

**ASSOCIATION OF WOMEN IN THE METAL INDUSTRIES  
LEGAL**

Policy: Section K  
Date: 01/01/05  
Supersedes: 02/20/01

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**\*\*All original documents of Incorporation are on file at Headquarters**

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### Attorney

#### Policy

1. An attorney should be present at ALL membership and industry functions to ensure compliance with the antitrust laws. (They do not attend board meetings.)
2. The attorney should be introduced to meeting guests from the podium.
3. The attorney's name, address, and phone number shall be filed with International and shown on your roster.
4. A copy of AWMI's Antitrust Policy should be placed on each table at all membership and Industry Dinner meetings.

#### Guidelines

- A. Seek an attorney (preferably a woman).  
This could be a woman just starting her practice; a qualified chapter member, a company associate, or simply an acquaintance.

It may be possible to negotiate a contract for the price of a dinner only in lieu of monetary payment.

- B. Although she will not be asked to do any legal research or give legal advice on any other subject, she should be well-versed on the antitrust laws.

#### Purpose

To enforce antitrust laws while meetings are in progress. Some company policies state that their employees cannot attend an association meeting without the presence of an attorney.

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**ANTITRUST STATEMENT**

**Policy**

The Association of Women in the Metal Industries is dedicated to encouraging fair competition and compliance with federal and state antitrust laws, which were enacted to protect our free economy. It is the obligation of all members of our Association to conduct themselves in a manner consistent with the antitrust laws. To assist you in this regard, we have developed specific guidelines. We require all members to familiarize themselves with these guidelines and to carefully follow them. We will ask for the resignation of any member who violates these guidelines or condones their violation by others.

The activities of trade associations and professional organizations are carefully scrutinized because they provide a hospitable forum for communication between competitors. Under the antitrust laws, any informal or formal understandings, agreements or plans between competitors concerning prices, territories, customers, terms of sale, production quotas or any other anti-competitive information may be unlawful. You should avoid any situation, which might lead to discussions or the disclosure of information concerning these topics. If you question any activity occurring at an AWMI meeting, gathering or social event, you should immediately consult with an officer of AWMI.

**Guidelines**

Legal counsel recommends that Chapters use this statement when printing programs for meetings, and/or having table-cards printed which should be placed on each table. If printing is not feasible, an AWMI Officer must verbally acknowledge this from the podium.

“AWMI proudly supports the federal and state antitrust laws which encourage vigorous and open competition. We wish to remind you that while attending AWMI meetings, there should be no discussion of your current or future prices, terms and conditions of sale, bidding practices or exchange of any other information which violates antitrust laws. It is AWMI’s policy to observe both the letter and the spirit of these laws.

If you have any questions, please consult legal counsel present tonight or company representative.”

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**ANTITRUST STATEMENT**

**Specific Guidelines**

You should not participate in any conversation with a competitor concerning the following:

- Present or future prices of your goods, including formulas for computing or fixing prices, discounts, or credit terms
- Bidding information
- Delivery or freight terms
- Nonpublic statistical data
- Production quotas
- Cost of your goods
- A joint decision to buy from or sell to another competitor
- Excluding a competitor or activities of a competitor
- Excluding or boycotting: (1) a manufacturer or supplier of goods or services, or (2) goods or services from a particular source
- Profit margins
- Sales territories
- Marketing policies
- Customer information

If such a discussion arises during an AWMI meeting, gathering or social event, you should stop the conversation immediately and inform an officer of AWMI.

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**CONTRIBUTIONS**

**Policy**

1. There shall be no monetary contributions or donations made to or received by Board members of AWMI as individuals or for their personal charities, political affiliations, or to members of their families.
2. There must be no solicitation of funds by AWMI representatives for any cause other than AWMI.
3. At no time will a speaker fee be waived in lieu of a contribution to one of these groups.

**Guidelines**

1. Reinvest Chapter funds within the organization
2. AWMI does recognize that community involvement is an important responsibility for all citizens. There may be occasions when a group of individual members may wish to donate items (food, toys, and clothes) for a good cause and use an AWMI meeting facility for a collection point. This will be allowed with Chapter Board approval.
3. Scholarship donation – Refer to Section K Pages 5 - 7

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**Scholarships**

**Policy**

AWMI Scholarship Programs have been established in accordance with the AWMI purposes and objectives, as stated in our bylaws, to encourage and further develop the educational and professional backgrounds, as well as the career development of our members. AWMI members are actively encouraged to participate in this program to realize this important benefit of membership.

Scholarship Programs exist on the Chapter level as well as the International level, and both are described below.

**Chapter Scholarship Programs**

- A Scholarship Program is the Chapter's legal document and guideline for awarding monies for educational purposes. A Scholarship Program template can be found in the P&G Section P – Forms.
- Copies of the Chapter programs should be kept at the Chapter level, HQ, and a copy sent to the International Secretary.
- When new programs are created or changes are made to an existing Chapter program, the Chapter must submit its program to the International Secretary for approval. She will approve or amend and return to the Chapter. Final documentation should be routed as detailed above.
- Chapter Scholarship monies are available to ANY Chapter member (including a board member) who meets the outlined criteria of the Chapter Scholarship Program.
- A Chapter cannot award from or allocate monies to, a Scholarship Program if a formal program does not exist.
- Monies that were budgeted for Chapter Scholarship Programs, but have gone unused in a given year, can be carried forward to the next year's budget. However, as a not-for-profit association, AWMI must be able to prove that we have diligently attempted to award funds to our members. Chapters may choose to donate unused scholarship funds to the International Scholarship Fund.

Chapters establishing a formal Scholarship Program should create a Chapter Scholarship committee consisting of equal numbers of Chapter Board Members and non-Board Members, and headed by a Scholarship Committee Chair (who sits on the Chapter Board and should be listed on the Chapter Board roster). The Scholarship Chair is responsible for getting the scholarship information to the appropriate parties. If no chair is assigned, the Chapter President or her delegate is responsible.

Applications can be accepted at any time and acted upon at the next Chapter Scholarship Committee meeting. Funds will be provided to the financial extent that the Scholarship Fund permits. In the event of insufficient funds, the applicant's request will be denied with a letter from the Committee Chair. If the Chapter receives multiple applications and must select the recipient(s), but deny others due to insufficient funds, approvals will be based on (in the following order):

- a) First come, first serve (per envelope postmark or email date)
- b) Length of AWMI membership

**Requirements**

1. Applicant must be an AWMI member in good standing for at least one year (defined as dues paid for previous year and current year). An exception to this requirement may be made by a vote of the Chapter Board.

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**Scholarships**

**Requirements (cont.)**

2. Scholarship recipients should remain an AWMI member for one year after receiving the award, or they may be asked to repay the monies to AWMI.
3. Completed application or request letter should be received prior to registration for course/seminar/conference, wherever possible.

**Eligible Opportunities**

1. Scholarship – For long-term education at an accredited school, college or university. Courses must be business-related or a degree requirement. Funds may be used for tuition or books. This type of scholarship is renewable to the same recipient by term/quarter/semester and must be re-approved by the chapter committee. Applications must be submitted at a minimum of two weeks prior to the deadline for course enrollment. Fifty percent (50%) of the approved amount will be given to the applicant upon approval of the application, and the remaining fifty percent (50%) will be given upon proof of completion of the course with a passing grade or equivalent documentation.
2. Grant – For short-range education (must be business/ professional seminars/industry meetings, etc). Members are eligible for one grant per calendar year. Funds will be paid in full before the course/event.
3. AWMI Conferences– As offered by the Association. All conference-related expenses (such as registration, hotel and travel) will be reimbursed directly to the applicant upon receipt of a completed expense form and proof of payment.

NOTE: The cost for Chapter Board members to attend AWMI conferences should be set aside as a budget line item and not be drawn from Chapter Scholarship Funds. However, if insufficient funds have been budgeted, and the Chapter has money available in its Scholarship Fund, it is appropriate to apply for use of these funds to attend a conference. The Chapter should use the same application and approval process as they would use for a grant (see above). This does not need approval at any level except the Chapter level.

4. Special Provisions – Under special circumstances, funds may be made available for childcare, transportation (e.g. to/from a business-related course or seminar), or hardship. The Chapter Scholarship Committee must receive approval from the Chapter Board in this instance.

**Notification**

Each applicant will be notified in writing of the Chapter Scholarship Committee's decision, and funds will be reimbursed as appropriate.

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**Scholarships**

**International Scholarship Fund**

The International Scholarship Fund is the Association's legal document and guideline for awarding monies for attendance at AWMI conferences or other purposes deemed appropriate by the AWMI Executive Committee.

NOTE: The cost for Chapter and International Board members to attend AWMI conferences should be set aside as a budget line item and not be drawn from International Scholarship Funds. However, if insufficient funds have been budgeted, and there is money available in the International Scholarship Fund, it is appropriate to apply for use of these funds to attend a conference.

Monies are collected from individual, Chapter and corporate donations. Donations to the International Scholarship Fund are NOT tax-deductible.

Monies are held in a restricted fund listed on the AWMI Balance Sheet. The balance in the fund is also reported to the Association in the International Secretary's report.

**Requirements**

1. International Scholarship monies are available to applicants who are AWMI members in good standing for at least one year (defined as dues paid for the previous year and current year). An exception to this requirement may be made by a vote of the International Executive Committee (President, Vice President, Treasurer, Secretary, and Past President).
2. Scholarship recipients should remain an AWMI member for one year after receiving the award, or they may be asked to repay the monies to AWMI.
3. Completed application must be received prior to registration for the conference, wherever possible.
4. Application should be submitted to International Headquarters and the International Secretary, who will see if funds are available. If there are insufficient funds to meet the request, the International Secretary will approach the Chapters and Regions to inquire about donations or other assistance. Funds will be provided to the financial extent that the International Scholarship Fund permits. In the case of multiple applications, approvals will be based on (in the following order):
  - a.) First come, first serve (per envelope postmark or email date)
  - b.) Length of AWMI membership

**Notification**

1. In the event of insufficient funds, the applicant's request will be denied with a letter from the International Secretary.
2. Applicants must follow the letter's instructions to obtain reimbursement from Headquarters.

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### PROVISIONAL CHAPTER REQUIREMENTS

In accordance with the Bylaws, the following requirements must be completed within twelve (12) months of the date of the Provisional Chapter's Letter of Intent to the AWMI International Board of Directors. Compliance with these requirements will be tracked via the Provisional Chapter Tracking Form. Upon achievement of these minimum requirements, the Provisional Chapter will become eligible for Affiliate Chapter status and will be voted upon by the AWMI International Board of Directors.

If, at the end of the 12-month period, the Provisional Chapter has not completed the requirements, the International Board of Directors may vote to grant the Provisional Chapter a six-month extension or dissolve the Provisional Chapter (members may elect to join another Chapter or become International Members). At the end of the six-month period, if the Provisional Chapter has not completed the requirements, the International Board of Directors may vote to grant the Provisional Chapter a second six-month extension or dissolve the Provisional Chapter.

#### REQUIREMENTS

1. Submit a Letter of Intent to become an AWMI Chapter to the International Board (the International Membership Chair and Expansion Subcommittee Chair will be the IBOD representatives).
2. Submit an Inaugural Meeting Budget to the International Board.
3. Achieve a minimum of 25 paid Members by the end of the 12-month period (P&G Section A, p.1-2).
4. Establish a Chapter Board of Directors consisting of a minimum of four officers – President, Vice President, Treasurer and Secretary (Chapter Bylaws and P&G Section C).
  - a. Provisional Chapter board members are considered “appointed” until the year in which the Chapter achieves Affiliate Chapter status.
  - b. During the next election cycle, 50% of the board members will run for election.
  - c. The remaining 50% of the board members will retain their “appointed” status until the following year’s election takes place, when they will run for election.
5. Submit a Chapter Board roster to International Headquarters and the International Secretary. Revisions should be made according to the Communication Flow Chart.
6. Submit any reports and/or payments required by State authorities to file as a Chapter of the Association. This includes incorporating in the District of Columbia and applying in the Chapter’s home state as a foreign corporation doing business in that state.
7. Submit a budget for the 12-month Provisional period to International Headquarters, the International Treasurer, and the Regional Treasurer. The Provisional Chapter Treasurer will work with the International Treasurer to review and submit the monthly financial reports.

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#### **PROVISIONAL CHAPTER REQUIREMENTS**

8. AWMI Headquarters will create revenue and expense line items for each Provisional Chapter and will maintain financial control during the provisional period. Once the Chapter achieves affiliate status, AWMI Headquarters will apply to the IRS on the Chapter's behalf for a tax identification number (TIN). Once the TIN is established, the Chapter can open up its own bank accounts and AWMI Headquarters will transfer the funds to them.
9. Forward any membership dues received to AWMI International Headquarters per Dues Disbursement Policy (see below).
10. Submit a schedule of events to the International Board consisting of a minimum of:
  - a. Four (4) Chapter Board meetings
  - b. Four (4) general meetings
  - c. One (1) Industry Dinner
    - i. Minutes of all meetings must be submitted to International Headquarters, the International Secretary, and Regional Director per the Communication Flow Chart.

#### **DUES DISBURSEMENT**

##### **Policy**

1. Membership dues collected by the Provisional Chapter shall be forwarded in their entirety at time of receipt to International Headquarters. Dues will be disbursed to the Provisional Chapter in the same way as those collected directly by International Headquarters (see below).
2. Membership dues collected by International Headquarters will be disbursed as follows: 20% of new regular/sustaining member dues to International; 80% to the Provisional Chapter.
3. The portion of the dues to be returned to the Provisional Chapter will be allocated monthly.
4. Once a chapter achieves Affiliate status, 100% of Chapter membership dues will go to International.

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**Affiliate Chapter Annual Requirements**

A Chapter retains its status as an Affiliate Chapter in good standing by conformance to the requirements as set forth in the Bylaws and Policy & Guideline Manual (P&G) including those noted below.

1. Chapter Board of Directors, including Officers and Committee Chair membership dues must be paid current by January 31 of each year.
2. Have a minimum of 25 paid members by February 28<sup>th</sup> of each year.
3. Submit any annual reports and/or payments as required by the State authorities.
4. Submit to International Headquarters a statement of revenue and expenses on a monthly basis.
5. Dues and/or assessments must be forwarded to International Headquarters on a monthly basis.
6. Submit to International Headquarters a planned budget of income and expenses for the next 12 month period by December 31 of each year.
7. Forward Chapter documents as outlined on the Communications Flow Chart in section G.

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**Compensation of Directors**

**Policy**

Chapter Directors shall serve without compensation, but may be reimbursed for such expenses as authorized by the Chapter Board of Directors. No one person has sole authority to authorize such reimbursement.

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**Document Retention Schedule**

**Policy**

Chapter, Regional and International Boards of Directors shall follow the attached schedule when deciding which documents to save and for how long. All retained documents should be kept in a safe place, which is accessible to the four elected officers. Since all accounting documents & reports were converted to Quick Books the accounting records can be saved and stored on a computer disc.

Accounts Receivable Ledger	6 years plus current fiscal year
Audit Reports Internal	Permanently
Backup Information & Correspondence	1 year plus current fiscal year
Bad Debt Charged Off	Permanently
Balance Sheets	3 years plus current fiscal year
Bank Deposit Records	1 year plus current fiscal year
Bank Statements & Reconciliation	4 years plus current fiscal year
Budgets & Supporting Schedules	1 year plus current fiscal year
Cash Books	Permanently
Cash Receipts & Disbursement Records	4 years plus current fiscal year
Cash Sales Slips	3 years
Charts of Accounts	Permanently
Daily Check Register	1 year plus current fiscal year
Monthly Check Register	4 years plus current fiscal year
Checks Paid & Cancelled	4 years plus current fiscal year
Expense Reports & supporting documentation	7 years
Financial Statements (internal monthly)	5 years
Financial Statements (internal yearend, quarterly)	Permanently
General Ledger	Permanently
Accounts Payable Distribution	4 years plus current fiscal year
Invoices and Vouchers	5 years plus current fiscal year
Mailing & Prospect lists	2 years
Policies, Bylaws and Amendments	Permanently
Contracts	2 years after cancellation or termination

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**Document Retention Schedule (cont)**

**Policy (cont.)**

Election Ballots	1 year
Incorporation records & certificates(HQ)	Permanently
Proxy & election records	1 year
Records of consolidations & dissolution's(HQ)	Permanently
Voter Proxies(HQ)	1 year
Insurance policy(HQ)	Permanently
Meeting Minute Books	7 years
Tax Bills & Statements	Permanently
Tax exemption status	Permanently
Tax returns & working papers	Permanently

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**Proxy Voting**

Proxy – AWMI Member authorized to vote for another AWMI International Board Member

**POLICY**

All International Board Members and Chairs or their designated Chapter Delegates are required to attend the IBOD Meetings in the Spring and Fall of the year.

Proxy voting will be permitted under the following conditions:

- a. Any of the above who are unable to attend in person, via telephone or electronic communication, must submit in writing a written proxy to the International Secretary **PRIOR** to the start of the meeting in order to record votes on behalf of the absent director or chair.
- b. This proxy is non transferable.
- c. The proxy must be a Chapter Officer member or Executive Board member.
- d. There must be a quorum of IBOD/Chairs/Chapter Representatives present to carry any motion – exclusive of the number of proxy votes.
- e. All proxy votes must be signed and dated designating the specific meeting authorizing its use. The authority conferred upon a proxy is limited to a designated or specific purpose at a specific meeting.
- f. A proxy may vote to accept (yea), reject (nay), abstain (not vote), amend or table any proposal or motion.

**ASSOCIATION OF WOMEN IN THE METAL INDUSTRIES  
AUTHORIZED PROXY**

I, \_\_\_\_\_, representing

\_\_\_\_\_, do  
(Chapter/Region Name or International Board of Directors position)

hereby appoint \_\_\_\_\_ to serve as my  
(insert proxy name)

proxy and to vote in my name and stead on any and all matters which may come up at the following meeting:

\_\_\_\_\_ AWMI Executive Board of Directors meeting

\_\_\_\_\_ Meeting Date

\_\_\_\_\_ Meeting Location

This proxy is limited to the above scheduled meeting and shall expire at the close of \_\_\_\_\_ (date)

Signature: \_\_\_\_\_

Board Position: \_\_\_\_\_

Date Signed: \_\_\_\_\_

To be filed with the International/Regional/Chapter Secretary as applicable to voting level involved.

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**ASSOCIATION OF WOMEN IN THE METAL INDUSTRIES**

CHAPTER SCHOLARSHIP UPDATE FORM

CHAPTER: \_\_\_\_\_ YEAR: \_\_\_\_\_

Chapter Contact: \_\_\_\_\_

Phone: \_\_\_\_\_ Fax: \_\_\_\_\_

\_\_\_\_\_ Scholarship Program Attached

\_\_\_\_\_ \$ \_\_\_\_\_ - Amount Currently in Scholarship Fund

\_\_\_\_\_ No formal Scholarship Program

\_\_\_\_\_ No funds allocated during current year

\_\_\_\_\_ \$ \_\_\_\_\_ - Amount anticipated later in year  
(Must notify International Secretary when amount in known)

\_\_\_\_\_ Change to current program

\_\_\_\_\_ - Date submitted to International Secretary

\_\_\_\_\_ - Approval as written

\_\_\_\_\_ - Approval with the following changes -- See attached sheet  
with changes -- (revised program must be submitted for  
the Scholarship File)

\_\_\_\_\_ Application attached for Scholarship Funds

\_\_\_\_\_ Date submitted: \_\_\_\_\_ Date to chapter from HQ: \_\_\_\_\_

\_\_\_\_\_ Application approved by chapter: \_\_\_\_\_

\_\_\_\_\_ Chapter acknowledgement to applicant: \_\_\_\_\_

\_\_\_\_\_ Chapter check to recipient: \_\_\_\_\_

\_\_\_\_\_ Notification to International Secretary, HQ, RD: \_\_\_\_\_

Form faxed/mailed to: \_\_\_\_\_ Date: \_\_\_\_\_

Notes: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_



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**Code of Conduct**

**Policy**

1. The International Board of Directors shall sign the Code of Conduct Form at the first IBOD board meeting of the year.
  - a. Completed forms will be retained at Headquarters.
  - b. All Region and Chapter board members shall sign the Code of Conduct Form annually.
  - c. Completed forms will be retained by the Region or Chapter Secretary.

**Purpose**

Legal counsel recommends this form be used to confirm an understanding of AWMI's policies with respect to confidentiality, antitrust and conflicts of interest.