

PWN BYLAWS

CHAPTER I. NAME AND LOCATION

Art.1. Name and location

1. The Professional Women's Network Copenhagen shall be known as PWN Copenhagen.

CHAPTER II. OFFICIAL LANGUAGE AND AFFILIATION

Art. 2. Language of communication

1. The official communication language of PWN Copenhagen is English.

Art. 3. Member of PWN Global

1. PWN Copenhagen is a member of PWN Global in accordance with the Membership contract entered upon between PWN Copenhagen and PWN Global and as amended from time to time cf. appendix 1.

CHAPTER III. PURPOSE AND ACTIVITIES

Art. 4. General purpose

1. PWN Copenhagen is a non-profit network for international professionals in the greater Copenhagen area. Our purpose is to promote balanced leadership, professional and personal growth; expand networks; and share knowledge, skills, and support.

Art. 5. Activities

1. PWN Copenhagen shall organize and host events, forums, programs, workshops and activities which fulfil our purpose.

CHAPTER IV. MEMBERSHIP

Art. 6. Eligibility for membership

1. Membership is open to career-minded professionals in the public, non-profit and private sectors, entrepreneurs, other independent professionals, and academics, whether actively employed or in transition.

2. Membership is open to men and women who support the purpose and activities of PWN-Copenhagen.

Art. 7. Membership fee

1. Membership is granted upon receipt of a completed membership application and payment of the membership fee in full.
2. Membership fees shall be paid annually on a rolling basis. This means if you become a member in September your annual membership fee will be due every September. Membership is therefore valid for 12 months, effective from the date the payment is received. Continued membership is contingent upon being a fully paid up member.
3. The membership fee is determined by a decision of the board cf. Art. 15.2.

Art. 8. Rights of Members

1. Each member has the right to attend PWN Copenhagen events, though some extraordinary events may be subject to the payment of additional fees.
2. Each member shall be eligible to run for election to the board and to cast their vote in all PWN Copenhagen decisions and elections at the meetings of members.

Art. 9. Non-voting Members

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

Art. 10. Membership Withdrawal and Termination

1. Any member may withdraw their membership by filing a written resignation to PWN Copenhagen.
2. A member can have his/her membership terminated by a majority vote of the board if it is documented that they have worked against the purpose of PWN Copenhagen.

CHAPTER V. MEETINGS OF MEMBERS

Art. 11. Annual General Meetings (AGM)

1. The Annual General Meeting of members of PWN Copenhagen represents the highest authority of PWN Copenhagen.
2. The AGM shall take place in the first quarter of each year, of which the specific date, time and location will be designated by the President of the board.

3. The agenda shall contain the following items:
 - a) Approval of the report on activities of PWN Copenhagen
 - b) Approval of accounts at the end of the previous year
 - c) Approval of the budget for the coming year.
 - d) Election of the President of the board
 - e) Election of the board members.

Art. 12. Extraordinary Meetings

1. Extraordinary meetings of members may be called by the President of the board or a simple majority of the board. A petition by five percent (5%) voting members may also call an extraordinary meeting.

Art. 13. Notice of Meetings of Members

1. The first notice of the AGM shall be sent to each member no less than two months prior to the date of the meeting. The notice shall contain information inviting all members to run for election for board positions and shall stipulate the application deadline.
2. Notice of extraordinary members' meetings shall be sent to each member along with a proposed agenda, by e-mail, no less than three weeks prior to the meeting.
3. At least one week prior to the meeting, each voting member shall receive, by e-mail, a final agenda, including all relevant information, i.e. proposals for amendments to the bylaws, accounts and budget for approval, information on candidates running for election to the board, etc.

Art. 14. Quorum and Voting

1. The minimum number of members, the quorum, for a meeting of the members shall consist of at least twenty percent of the active membership.
2. 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, except for amendments to these bylaws and decisions on the dissolution of PWN Copenhagen.
3. Members may vote by proxy according to the stipulations laid down by the board.

CHAPTER VI. THE BOARD

Art. 15. General Powers of the Board

1. The board will act on behalf of the association, within the confines of the PWN Copenhagen purpose statement, making all decisions relating to the management of property and appropriation of funds.
2. The board shall determine the amount to be paid for PWN Copenhagen membership fees and prepares the budget and annual accounts for the association. In case of an increase of more than 10 % in the membership fee the board shall present its reasons for changing the membership fee for final approval at the forthcoming AGM.
3. The board negotiates terms and conditions for PWN Copenhagen's membership of PWN Global and amendments of the membership contract pursuant to Art. 3.1. Decisions on termination of the Membership contract shall be presented for the forthcoming AGM or an extraordinary meeting of members for final approval.

Art. 16. Number and Requirements of Board and Executive Team Members

1. The board shall be comprised of three members fulfilling three separate roles: President, Secretary and Treasurer, in order to maintain the official status of the organization. The minimum requirements carried out by these three positions are:
2. The PWN CPH Board shall work in partnership with an Executive Team. The Executive team is responsible for the Operations of PWN Copenhagen and will be comprised of a maximum of 8 Executive team members and may include Program Coordinators and other roles. Each member is responsible for the tasks that come with their position. Position descriptions are defined by the position holder in consultation with the President of the Board. Executive Team Members are encouraged to build subcommittees to execute the areas of responsibility.
3. Board and Executive Team members must be PWN members "in good standing" throughout their tenure on the PWN Copenhagen Board and Executive Team.

Art. 17. Delegation of Tasks and Establishment of Committees

1. The Board and Executive Team may delegate tasks to its members and create committees as needed, such as fundraising, public relations, revision of bylaws etc.
2. The Board and Executive Team appoint all committee chairs, who shall be members in good standing and further responsible for the affairs of the committee reporting to the Executive Team and Board.

Art. 18. Election to the Board

1. Elections for President and membership of the Board and Executive Team of PWN Copenhagen takes place once a year at the Annual General Meeting. All members in good standing of PWN Copenhagen are eligible to run for election to the Board and Executive Team. Members of PWN Copenhagen who previously served on the Board or Executive Team may also run for election for the role of President of PWN Copenhagen.

2. The election of the President takes place first. The candidate who receives the highest number of votes shall assume the role as President.
3. Election for the rest of the seats in the Board and Executive Team shall be given to the candidates that have received the highest number of votes by the members present at the AGM.

Art. 19. Terms in Office

1. Each member serves on the Board and Executive Team for two years from election at the AGM.
2. Newly elected Board and Executive Team members shall begin their duties at the first Board and Executive Team meeting after the AGM and shall continue in office until the first Board and Executive Team meeting following the next AGM where their successors shall duly take over the respective duties.
3. Members of the Board and Executive Team may run for re-election.

Art. 20. Resignation and Exclusion

1. A Board or Executive Team member may resign her/his office by submitting a written resignation to the Board.
2. Should a member of the Board or Executive Team continually fail to fulfill any of his or her duties within their assigned role, e.g. failure to attend numerous board and executive team meetings, the member may be respectfully requested to resign by a majority vote of the rest of the board and executive team.
3. Should a member of the Board or Executive Team act against the purpose statement of PWN Copenhagen, the member may be removed from the Board and Executive Team by a majority vote of the board.

Art. 21. Vacancy

1. In the event of a vacancy, the Board and Executive Team shall advertise among PWN Copenhagen members the opportunity to fill the position provisionally until the next election where the provisional board member may stand for election.
2. If more than one member wishes to fill the vacancy, the election of the provisional board member shall be made by decision of the Board and Executive Team.

Art. 22. Board and Executive Team Meetings

1. The first meeting after the Board and Executive Team election shall be held no more than one month subsequent and be called by the President. During this meeting the Board and Executive Team members shall decide on the rules of procedure.
2. The Board and Executive Team will hold meetings eight times a year or every 6 weeks, called by the President or upon the request of the majority of the board members. The

agenda will be drawn up by the President or, when appropriate, by the members who are appointed to convene the meeting.

- a. The meetings can be held either in person or virtually.
- b. The meetings shall be presided over by the President or by a Board or Executive Team member delegated by the majority of the Board and Executive Team members present or otherwise previously appointed.

Art. 23. Quorum

1. A quorum of the three Board and Executive Team members must be present at Board and Executive Team meetings in order for decisions to be made.
2. Decisions shall be carried out by simple majority of votes of those Board and Executive Team members present or represented by proxy. In the event of a tie the President shall have the casting vote.

CHAPTER VII. SIGNATORIES OF PWN COPENHAGEN

Art. 24. Power of Attorney

1. The President and Treasurer are granted joint Power of Attorney to sign on behalf of PWN Copenhagen.

CHAPTER VIII. AMENDMENT OF THE BYLAWS

Art. 25. Revision and Amendments

1. The Articles in these bylaws shall be revised or amended in any manner at any Annual General Meeting or extraordinary meeting of the members, provided that specific written notice of the proposed amendment setting forth a summary of the changes to be affected has been sent by email to each member at least seven days prior to the meeting.
2. Any amendment to the bylaws shall require the approval of two-thirds of the members present at the meeting or represented by proxy.

CHAPTER IX. DISSOLUTION OF PWN COPENHAGEN

Art. 26. Dissolution of PWN Copenhagen

1. Dissolution of PWN Copenhagen shall only take place at an Annual General Meeting or extraordinary meeting of the members, provided that specific written notice of the proposal for the dissolution has been sent by e-mail to each member at least 30 days prior to the meeting.
2. The dissolution of PWN Copenhagen shall require two-thirds of the majority of the members present at the meeting or represented by proxy.

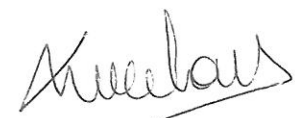
Art. 27. Remaining Financial Assets

1. At that time, if funds remain, the members will choose by majority vote a Danish charity or organization that is compatible with the purpose statement of PWN Copenhagen to receive all remaining financial assets.

Date: 29 January 2020



Ada L. Stein, President



Lucie Victoria Chan, Treasurer



Sarah Shahzad, Secretary General