No yoga pants
- No athletic attire (including tennis shoes)
- No casual shorts
- No cropped shirts
- No leggings as pants
- No jeggings
- Skirts and dresses must cover at least three quarters of your thigh
- No sheer shirts
- No midriff shirts
- No cut outs/ backless shirts or dresses
- No maxi dresses
- No cleavage
- All clothing must fit appropriately

**No food allowed (*with the exception of bottled drinks and light snacks*)

Paraphernalia:

Paraphernalia consists of one business collar shirt and one casual T-shirt. If other items of paraphernalia are to be desired, they must be compensated directly from the member.

******Suggested meeting attire consists of (but is not limited to): A professional blouse, blazer or jacket, skirt or pants suit, hosiery, professional pumps/heels/flats, neatly groomed hair/nails.***

Official Proceedings

Membership Intake:

The organization is to take in new members each fall semester. In the event that the president desires to accept members during the spring semester, she must propose a written justification and a majority vote from entire organization.

Dues:

Dues are to be paid yearly at \$80. Failure to pay dues before the selected due date will result in a review for membership removal. An itemized list will be provided prior to payment.

Meeting procession:

- Call time
- Prayer/ Icebreaker
- President report
- Vice President report
- Secretary report
- Treasury report
- Parliamentarian report
- Marketing report
- Community service report
- Fundraising report
- Project Tiffany report
- Open floor to general members
- Questions, comments, and concerns.
- Closing prayer
- Adjourn meeting

Demerits

The HER demerit system operates on *3 strikes*. Members have 3 opportunities before removal from the organization. A record of demerits will be maintained by the Sergeant at arms. Listed below are the descriptions as follows:

- Strike 1- Written warning (e-mail) -Sergeant at Arms
- Strike 2- Meeting – President/vice president/ secretary/sergeant at arms
- Strike 3- Termination -- President/vice president/ secretary/sergeant at arms/ advisor

After 3 strikes the member in question will removed for the remainder of the semester and subsequently revoked of member rights and eligibility to participate in the following semester.

Removal

Any member of the Executive Board or General Body may be removed by cause of violating organization policy and/or perpetuating discord or causing public dishonor. At any time, the President, Founder and/or Advisor receives all rights to revoke membership if deemed necessary.

Bylaws Agreement

By signing this document, I, _____, have read the official Bylaws agree to uphold these guidelines. I also agree to uphold the core values of H.E.R. at all times. By signing this document, I have received a copy of the Bylaws and I understand that any violation of the above listed stipulations is subject to my removal and revocation of rights as a woman of Honor, Excellence and Rarity.

****Nondisclosure Agreement****

As an active member, I, _____, agree not to discuss or disclose information about the organization or its proceedings or activities to any external person or entity unless such information is an existing matter of public knowledge.

Printed Name _____ Date _____

Signature _____

****End of Article XIII Subordinate Chapter Bylaw Draft****

Article XIV. Mandatory Annual Initiatives

H.E.R. Community and subordinate chapters are required to coordinate programs in compliance with the following initiatives:

1. 50 Shades of PINK
2. H.E.R. Loves HIM
3. LOVE Doesn't Hurt!

Article XV. Suggested Programs & Initiatives

H.E.R. Community and subordinate chapters are encouraged, but not required to coordinate programs in compliance with the following initiatives:

1. September, Suicide prevention awareness month
2. September, Childhood cancer awareness month
3. October, International day of the girl child
4. February, Black History Month
5. March, Women's History Month

****Conclusion of Communal Articles and Chapter Bylaws; Signed Agreements to Follow****