

## **BYLAWS OF THE ASSOCIATION OF WEDDING PROFESSIONALS**

### **ARTICLE 1 – NAME and MISSION**

The name of this organization is the Association of Wedding Professionals, Washington, D.C., hereinafter as “AWP.”

The mission is to provide support, assistance, and educational opportunities which promote and encourage the highest level of ethics and professionalism in the wedding industry.

### **ARTICLE 2 – PURPOSES and LIMITATIONS**

- 2.1. Purposes. AWP is organized to assist wedding professionals in achieving career success by raising the level of professionalism in the wedding industry; and to carry on such other activities as are permissible for an organization exempt from federal income taxes under Section 501(c) (6) of the Internal Revenue Code.
- 2.2. Limitations. AWP shall not engage in any activities or exercise any powers that are not in the furtherance of its purposes. AWP shall not carry on activities not permitted by an organization exempt from federal income tax under Section 501(c) (6) of the Internal Revenue Code.

### **ARTICLE 3 – MEMBERSHIP**

- 3.1. Membership, Qualifications, Rights and Privileges. Membership in AWP shall be composed of individuals in the catering, events, and hospitality industries who are found to comply with and agree to uphold AWP’s code of Ethics. The Board of Directors shall have the authority to establish membership and revise qualifications and privileges.
  - 3.1.1. *Professional membership* shall be open to individuals who have been employed or self-employed in or who supply the wedding industry for at least a year and who have paid fees or dues required for this membership. They may vote in elections, may hold any office for which they are eligible, and serve on committees.
- 3.2. Qualifications and Application for Membership.
  - 3.2.1. Denial of Membership. Membership shall not be denied to anyone otherwise qualified because of race, creed, sex, disability, religion, sexual orientation, or national origin.
- 3.3. Determination of Membership Dues and Obligations to Pay. The Board of Directors shall fix the amount of membership dues and/or assessments.
- 3.4. Good Standing. For purposes of the Bylaw, AWP membership in good standing is membership that meets the necessary qualifications and requirements of membership prescribed in sections 3.1. and 3.2., and is not currently suspended or under review for suspension or expulsion pursuant to section 3.5.

- 3.5. Termination of Membership. An AWP membership shall be considered ceased or terminated under the terms and conditions described in this section 3.5. and its subsections, and any and all membership rights, privileges, and benefits, including but not limited to the right to vote and hold office, shall cease and shall no longer be exercised. Termination of membership may occur in the following ways:
- 3.5.1. Delinquency. An AWP member who has not paid dues within the thirty (30)-day grace period of the member's anniversary date shall be considered to have relinquished their membership and shall be automatically dropped from the rolls and membership terminated. A member terminated under these conditions may reinstate membership rights upon payment of dues and reinstatement fees.
- 3.5.2. Removal – Suspension or Expulsion. AWP members may be suspended immediately pending review for a designated period or may be expelled for cause such as a violation of the Bylaws, the code of ethics, or for conduct prejudicial to the best interest of AWP, according to a procedure established by the Board of Directors. Suspension or expulsion shall be by a two-thirds (2/3) vote of the Board of Directors in office and entitled to vote, such vote to be taken after the defaulting member against whom such action is proposed has had a reasonable opportunity to be heard by the Board. Upon such vote of the Board of Directors, all membership rights, privileges, and benefits shall be terminated. All such suspensions of members may provide additional conditions, if any, to be satisfied for reinstatement, including but not limited to any payment of dues or fees. Reinstatement after suspension shall not occur until all conditions of reinstatement have been reviewed by the Board of Directors and the Board of Directors has approved reinstatement by two-thirds (2/3) vote of the Board of Directors in office and entitled to vote. All such expulsions shall be final.
- 3.5.3. Resignation. Any member may resign at any time by filing a written resignation to the President of AWP.
- 3.5.4. Dissolution or Liquidation of AWP. In accordance with applicable law, all membership and rights, privileges, and benefits thereto shall cease upon the dissolution or liquidation of AWP.
- 3.6. Obligations Upon Termination or Resignation. Such termination conditions as described herein shall not relieve the member so terminated of the obligations to pay any dues or other charges theretofore accrued and unpaid unless otherwise approved by 2/3 vote of the Board of Directors, with the exception of membership termination by death, in which case all debts of the member to AWP shall be voided.

## ARTICLE 4 – MEETINGS OF AWP

- 4.1. 4.1. Monthly Meeting. AWP will meet on the fourth Tuesday of each month except August and December, or by exception as agreed to by the Board of Directors and announced to members.
- 4.2. Special Meeting. The President of the Board of Directors of AWP may call special meetings of AWP for any purpose. Notice for any special meeting shall be given the same manner as for the monthly meeting, except that it shall also specify the purpose of the meeting, and only thirty (30) days notice shall be necessary. Written notice may be distributed electronically or physically.
- 4.3. Notice. Written notice, physical or electronic, of meetings shall be provided to all members at least three weeks prior to the monthly meeting. Written notice shall state the place, date, and hour of the meeting.
- 4.4. Chair. The President shall preside as Chair at all meetings of the membership. In the absence of the President, the Vice President shall serve as temporary Chair.
- 4.5. Order of Business. The order of business for all meetings shall be provided by the Board of Directors. Where no order is s provided and when not otherwise expressly provided for in the Bylaws, the meeting shall be governed by the latest edition of Robert Rules of Order.
- 4.6. Minutes. Full minutes of each meeting of the membership shall be recorded by the Secretary. The minutes shall be submitted to the members for approval at the subsequent meeting of the members.

## ARTICLE 5 – ELECTIONS

- 5.1. Nominations. The Board of Directors shall establish a procedure for the nomination of individuals to serve in open positions.
- 5.2. Vote Required to Elect. Voting may be at a regularly scheduled meeting or by a physical or virtual mail, and will be open and announced to all members in good standing at the time voting begins. A majority vote of those members choosing to vote shall be necessary to elect officers. In the event of more than two candidates being nominated for a particular office and no one candidate receives a majority by the end of the second ballot, the candidate with the fewest votes will be removed from the ballot. This process will continue after each ballot until one candidate attains a majority vote. In the event that there is only one candidate nominated for an office, a written ballot will not be required and that candidate shall be declared elected by acclamation.

- 5.3. Schedule of Elections. At the final meeting of the odd numbered year, the membership shall elect persons to the following positions, should those positions be open for election: (i) a President; (ii) a Vice-President; (iii) Secretary; (iv) Treasurer; (v) Membership; (vi) Program Chair; (vii) Site Chair.

#### ARTICLE 6 – BOARD OF DIRECTORS

- 6.1. General Powers. The affairs of AWP shall be managed by its Board of Directors. It shall be the Board of Directors' duty to carry out the objectives and purposes of AWP.

- 6.1.1. Provide the vision and direction for AWP in the furtherance of AWP purposes, mission and objectives;
- 6.1.2. Supervise and direct the affairs and business of AWP and its publications and determine its policies or changes therein;
- 6.1.3. Establish the financial policies of AWP and be accountable for the assets of AWP, including but not limited to the authorization of expenditures;
- 6.1.4. Maintain relationships with other organizations interested in the wedding Industry
- 6.2. Qualification and Term. Board of Directors shall be least eighteen (18) years of age, must be AWP member in good standing. No officer may hold more than one position on the Board of Directors simultaneously. No officer may serve on the Board of Directors for more than a total of ten (10) years except for the Immediate Past President, and each officer shall serve until their successors have been duly elected or appointed and qualified.

- 6.2.1. *Officers.* Elected officers of AWP: The President, Vice President, Secretary, Membership, Treasurer, Program Chair, and Site Chair. The officers shall be entitled to vote. All officers may serve a term of two (2) years and may serve a maximum of two (2) such terms per office.
- 6.2.2. *Immediate Past President.* The Immediate Past President shall be an officer by virtue of his/her former office in AWP. The Immediate Past President shall be entitled to vote, shall serve a term of two (2) years.
- 6.3. Meetings of the Board. Regular meetings of the Board of Directors shall be held bimonthly, at such times and places as determined by the Board of Directors.
- 6.3.1. Notice of Meetings. Regular meetings may be held without notice if the time and place of such meetings is fixed by the Board of Directors. Meetings, not regularly scheduled, may be held upon notice given to all officers at least twenty-four (24) hours in advance.

- 6.3.2. Participation by Telephone. The Board of Directors may participate in a meeting by means of a conference telephone, internet, or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence at a meeting.
- 6.3.3. Agenda and Minutes. A meeting agenda will be prepared by the President in consultation with the Vice President and distributed to the Board of Directors in advance of such regular meetings. The minutes of all Board meetings shall be duly recorded by the Secretary, whose duty it shall be to distribute to each member of the Board of Directors a copy of the minutes of each meeting of the Board within fourteen (14) days after the close of such meeting.
- 6.4. Action by Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all officers consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the Board as appropriate.
- 6.5. Compensation and Reimbursement. Officers shall not receive any salary or other compensation for their services, but may be reimbursed for reasonable and customary expenses.
- 6.6. Performance. Unless excused for a personal or business emergency (not a conflict in schedule) by the president, officers shall attend at least one-half (1/2) of the meetings of the Board of Directors half per year. Failure of an officer to perform as prescribed may be grounds for removal as provided by law, these Bylaws, and procedures of the Board for the same. If an officer is absent from two or more meetings without being excused, the officer will be asked to resign.
- 6.7. Resignation or Removal.
- 6.7.1. Resignation. Any officer may resign at any time by giving written notice to the President.
- 6.7.2. Suspension. The Board of Directors may suspend for cause immediately the authority of any officer to act as officer. Any suspension of an officer shall take place according to a procedure established by the Board of Directors.
- 6.7.3. Notice of Removal Proceedings. Officers may be removed only at meetings of the Board of Directors or membership, and the notice of such meeting must state that one of the purposes of the meeting is to vote on the officer's removal. Officer subject to a removal vote shall be given thirty (30) days notice that such a vote will occur. That officer may appear before

the Board of Directors or submit a written statement during those thirty (30) days, or the officer may appear at the meeting at which the removal vote will be held and make a statement prior to that vote.

6.7.4. Removal. Any officer elected or appointed may be removed only by the applicable vote of the members by whom they were elected. All other officers may be removed for cause by a majority vote of the entire Board of Directors or by the affirmative vote of a majority of the members present at a meeting where a quorum is present. Any removal of an officer shall take place according to a procedure established by the Board of Directors.

#### 6.8. Vacancies.

6.8.1. If a vacancy remains unfilled for six months and the Board of Directors is unable to constitute a quorum with the remaining officers (due to their absence, illness or other inability), then a majority of the remaining officers may appoint an officer to fill the vacancy.

6.8.2. Any other vacancy occurring in the Board of Directors to be filled by reason of an increase in the number of officers may be filled by vote of a majority of the entire Board.

6.8.3. Officers appointed by the Board of Directors to fill vacancies as provided for in these Bylaws shall meet the eligibility requirements and qualifications in force at the time of appointment to the vacant position for which they are being considered and shall serve only to the remainder of the term of the vacancy; upon completion of the remainder of such term, they may be nominated for election or considered for appointment, whichever is appropriate to the position they have filled.

6.9. Orderly Transition. It shall be the duty and obligation of all officers to turn over to their successors all AWP records and correspondence related to their terms of office and such other documents and materials as may pertain to their office. The forgoing obligation shall be completed no later than ten (10) days after new officers have taken office.

### ARTICLE 7 – FINANCE

7.1. Fiscal Year. The Fiscal year of AWP shall commence on January 1 and end on December 31.

7.2. Checks and Drafts. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of AWP shall be signed by such officer or officers of AWP and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall each be signed by the President and the Treasurer.

- 7.3. Budget. The Board shall adopt an annual operating budget covering all activities of AWP no later than December 20 of the year prior to the year of said budget.
- 7.4. Books, Records and Minutes. AWP shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors.
- 7.5. Annual Audit and Reports. The accounts of AWP shall be audited not less than annually by a Certified Public Accountants (CPA) who shall not be involved with the daily accounting of AWP, and who shall be approved by the Board of Directors.

#### ARTICLE 8 – DECLARATION OF POLICY

Responsibility and authority for any declaration of AWP policy, and/or endorsement and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board of Directors. Committees or other individuals of AWP are not authorized directly or indirectly to commit AWP in any way or in any manner, financially or otherwise, without prior approval by the Board of Directors, except as specified in the approved budget or in specific resolutions of the Board of Directors. The Board of Directors, except as herein otherwise provided, shall have control of the affairs of AWP, including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of AWP.

#### ARTICLE 9 – HEADINGS, ENUMERATIONS, AND FORMATTING

The headings, enumerations, and formatting of these Bylaws are intended solely for the convenience of reference and are not intended for any purpose whatsoever to explain, modify, or place any construction upon any of the provisions in full effect.

#### ARTICLE 10 – SEVERABILITY

All provisions of these Bylaws are severable. If any provision or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of these Bylaws shall remain in effect.

#### ARTICLE 11 – GOVERNING LAW

All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of the Washington, D.C.

#### ARTICLE 12 – DISSOLUTION

In the event of the dissolution of AWP, after paying or making provision for the payment of all the liabilities of AWP, all assets of AWP shall be distributed under a plan of dissolution authorized by the members of AWP as provided under the laws of Washington, D.C., for a public purpose, in such manner as the Board of Directors shall determine in accordance with the plan of resolution.

ARTICLE 13 – AMENDMENTS

Adopted by resolution by AWP Board of Directors on 6/24/08 and certified  
as such by the Vice President: Johari A. Barnes Joh A Barnes  
Printed name Signature