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International Women's Insolvency &  
Restructuring Confederation

# Policies & Procedures Handbook



*(updated March 13, 2018)*

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(as proposed January 8, 2018)

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# **1. IWIRC Organizational Information**

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# By-Laws of the International Women's Insolvency & Restructuring Corporation

## FOURTH AMENDED AND RESTATED BYLAWS OF THE INTERNATIONAL WOMEN'S INSOLVENCY & RESTRUCTURING CORPORATION PROPOSED NOVEMBER 18, 2019

### Article I. Name and Principal Office.

Section 1. **Name.** The name of the Corporation will be International Women's Insolvency & Restructuring Corporation d/b/a International Women's Insolvency & Restructuring Confederation (hereinafter referred to as "IWIRC" or the "Corporation").

Section 2. **Principal Office.** The registered office of the Corporation will be in the State of New York. The principal office will be fixed and located at such place as the Board of Directors shall determine.

### Article II. Non-Profit Status, Goals, and Purposes.

Section 1. **NonProfit Status and Organization.** The Corporation is a non-profit Corporation exempt from federal taxation under Section 501(c)(6) of the Internal Revenue Code of 1986 (26 U.S.C. §§101 et seq., as amended from time to time), and is organized under the laws of the State of New York.

Section 2. **Goals and Purposes.** The goals and purposes of the Corporation shall be to: (a) promote women in restructuring-related professions and (b) provide opportunities for education, business development, leadership, and mentoring to women in restructuring-related professions.

### Article III. Members.

Section 1. **At-Large.** The Corporation shall have individual members who shall have ultimate authority over the affairs of the Corporation. However, the Board of Directors (as described in Article V) shall have authority to operate the Corporation within a structure sanctioned by the members.

Section 2. **Eligibility.** Eligibility for individual membership in the Corporation shall extend to persons of any gender employed in restructuring-related professions including, without limitation, lawyers, accountants, workout officers, turnaround management professionals, judges, financial advisers, professors, legislators, and students.

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- Section 3. Other Classes of Members. The Corporation may establish other classes of individual, corporate, and/or organizational members whose authorities, benefits and eligibility shall be determined by the Board of Directors.
- Section 4. Individual Membership Dues and GoodStanding. The Board of Directors, by a minimum of two-thirds affirmative vote of the whole number of the Board of Directors, shall determine the structure and amount of individual membership dues. A member-in-good-standing is an individual who is certified by the Corporation as having paid her or his dues for the current membership year.

## **Article IV. Networks.**

- Section 1. **Authority and Organization.** The Board of Directors shall have the sole authority to establish and charter the formation of individual Networks to further the purposes of the Corporation, and to determine the terms of Network affiliation, membership and operating guidelines. Except as otherwise provided by applicable law, the Networks are separately chartered entities that operate as authorized divisions of the Corporation. (Rules of Operation covering the operation and governance of the Network are annexed as Exhibit A).
- Section 2. **Rules of Operation.** The Board of Directors shall establish Rules of Operation for the formation and governance of individual Networks, which shall be reviewed and updated periodically at the sole discretion of the Board of Directors. To the extent necessary to maintain the goals and purpose of the Corporation, a Network may request a waiver of certain provisions of the Rules of Operation from the Board of Directors of the Corporation, which waiver may be granted in the sole discretion of the Board of Directors.
- Section 3. **Network Governance.** Members of a Network have the authority to elect officers and directors of their primary affiliated Network, and through them, subject to the Rules of Operation, to agree how the Network will be governed and operated to serve the goals and purposes of its affiliated members. Duly elected Network leadership has the responsibility to hold events or activities for the benefit of members and to recruit new members; to maintain regular contact with affiliated members; to maintain regular contact with the Board of Directors of the Corporation and participate in IWIRC's business.
- Section 4. **Other Affiliations.** The Corporation may enter into affiliations with other organizations or entities to help carry out the purposes of the Corporation. The Board of Directors shall have the sole authority to determine terms and conditions of such affiliations.
- Section 5. **Affiliation with a Network.** Members of the Corporation may be affiliated with more than one Network without an additional membership charge. However, dues rebates will only be payable to the Member's primary affiliated Network. The Executive Committee shall establish rules and procedures governing any rebate of the membership fee to any network from time to time.

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## Article V. Board of Directors.

- Section 1. **At-Large Powers.** The property, affairs and business of the Corporation will be managed by a Board of Directors (hereafter, the “Board” or the “Directors”) under a structure and terms determined by the members.
- Section 2. **Property.** No Director will have any right, title or interest in any property or asset of the Corporation.
- Section 3. **Composition.** Each member of the Board shall be a Director of the Corporation. The Board shall be composed of the Officers (as described in Article VI), the Management Committee (as described in Article VII), and the At-Large Directors (as described in (as described in Article VIII). The Immediate Past Chair of the Corporation shall also serve on the Board. All Directors or Vice Directors, whether elected or appointed, must be members-in-good-standing of the Corporation.
- Section 4. The Executive Committee shall have the authority to appoint up to two (2) additional At Large Directors for a one year term to the Board in order to advance the mission of the Corporation.
- Section 5. **Election.** The Board shall be elected as described in Article XI.
- Section 6. **Term.** Each elected At-Large Director shall serve a term of two years and until a successor is duly elected and qualified, or until death, or resignation, or removal in the manner herein provided. At-Large Directors shall serve no more than two consecutive terms as an At-Large Director of the Board absent a majority vote of the existing Board not to enforce this limitation The terms of one half of the elected At-Large Directors shall be staggered to begin and end in alternate years.
- Section 7. **Resignation.** Any At-Large Director may resign at any time by giving written notice to the Chair or to the Secretary. The resignation takes effect at the time specified by the At-Large Director and the acceptance of the resignation is not necessary to make it effective.
- Section 8. **Vacancies.** The Executive Committee shall fill any vacancy in At-Large Director positions. An At-Large Director selected to fill such vacancy shall serve the unexpired term of that position.
- Section 9. **Removal.** Any At-Large Director may be removed, with or without cause, at any time by majority of the membership. The Board may remove an At-Large Director for cause by a vote supporting removal by majority of the whole number of the Board present at a special meeting called for that purpose. Proper notice must be given in writing ten (10) days prior to the meeting. Any resulting vacancy will be filled in the manner specified in Section 8 of this Article.
- Section 10. **Place of Meetings.** The Board may hold its meetings at any location it chooses (and may choose to do so via electronic communications as provided in Section 13 of this Article).
- Section 11. **Regular Meetings.** Regular meetings of the Board will be held at least quarterly and may be conducted telephonically and at a time and place determined by the Board. Verbal or written notice of regular meetings will be given at least ten (10) days prior to any regular meeting.

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Section 12. **Special Meetings and Notice.** Special meetings may be called by the Chair or by twenty-five percent (25%) or more of the whole number of Directors. Notice of special meetings will be mailed by electronic means to each Director's last known email address at least five (5) days before the day of the meeting, or delivered personally or by telephone or other electronic means, no later than two (2) days before the meeting. The notice must include the time and place of the meeting, but need not state the purpose except as provided in Section 9 of this Article and Section 4 of Article VI. Any meeting of the Board will be a legal meeting, without any notice having been given, if all of the Directors then in office are present at the meeting or waive such notice in writing before, at or after the meeting.

Section 13. **Electronic Communications.** Directors may participate in meetings of the Board through conference telephone or other such electronic communication device, providing that all participating Directors can hear one another and that applicable law allows for such meetings.

## **Article VI. Officers.**

Section 1. **Number.** The Officers will be the Chair, Vice Chair, the Secretary, the Finance Director, the Vice Finance Director, and the Immediate Past Chair; and these Officers shall comprise the "Executive Committee."

Section 2. **Election, Term of Office and Qualifications.** All Officers will be elected by the Board from nominees recommended by the Nominating Committee. Except in the case of Officers installed under the provisions of Section 5 of this Article, each Officer will hold office for one year with terms commencing January 1 and until a successor is duly elected and qualified, or until death, or resignation, or removal in the manner herein provided. Only members in good-standing who have previously served on the Board may be Officers absent a majority vote of the existing Board not to enforce this requirement in a particular year. Further, Officers shall serve no more than five consecutive terms as an Officer of the Board, (not including any term as an At-Large Director or member of the Management Committee other than as an Officer) absent a majority vote of the existing Board not to enforce these limitations.

Section 3. **Resignations.** Any Officer may resign her office by giving written notice to the Chair, Vice Chair, Secretary, Finance Director or Vice Finance Director. Any resignation will take effect at the time specified and the acceptance of the resignation shall not be necessary to make it effective.

Section 4. **Removal.** Any Officer may be removed, with cause, at any time. Removal requires a vote supporting removal by majority of the whole number of the Board present at a special meeting called for that purpose. Proper notice must be given in writing ten (10) days prior to the meeting. Any resulting vacancy will be filled in the manner specified in Section 5 of this Article.

Section 5. **Vacancies.** A vacancy in any office will be filled for the unexpired portion of the term by election of the Board.

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- Section 6. **Chair.** The Chair conducts the meetings of the Corporation and has primary responsibility for the At-Large welfare of the Corporation. The Chair is responsible for the administration of IWIRC, policy development and public media relations. The Chair coordinates and oversees in At-Large the programs, projects and initiatives of IWIRC. The Chair also coordinates the relationships of IWIRC with other insolvency organizations. The Chair serves on the Executive Committee.
- Section 7. **Vice Chair.** In the absence of the Chair, the Vice Chair shall preside over meetings of the Corporation. The Vice Chair assists the Chair in overseeing the current programs, projects and initiatives of IWIRC. In addition, the Vice Chair develops new projects and coordinates with the Program Director regarding the development of new programs. The Vice Chair is also a member of the Executive Committee.
- Section 8. **Secretary.** The Secretary is responsible for the reporting of IWIRC. The Secretary maintains the minutes and records of the Board and Executive Committee meetings. The Secretary is a member of the Executive Committee. The Secretary shall assume the responsibility for ongoing governance, including preparing for and managing the election process, At-Largely thinking about succession issues, and making sure our bylaws, membership and marketing materials are accurate.
- Section 9. **Finance Director; Vice Finance Director.** The Finance Director and Vice Finance Director are members of the Executive Committee and shall be responsible for financial oversight, including facilitating the annual audit and the filing of the annual tax return, and developing, increasing and sustaining sponsors for the Corporation. The Finance Director with the assistance of the Vice Finance Director shall develop sponsorship levels and benefits for new sponsors of the Corporation as an organization as well as for international events and assist in the preparation and oversight of the Corporation's budget. The Finance Director and Vice Finance Director may choose to create a committee to assist them.
- Section 10. **Other Officers, Agents and Employees.** The Corporation may have other officers, agents and employees as may be deemed necessary by the Board. Each shall hold office or employment at the pleasure of the Board and shall have such authority, perform such duties and receive such reasonable compensation, if any, as a majority of the Board may, from time to time, determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective titles, terms of office, authorities and duties.

## **Article VII. Management Committee**

- Section 1. **Composition.** The Management Committee shall consist of the Executive Committee and the Asia Networks Director, Europe Networks Director, U.S. Networks Director, Asia Regional Director, Canada Regional Director, Caribbean Regional Director, Europe Regional Director, South America Regional Director, U.S. Regional Director, Communications and News Co-Directors, Member Services Director, U.S. Program Committee Co-Directors and the Strategic Director.

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- Section 2. **Composition of Non-Voting Members.** The following positions will be included in the Management Committee as non-voting members: Advisory Council Members, UNCITRAL Committee Co-Directors, Vice Director of Budget, Vice Director of Fall Programs, Vice Director of Spring Programs, Vice Director of Regional Programming, Vice Director of Member Services, Vice Director of Leadership Programming, New Network and Regional Development Director, Asia Regional Vice Director of Programming, Asia Regional Vice Director Membership, Vice Director of Communications and News, Vice Director of Communications and Social Media, and the Rising Star Finalist from the previous year.
- Section 3. **Election, Term of Office and Qualifications.** All Management Committee Directors that are not Officers (excluding Advisory Council Members) shall be elected and serve a one year term and be elected in accordance with Article XI.
- Section 4. **Resignations.** Any Management Committee member may resign her office by giving written notice to any member of the Executive Committee. Any resignation will take effect at the time specified and the acceptance of the resignation shall not be necessary to make it effective.
- Section 5. **Removal.** Any Management Committee member may be removed, with cause, at any time. Removal requires a vote supporting removal by majority of the whole number of the Board present at a special meeting called for that purpose. Proper notice must be given in writing ten (10) days prior to the meeting.
- Section 6. **Vacancies.** The Executive Committee shall fill any vacancy in the Management Committee positions. A Management Committee member selected to fill such vacancy shall serve the unexpired term of that position.

## Article VIII. At-Large Directors.

- Section 1. The At Large Directors (“At Large Directors”) shall consist of twelve (12) members of the Corporation elected by the Members pursuant to Article XI, plus up to two (2) members appointed by the Executive Committee. The At Large Directors elected by the Members, shall serve two year terms.
- Section 2. The At Large Directors shall be assigned by the Executive Committee to such tasks or responsibilities as may be identified or determined from time to time.

## Article IX. Committees.

- Section 1. **Executive Committee.** The Executive Committee shall be composed of the Officers of the Corporation and is authorized to conduct the affairs of the Corporation between meetings of the Board. Any action taken by the Executive Committee is subject to review and change by the Board.
- Section 2. **Standing Committees.** The standing committees of the Corporation shall be a Program Committee, Network Committees, a Communications and News Committee, and a Member Services Committee. Other standing committees may be established by majority vote of the Board. The Committees shall be chaired by the respective Director positions.

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- Section 3. **Program Committee.** The Program Committee will recommend to the Board substantive IWIRC programs and projects, as well as topics and agenda items for IWIRC events. The Program Committee develops, on an annual basis, the IWIRC Fall Conference and the IWIRC Spring Meeting. The Program Committee may perform additional duties and functions as designated from time to time by the Board.
- Section 4. **Member Services.** The Member Services Committee conducts member surveys, recruits and assigns volunteers. Additionally, the Member Services Committee will build member recognition programs, assume responsibility for the Mentoring program, survey members to develop additional benefits, develop speakers bureau and other professional development strategies.
- Section 5. **Communications and News Committee.** The Communications Committee is responsible for executing a proactive media relations strategy, including preparing and distributing press releases, seeking opportunities for officers of IWIRC to speak to the media or to relevant organizations or meetings, and for regular communication with members, including overseeing the preparation and publication of IWIRC e-newsletters and periodic bulletins. The Communications Committee will also assist in maintaining the IWIRC website through regular updates to content and periodic structural updates, as necessary and agreed by the Executive Committee. In addition, the Communications Committee shall be responsible for management of online directory and website, conducting external surveys for public relations purposes, and will be the keeper of the IWIRC brand.
- Section 6. **Networks Committee.** The Network Committees promote new and assist existing Networks, provide input on network grant requests, convene network chair meetings, develop network toolkits to help new Networks with recruiting, event planning and communications and promote the benefits of IWIRC membership. The Networks Committees will also identify geographic areas for new networks and stimulate interest in those areas and drive the process to completion, and provide standardized tools to assist new networks. The Networks Committees will determine how to better leverage our international network structure, assist network boards in succession planning, and identify and address networks needing revitalization. The Network Directors in charge of the Europe, Asia and North America regions will serve and lead the Network Committees for their respective regions.
- Section 7. **Ad Hoc and Special Committees.** Ad hoc and special committees may be established by the Chair or the Executive Committee who shall determine the composition, responsibilities and duties of such committees. The term of service for ad hoc and special committees shall terminate at the end of term of the Chair and/or the Executive Committee establishing such committee or committees.

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## Article X. Voting.

- Section 1. **Manner.** Voting may be in person, telephonic, or electronic, unless the Board determines by majority vote at a meeting that it will accept votes by proxy or those members may participate by other means.
- Section 2. **Quorum and Manner of Acting.** Except as otherwise provided by statute or these by-laws, a minimum of fifty-one percent (51%) of the Directors are required to constitute a quorum to transact business at any meeting, and the act of a majority of the Directors present at such a meeting will be the act of the Board. In the absence of a quorum, a majority of the Directors present may adjourn the meeting. Notice of any adjourned meeting need not be given.
- Section 3. **Resolutions by Members of the Corporation.** Resolutions may be proposed by five percent (5%) of the total membership as of June 1 of each year. Resolutions must be submitted to the Secretary at least sixty (60) days prior to the annual Fall Conference (“Conference”) and will be voted on by the Board at that time as outlined in Section 2 above.

## Article XI. Elections

- Section 1. **Frequency.** Elections shall take place annually as follows: (i) the members of the Executive Committee and Management Committee shall be elected annually and (ii) the At Large Directors, shall be elected, fifty (50%) percent annually (i.e. six (6) At Large Directors each year). Elections shall take place as necessary to fill any vacancies as described in Article VI, Sections 5.
- Section 2. **Nominating Committee.** The Nominating Committee (“Nominating Committee”) shall be chaired by the Immediate Past Chair and shall be comprised of the Chair, Vice Chair, Immediate Past Chair, Secretary and three other members chosen by the Immediate Past Chair, taking into account geographic diversity of the Corporation.
- Section 3. **Nominating Slate.** On or before November 1 of each election year the Nominating Committee shall review, as appropriate, the existing Board members and upon recommendation of the existing Board, shall prepare a Nominating Slate consistent with the provisions of Article V, Section 3, Article VI, Section 2, and Article VII, Sections 1 and 2.
- Section 4. **Voting.** On or before November 15 of each election year, the Nominating Slate shall be circulated to the Board for approval. Each Board member shall be entitled to cast: (i) one (1) vote for the purpose of approving the Nominating Slate prior to its circulation to the membership for election of the At Large Directors; and (ii) one (1) vote for the purpose of electing the members of the Management Committee.
- Section 5. **Majority Vote.** Approval of the Nominating Slate and/or the election of the members of the Management Committee shall be by majority vote of the Board. Approval of the At Large Members shall be by majority vote of those members of the Corporation who cast ballots in such election.

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## Article XII. Advisory and Honorary Boards.

Section 1. Advisory and Honorary Boards. The Board may, at its discretion, establish other advisory boards and/or honorary boards to assist the Corporation in the carrying out of its purposes. The duties, responsibilities, composition, and leadership of such boards shall be designated by resolution of the Board.

## Article XIII. Books of Record, Audit, Annual Report, Fiscal Year and Bond.

Section 1. **Books and Records.** The Board will keep:

- (a) Records of all proceedings of the Board and committees; and
- (b) All financial statements of this Corporation; and
- (c) Certificate of Corporation and by-laws of this Corporation and all amendments and restatements; and
- (d) Other records and books of account necessary and appropriate to the conduct of the corporate business.

Section 2. **Audit/Financial Review, Annual Report and Tax Return.** The records and books of account of this Corporation will be reviewed or audited at least once in each fiscal year. The Executive Committee will select the auditor with the Finance Director and Vice Finance Director to be primary contacts from the Board. A draft audit report will be circulated to the Executive Committee and subsequently to the Board for review and approval. The Board also shall make such inquiry as the Board deems necessary or advisable into the condition of all trusts and funds held by any trustee, agent, or custodian for the benefit of this Corporation, and shall retain such person or firm for such purposes as it may deem appropriate.

The Board will cause any audit report to be conveyed to each Director within one hundred eighty (180) days of the close of each fiscal year. Such audit report shall contain: a statement of all assets and liabilities; principal changes in funds; income and expense statement; status of all funds held for restricted purposes; and any other such information as may be required by law, these by-laws and/or for purposes of fulfilling the fiduciary responsibilities of the Directors.

An annual tax return shall be filed by the statutory deadline, subject to formally requesting and receiving an extension to the filing deadline.

Section 3. **Fiscal Year.** The fiscal year of the Corporation will be from January 1<sup>st</sup> to December 31<sup>st</sup> of each year.

Section 4. **Bond.** The Corporation will obtain a bond on such people and in such amounts as may from time to time be deemed necessary by the Board.

## Article XIV. Waiver of Notice.

Section 1. Whenever any notice is required to be given by these by-laws or any of the corporate laws of the State of New York, such notice may be waived in writing, signed by the person or persons entitled to said notice, whether before, at, or after the time stated therein, or before, at, or after the meeting.

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## Article XV. Indemnification.

- Section 1. The Corporation will indemnify any present or former director, officer, employee or agent of this Corporation, to the fullest extent possible against expenses, including attorneys' fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his or her conduct as trustee, director, officer, employee, member or agent of this Corporation, except that the mandatory indemnification required by this sentence shall not apply: (i) to a breach of the duty of loyalty to the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; (iii) for a transaction from which such person derived an improper personal benefit; or (iv) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case, where such person shall be adjudged liable to the Corporation.
- Section 2. Service on the Board of the Corporation, or as an officer, employee or agent thereof, is deemed by this Corporation to have been undertaken and carried on in reliance by such persons on the full exercise by the Corporation of all powers of indemnification which are granted to it under this Article and New York law, as amended from time to time. Accordingly, the Corporation shall exercise all of its powers whenever, as often as necessary, and to the fullest extent possible, to indemnify such persons. Such indemnification shall be limited or denied only when and to the extent provided above unless New York law or other applicable legal principles limit or deny the Corporation's authority to so act. This Article and the indemnification provisions of New York law (to the extent not otherwise governed by controlling precedent) shall be construed liberally in favor of the indemnification of such persons.

## Article XVI. Amendments.

- Section 1. **By-laws.** Proposals to amend these by-laws may be submitted to the Executive Committee by any member of the Board. Proposed amendments shall then be conveyed to the members of the Board at least ten (10) days prior to any meeting or special meeting and shall be approved consistent with Article X.
- Section 1. **Certificate of Corporation.** The Board may amend the Certificate of Corporation to include or omit any provision which could be lawfully included or omitted. Any number of amendments, or an entire revision or restatement of the Certificate of Corporation, may be submitted and voted upon at a single meeting of the Board and be adopted at such meeting, a quorum being present, upon receiving the affirmative vote of two-thirds (2/3) of the whole number of Directors. Thirty (30) days written notice will be required before any amendment shall be voted upon by the Board.

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# IWIRC Positions

## IWIRC Treasurer

**Term:** 1 year

**Description:**

The Treasurer is a member of the Executive Committee and shall be generally responsible for financial oversight of the Corporation, including the review and approval of monthly financial reporting and payment of expenditures. The Treasurer, with the assistance of the Vice Finance Director, shall assist and oversee the preparation of the Corporation's annual budget, audit and tax return. The Treasurer, with the assistance of the Vice Finance Director, shall be responsible for increasing and sustaining sponsorship for the Corporation and developing sponsorship levels and benefits for new sponsors of the Corporation as well as for international events. The Treasurer and Vice Finance Director may choose to create a committee to assist them.

**Tasks:** Oversees Finance Committee, with the assistance of the Vice Finance Director, for the development and coordination of sponsorship and sponsor benefits. Responsible for reporting of financial condition of Corporation to Executive Committee, Management Committee and Board of Directors. Assists in the development and oversight of annual budget. Reviews and approves of payment of expenditures on a timely basis. Reviews and finalizes annual audit report and tax return for the Corporation.

**Procedures:**

- Attendance at Executive Committee, Management Committee and Board of Director meetings and provide a report on the financial condition of the Corporation at each meeting;
- Receives monthly reports including account reconciliations, balance sheets, profit and loss statements and budgets from the Executive Director on a monthly basis when account statements are reconciled and interfaces with financial professionals engaged by the Corporation as necessary regarding the Corporation's financial needs, including decisions relating to redemption of Certificate of Deposits held by the Corporation
- Acts as signatory on Corporation's accounts
- Finalize sponsorship package and set up and oversee Finance Committee to facilitate sponsorship and benefits for new sponsors
- Develop sponsorship materials and benefits
- Assists in the preparation and oversight of the budget and present finalized budget to Executive Board and Board of Directors
- Review and finalize annual audit and presentation of audit to Board of Directors

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**Point of Contact(s):**

- Shari Bedker – provides proposed expenditures and supporting documentation for review and approval
- Members of the Executive Committee

**IWIRC Vice Finance Director****Term:** 1 year**Description:**

The IWIRC Vice Finance Director shall assist the Treasurer in all aspects of the Treasurer's duties generally including financial oversight of the Corporation, the development and oversight over the Corporation's annual budget, facilitating the annual audit and the filing of the annual tax return. The Vice Finance Director shall also assist the Treasurer with developing, increasing and sustaining sponsors for the Corporation and in developing sponsorship levels and benefits for new sponsors of the Corporation as an organization as well as for international events. The Treasurer and Vice Finance Director may choose to create a committee to assist them.

**Tasks:** To assist the Treasurer in all aspects of the Treasurer's duties.**Procedures:**

- Attendance at Executive Committee, Management Committee and Board of Director meetings
- Assist Treasurer in all duties
- Oversee Finance Committee together with the Treasurer

**Point of Contact(s):**

- Treasurer
- Shari Bedker – provides proposed expenditures and supporting documentation for review and approval
- Members of the Executive Committee

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## **IWIRC Newsletter Director**

**Term:** 1 year

**Description:**

The IWIRC Newsletter Director is responsible for the compilation of network events, photos, member articles, and other various content each quarter. They then use this content to design and execute IWIRC's quarterly newsletter.

**Tasks:** Produce and release newsletter no less than four times a year

**Procedures:**

- Routinely check IWIRC's website for upcoming events
- Visit Network's Facebook pages for photos and event recaps
- Following up with Network Programming Chairs following events
- Keep an eye out for IWIRC members articles in various Bankruptcy Journals
- Utilize Dropbox and Google Docs to maintain content

**Point of Contact(s):**

- Shari Bedker – forwards information on member news and other information
- Carole McNamara – collaborates with the Newsletter Director in the design process

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## **IWIRC Programming Chair**

**Term:** 1 year

**Description:**

The IWIRC Programming Chair is responsible for the planning of IWIRC events including the spring and fall conferences.

**Tasks:** Plan networking dinners and intermezzos, decide panels and topics, and create materials for CPE/CLE.

**Procedures:**

- Four months out from an event, begin consistent committee planning calls
- Set up and facilitate calls to decide panel topics and panelists
- Develop materials for CLE and CPE
- Facilitate programming calls every 2 weeks until conference
- Follow-up with programming committee members on deadlines

**Point of Contact(s):**

- Shari Bedker – assists in planning and execution
- Terry Freedman - Co-Director of Programming Committee
- Programming Committee – assists in programming process of different capacities

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## IWIRC Vice Chair of Regional Programming

**Term:** 1 years

**Description:**

The IWIRC Vice Chair of Regional Programming helps to expand and support regional programming.

**Tasks:** Track regional programming and communicate with Networks chairs on what works and what doesn't.

**Procedures:**

- Schedule quarterly committee calls for updates on regional events
- Track regional events
- Record regional programming successes and set-backs

**Point of Contact(s):**

- Regional Programming Committee – represents each IWIRC network and provides feedback on regional programming

## IWIRC Communications Director

**Term:** 1 year

**Description:**

The Communications Director is responsible for executing a proactive media relations strategy.

**Tasks:** This role includes preparing and distributing press releases, seeking opportunities for officers of IWIRC to speak to the media or to relevant organizations or meetings, and for regular communication with members, including overseeing the preparation and publication of the IWIRC newsletter and periodic bulletins.

**Procedures:**

- Coordinate with Newsletter Director and Membership Director to facilitate opportunities to highlight IWIRC and its members
- Track member benefits for publicity
- Assist in maintaining the IWIRC website through regular updates to content and periodic structural updates, as necessary and agreed by the Executive Committee

**Point of Contact(s):**

- Communications Committee (not formed yet) – assists in input and execution of above procedures



# Board Member Bootcamp

December 2019



# Agenda

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|-----------------------------------|-----------------------------------|
| 1. Mission Statement              | 8. Budget and Financial Reporting |
| 2. Brand Promise                  | 9. Travel Stipends                |
| 3. Expectations for Board Members | 10. Grants                        |
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| 6. Elections                      | 13. Membership                    |
| 7. Sponsorship                    | 14. Worldwide Reach               |



## Mission Statement

IWIRC is the premier networking organization devoted to enhancing the professional status of women in insolvency and restructuring.



## FAQ's to Know

The "idea" for IWIRC was born in 1993  
The first members joined in 1994  
The Founders were Selinda Melnik, Attorney; Lauren Ryan, Accountant; Martha Fetner, Banker  
Membership is comprised of every discipline  
We do have men that are members



## Promise of Our Brand

- ◉ Networking and Connections Between Members
- ◉ High Value Events
- ◉ Personal and Professional Development Opportunities
- ◉ Big Picture Perspective of IWIRC



## Expectations for Board Members

- ◉ Yearly Conflict of Interest Form
- ◉ Provide short written report before each full board meeting (excluding At Large Directors and e-board)
- ◉ Job Descriptions
- ◉ Involvement at the local & regional network level
- ◉ Attend In-Person board meetings
- ◉ Participate on at least one committee of the Board



## 2020 In-Person Meetings

- 📅 Annual Spring Conference, Washington, D.C., April 22, 2020
- 📅 Leadership Summit Minneapolis, MN, July 29-31, 2020
- 📅 Annual Fall Conference, San Diego, CA, October 13, 2020



## Leadership Summit Information

- 📅 April 15-Notice sent out to all Networks that summit proposals are being accepted
- 📅 July 15-Deadline for submission of proposals for next year's Leadership Summit
- 📅 July 20-Executive Committee reviews proposals and selects host network for next year's Leadership Summit
- 📅 July 26-28-Announcement of next year's host Network at current year Leadership Summit
- 📅 January 15-Notice sent to all members for application for 10 non-board/network chair registrations to Leadership Summit
- 📅 March 30-Applications due and sent to membership committee for initial review and recommendations to Executive Committee
- 📅 April 30-Executive Committee finalizes list of 10 non-board/network chair registrations to Leadership Summit
- 📅 May 1-Notification sent to 10 non-board/network chair invitees for the Leadership Summit



# Governance Structure

## IWIRC Governance Structure 2020

### Executive Committee



### Management Committee

\*non-voting



Updated: 11/14/2019

## IWIRC Governance Structure 2020

### Management Committee (continued)

\*non-voting

*Anne Vanderkamp Vice Director of Budget	*Kristen Siracusa Eustis Vice Director of Fall Programs	*Rebecca DeMarb Vice Director of Spring Programs	*Genevieve Wiener Vice Director of Regional Programming	*Chrissy Sanfelippo Vice Director of Member Services
*Lauren McKelvey New Network and Regional Development	*Aisling Dwyer Asia Regional Vice Director Programming	*Stuti Jain Asia Regional Vice Director Membership	*Kim Brown Vice Director of Communications & News	*Amy Vulpio Vice Director of Communications and Social Media
*Carren Shulman UNCITRAL Committee Director	*Tinamarie Feil UNCITRAL Committee Director	*Stephanie Bramer Vice Director of Leadership Programming	*Lacey Rochester 2019 Rising Star Finalist	

Updated: 11/14/2019

## IWIRC Governance Structure 2020

### At Large Directors

Camille Bent At Large, 2020	Monica Blacker At Large, 2020	Joanne Collett At Large, 2020	Elizabeth Gunn At Large, 2020
Rose Kehoe At Large, 2020	Kerri Mumford At Large, 2020	Helen Sevenoaks At Large, 2020	Leanne Williams At Large, 2020
Alicia Bendana At Large, 2021	Demetra Liggins At Large, 2021	Terri Freedman At Large, 2021	
Melissa Hager At Large, 2021	Evelyn Meltzer At Large, 2021	Upasana Rao At Large, 2021	

Updated: 11/14/2019

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## IWIRC Governance Structure 2020

### Advisory Council (\*non-voting)



Updated: 11/14/2019



## Board of Directors Terms

- ❖ Executive Committee-1 year term
- ❖ Management Committee (voting)-1 year term
- ❖ Management Committee (non-voting)-1 year term
- ❖ At Large Directors:
  - ❖ Six elected by members for two year terms on rotating basis
  - ❖ Two appointed by Executive Committee for one year term



## Board of Directors Elections

- Immediate Past Chair forms Nominating Committee comprised of Chair, Vice-Chair, Secretary and three IWIRC Members chosen by Immediate Past Chair to propose a slate of Board Members to the Executive Committee for approval (non-elected)
- August 1-September 15-At-Large Board Nominations and Interest in other board positions open
- September 15-Nominations and Declaration of Interest Due
- September 16-October 31-Slating Committee develops proposed slate
- After Fall Conference-Proposed Slate Circulated to IWIRC Board for Approval
- 2 weeks after Fall Conference-Final Board Announced to Members and Election of At-Large Directors (if needed with 14 day voting window)
- No Later than December 1-At-Large Directors Announced



## Sponsorship

- IWIRC relies on sponsors for approximately 25% of its annual funding
- June-Executive Committee sets annual sponsorship goals and confirms sponsorship levels and benefits for the following year
- July-Kickoff Sponsorship drive at Leadership Summit
- September 15-Commence sponsorship drive to all former sponsors and current members
- October to December-Finance committee reaches out individually to all prior and new potential sponsors
- February 15-Deadline for all sponsorship payments



## Budget and Financial Reporting

- 🕒 July-Committee Budgets are Requested
- 🕒 August-Administrative Director works with Finance Director and Vice-Finance Director to develop draft budget
- 🕒 September-Executive Committee Reviews draft budget
- 🕒 October-draft budget included in Fall Board of Directors materials for final approval
- 🕒 May of following year-Annual audit of financial statements and preparation of the tax return is completed by the accounting firm of Jones, Maresca & McQuade, P.A. in Washington, D.C.



## Budget Overview for 2020

🕒 Income:		
🕒 Membership Dues:		\$278,684
🕒 Sponsorships:		105,000
🕒 Conference Receipts		108,500
🕒 Investment Income:		<u>6,500</u>
Total Income		\$498,684
🕒 Expenses:		
🕒 Administrative:		\$147,800
🕒 Member Services:		132,050
🕒 Meeting Expenses:		164,500
🕒 Committees/Projects:		<u>51,000</u>
Total Expenses		\$495,350
Projected Net Income:		\$3,334



## Balance Sheet Overview as of October 31, 2019

☛ Assets:		
☛ Checking:		\$159,847
☛ Investments:		721,900
☛ Accounts Receivable:		<u>32,695</u>
Total Assets		\$914,442
☛ Liabilities & Equity:		
☛ Retained Earnings:		\$ 648,799
☛ Net Income (to date):		<u>265,643</u>
Total Liabilities & Equity		\$914,442

- ☛ Cash is held in a checking account
- ☛ Certificates of deposits with maturities ranging from 6-24 months are managed by Morgan Stanley.
- ☛ Retained earnings represent just over 1 year's expenses, which is typical for Associations like IWIRC.



## Travel Stipends

- ☛ Travel stipends are available to IWIRC board of directors, network chairs and other IWIRC members who are materially participating in a conference participation in their capacity as an IWIRC leader, including, but not limited to Spring Conference, Fall Conference, Leadership Summit and whose travel expenses are not being covered or reimbursed by their employer.
- ☛ Travel stipends are limited to one per person per year and subject to a budget that is set annually.
- ☛ Travel Stipends should be applied for BEFORE the event, but payment will be remitted AFTER the event upon receipt of copies of expenses incurred and confirmation of attendance at the IWIRC event. Travel Stipends are available to cover travel only and not hotel or sundry expenses.
- ☛ The Travel stipends are available as follows:
  - Less than 5 hour flight - \$250
  - More than 5 hours, less than 10 hour flight- \$750
  - More than 10 hour flight- \$1,250



## Grants

- 🕒 Networks are encouraged to hold or sponsor events consistent with the goals of IWIRC. While it is expected that such events will be funded by the Networks (through local sponsorship or admission fees), IWIRC International sets aside certain funds in its budget to be distributed as grants to support the growth and development of the networks.
- 🕒 Available grants include:
  - 🕒 Network Signing Bonus
  - 🕒 Regional & Multiple Network Events
  - 🕒 Recruiting Events



## Annual Awards

### **WOYR Award (Deadline February 15<sup>th</sup>)**

- 🕒 Initial call for nominations December 15<sup>th</sup>
- 🕒 Winner announced through press release March 1<sup>st</sup>
- 🕒 Award presented at Spring Conference

### **Founders Awards (Deadline May 15<sup>th</sup>)**

- 🕒 Initial call for nominations March 15<sup>th</sup>
- 🕒 Winners announced through press release June 1<sup>st</sup>
- 🕒 Awards presented at Leadership Summit

### **Rising Star Award (Deadline August 15<sup>th</sup>)**

- 🕒 Initial call for nominations June 15<sup>th</sup>
- 🕒 Winner announced through press release September 1<sup>st</sup>
- 🕒 Award presented at Fall Conference



## Communications

- ▶ Social Media
- ▶ E-newsletters



## Membership

- ▶ New Networks
- ▶ Surveys
- ▶ Statistics
- ▶ Review on website
- ▶ Resources>Network Tools



## Worldwide Reach

- ▶ Current membership 1,610!
- ▶ 5 continents
- ▶ 23 countries
- ▶ 44 Networks



## Questions

# IRS Approval 1998

INTERNAL REVENUE SERVICE  
DISTRICT DIRECTOR  
P. O. BOX 2508  
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: JUN 19 1998

INTERNATIONAL WOMENS INSOLVENCY  
RESTRUCTURING CONFEDERATION INC  
10310 MAIN ST STE 130  
FAIRFAX, VA 22030

Employer Identification Number:  
13-3769243  
DLN:  
17053139035038  
Contact Person:  
JOSEPH LAUX  
Contact Telephone Number:  
(513) 684-6937  
Internal Revenue Code  
Section 501(c)(6)  
Accounting Period Ending:  
December 31  
Form 990 Required:  
Yes  
Addendum Applies:  
No

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(a) of the Internal Revenue Code as an organization described in the section indicated above.

Unless specifically excepted, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) for each employee to whom you pay \$100 or more during a calendar year. And, unless excepted, you are also liable for tax under the Federal Unemployment Tax Act for each employee to whom you pay \$50 or more during a calendar quarter if, during the current or preceding calendar year, you had one or more employees at any time in each of 20 calendar weeks or you paid wages of \$1,500 or more in any calendar quarter. If you have any questions about excise, employment, or other Federal taxes, please address them to this office.

If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status. In the case of an amendment to your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, you should inform us of all changes in your name or address.

In the heading of this letter we have indicated whether you must file Form 990, Return of Organization Exempt From Income Tax. If Yes is indicated, you are required to file Form 990 only if your gross receipts each year are normally more than \$25,000. However, if you receive a Form 990 package in the mail, please file the return even if you do not exceed the gross receipts test. If you are not required to file, simply attach the label provided, check the box in the heading to indicate that your annual gross receipts are normally \$25,000 or less, and sign the return.

If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. A penalty of \$20 a day is charged when a return is filed late, unless there is reasonable cause for the delay. However, the maximum penalty charged cannot exceed \$10,000 or 5

Letter 948 (DO/CG)

INTERNATIONAL WOMENS INSOLVENCY

percent of your gross receipts for the year, whichever is less. For organizations with gross receipts exceeding \$1,000,000 in any year, the penalty is \$100 per day per return, unless there is reasonable cause for the delay. The maximum penalty for an organization with gross receipts exceeding \$1,000,000 shall not exceed \$50,000. This penalty may also be charged if a return is not complete, so please be sure your return is complete before you file it.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You are required to make your annual return available for public inspection for three years after the return is due. You are also required to make available a copy of your exemption application, any supporting documents, and this exemption letter. Failure to make these documents available for public inspection may subject you to a penalty of \$20 per day each day there is a failure to comply (up to a maximum of \$10,000 in the case of an annual return).

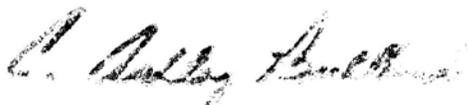
You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

If we have indicated in the heading of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

Because this letter could help resolve any questions about your exempt status, you should keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,



District Director

Letter 948 (DO/CG)

INTERNAL REVENUE SERVICE  
P. O. BOX 2508  
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **AUG 03 2000**

Employer Identification Number:  
13-3769243

DLN:  
17053233711009

INTERNATIONAL WOMENS INSOLVENCY &  
RESTRUCTURING CONFEDERATION INC  
10310 MAIN ST STE 130  
FAIRFAX, VA 22030

Contact Person:  
JULIE CHEN ID# 31261

Contact Telephone Number:  
(877) 829-5500

Addendum Applies:  
No

Dear Applicant:

We have considered your application for a group exemption letter recognizing your subordinates as exempt from federal income tax under section 501(a) of the Internal Revenue Code as organizations of the type described in section 501(c)(6).

Our records show that you were recognized as exempt from federal income tax under section 501(c)(6) of the Code. Your exemption letter remains in effect.

Based on information you supplied, we recognize your subordinates whose names appear on the list you submitted as exempt from federal income tax under section 501(c)(6) of the Code.

Your subordinates whose gross receipts each year are normally more than \$25,000 are each required to file Form 990, Return of Organization Exempt From Income Tax, by the 15th day of the fifth month after the end of their annual accounting period. If you prefer, you may file a group return for those subordinates that authorize you in writing to include them in that return. If you are required to file Form 990 for your own activities, you must file a separate return and may not be included on any group return that you file for your subordinates. The law imposes a penalty of \$20 a day when a return is filed late, unless there is reasonable cause for the delay. However, the maximum penalty imposed cannot exceed \$10,000 or 5 percent of your gross receipts for the year, whichever is less. For organizations with gross receipts exceeding \$1,000,000 in any year, the penalty is \$100 per day per return, unless there is reasonable cause for the delay. The maximum penalty for an organization with gross receipts exceeding \$1,000,000 shall not exceed \$50,000. This penalty may also be charged if a return is not complete, so your subordinates should make sure their returns are complete before filing them. Please advise your subordinates that, if they receive a Form 990 package in the mail, they should file the return even if their gross receipts do not exceed the \$25,000 minimum. If not required to file, a subordinate should simply attach the label provided, check the box in the heading to indicate that its annual gross receipts are normally \$25,000 or less and sign the return. This will allow us to update our records to show that the subordinate is not required to file and to delete that subordinate from the list of organizations that will receive

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Form 990 packages in future years.

Your subordinates are required to make their annual information return, Form 990 or Form 990-EZ, available for public inspection for three years after the later of the due date of the return or the date the return is filed. You and your subordinates are also required to make available for public inspection your group exemption application, any supporting documents and this exemption letter. Copies of these documents are also required to be provided to any individual upon written or in person request without charge other than reasonable fees for copying and postage. You may fulfill this requirement by placing these documents on the Internet. Penalties may be imposed for failure to comply with these requirements. Additional information is available in Publication 557, Tax-Exempt Status for Your Organization, or you may call our toll free number shown above.

Your subordinates are not required to file federal income tax returns unless subject to the tax on unrelated business income under section 511 of the Code. Each organization subject to this tax must file Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your subordinates' present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

Unless specifically excepted, each of your subordinates is liable for social security (FICA) taxes for each employee to whom the subordinate paid \$100 or more during a calendar year and unemployment (FUTA) taxes for each employee to whom the subordinate paid \$50 or more in a calendar quarter. FUTA tax is due for each of these employees only if the subordinate paid total wages of \$1,500 or more during any calendar quarter, or if the subordinate had any employees in any 20 calendar weeks during the year.

Each year, at least 90 days before the end of your annual accounting period, please send the items listed below to the Internal Revenue Service Center at the address shown below.

1. A statement describing any changes during the year in the purposes, character, or method of operation of your subordinates;
2. A list showing the names, mailing addresses (including Postal ZIP codes), actual addresses if different, and employer identification numbers of subordinates that, since your previous report:
  - a. Changed names or address;
  - b. Were deleted from your roster; or
  - c. Were added to your roster.
3. For subordinates to be added, attach:
  - a. A statement that the information on which your present group exemption letter is based applies to the new subordinates;
  - b. A statement that each has given you written authorization to add its name to the roster;
  - c. A list of those to which the Service previously issued exemption rulings or determination letters;

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- d. A statement that none of the subordinates is a private foundation as defined in section 509(a) of the Code if the group exemption letter covers organizations described in section 501(c)(3);
- e. The street address of each subordinate whose mailing address is a P.O. Box; and
- f. The information required by Revenue Procedure 75-50, 1975-2 C.B. 587, for each subordinate that is a school claiming exemption under section 501(c)(3). Also include any other information necessary to establish that the school is complying with the requirements of Revenue Ruling 71-447, 1971-2 C.B. 230. This is the same information required by Schedule A, Form 1023, Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code.

4. If applicable, a statement that your group exemption roster did not change since your previous report.

Please mail the information requested in this letter to the following address:

Internal Revenue Service  
Ogden UT 84201

This determination does not apply to any of your subsidiaries organized and operated in a foreign country.

Your Group Exemption Number is 3608. Your subordinates are required to include this number on each Form 990, Return of Organization Exempt From Income Tax, and Form 990-T, Exempt Organization Business Income Tax Return, that they file. Please advise your subordinates of this requirement and provide them with the Group Exemption Number.

If the heading of this letter indicates that an addendum applies, the enclosed addendum is an integral part of this letter.

Because this letter could help resolve any questions about the exempt status and foundation status of your subordinates, you should keep it for your records.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,

**Steven T. Miller**

Steven T. Miller  
Director, Exempt Organizations

Letter 2419 (DO/CG)

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# Tax Filing Instructions for U.S. Networks

To: IWIRC Network Chairs

From: Shari Bedker, CPA, Administrative Director

Date: October 30, 2007

One of the provisions in the Pension Protection Act of 2006 now requires small non-profit organizations (gross receipts under \$25,000), to file an electronic information return from 990-N each year. This applies to the IWIRC networks even though we have a group exemption code.

Please note that if your gross receipts are OVER \$25,000, you are required to file an IRS Form 990 or Form 990-EZ, but this is the exception rather than the rule for most IWIRC networks.

The information required is very basic and will only take a few minutes to complete, but each network needs to ensure that the current treasurer and any other subsequent treasurers (or other responsible officers), sign up to receive reminders about the filing. Right now, the filing form, an “e-postcard” has not even been created, but it will be shortly.

The electronic notice is due by the 15th day of the fifth month after the close of your fiscal year. For example, if your tax period ends on December 31, 2007, the annual electronic notice is due May 15, 2008.

When a new chair or treasurer takes office for a network, they need to register their email address with IRS at [www.irs.gov/eo](http://www.irs.gov/eo) and click on EO Newsletter to receive a reminder to file the Annual Electronic Notice. The information required by the Annual Electronic Notice includes:

- Organization’s legal name,
- Any other names your organization uses,
- Organization’s mailing address,
- Organization’s website address (if applicable),
- Organization’s employer identification number (EIN),
- Name and address of a principal officer of your organization,
- Organization’s annual tax period,
- A statement that your organization’s annual gross receipts are still normally \$25,000 or less, and
- If applicable, a statement that your organization is terminating (going out of business)

Please forward this information to your network treasurer and your other Network Officers. This will need to be information that needs to be passed on to each subsequent board member as part of a “permanent file.” This information is also being added to the IWIRC Handbook for reference.

As soon as I receive notification that the form is available, I will send a reminder out, but I wanted to give everyone a heads up.

PLEASE don’t hesitate to contact me if you have any questions so that we can make sure all the networks are in compliance with IRS regulations.

## **2. Creating a New Network**

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## Preface

This template is intended to provide the networks with rules of operation supplementary to the by-laws of IWIRC International .

Each network should fill in the blanks, address bolded instructions as appropriate and submit a copy to IWIRC International.

Networks shall not include any provisions that violate the by-laws of IWIRC International

Material deviations from this template require approval from the board of IWIRC International.

From time to time, the board of IWIRC International shall, at its discretion, make amendments to these network rules of operation.

Networks will be notified of changes to these guidelines.

## Checklist for Starting a New Network

1. Check with colleagues (attorneys, bankers, accountants, turnaround managers) to see if interest from a core group in working to set up a network. Four people are required to commit to joining IWIRC to start a network.
2. Plan an Interest Meeting: Invite colleagues to hold an informal gathering (lunch, coffee, cocktails, etc.) to talk about the benefits of establishing a local network, including networking and professional support (see attached benefits of membership information)
3. Verify with your local government if any restrictions or approvals that are needed. The U.S. does not additional approvals beyond steps 4 and 5 from IWIRC, but we have found that other jurisdictions require additional paperwork.
4. Complete and send to my office the proposal to establish a network.
5. Complete and send in "Network Rules of Operation". Please note the attached is a template and can be adjusted to accommodate the local network's preferences for local board structure and other minor items.
6. The proposal and network rules of operation are sent to the Executive Committee for review and either approval, or questions. The review and approval is handled in less than a week in almost all cases.
7. Upon approval, a network webpage is setup, a press release and announcement go out to all member and the press and instructions are sent to the local Network committee for setting up events, photos and news on their webpage.
8. One thing to note, the annual dues are USD\$250 with USD\$25 of that going back to the network twice a year, so that the network gets a rebate of USD\$50 per member to help support the network.
9. There are quarterly calls as well as 3 in person meetings that network chairs are encouraged to attend to share ideas and information to build a strong network. The 3 in person meetings are usually in the U.S. but as our worldwide presence continues to grow, one of those yearly meetings may be outside of North America in the future.

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## Behind the Scenes: Once Your Network Proposal is Submitted

10. IWIRC Headquarters receives your paperwork
11. All appropriate members are moved to their new network
12. New board members are added to the website
13. IWIRC International will send the network chair Eventbrite information
14. IWIRC Headquarters will ask you for your EIN number (if you re in the U.S.) and where you want your \$500 new network grant sent.
15. Network chairs will be notified as new members join the network.

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# Network Rules of Operation

of

The \_\_\_\_\_ Network

(Name of Network)

of

The International Women's Insolvency  
and Restructuring Confederation ("IWIRC")

## Article I - Name and Purposes

Section 1.1 - **Name.** The name of the network shall be "IWIRC - \_\_\_\_\_ (Name of Network) Network." (the "Network"). [Network name should be based on location of network as to city, state, region or country, as appropriate.]

Section 1.2 - **Network Postal Address.** The principal postal address of the Network shall be \_\_\_\_\_, Attn: (Designated officer).  
The Network may establish other postal addresses as the Network Board of Directors may designate or as the affairs of the Network may require from time to time.

Section 1.3 - **Goals and Purposes.** The Network shall be organized for all purposes permitted for an association of a non-profit entity (IWIRC) exempt from federal taxation under Section 501(c)(6) of the U.S. Internal Revenue Code of 1986, as amended, or the applicable similar law of any other country or political jurisdiction where the network is formed and located. The goals and purposes of the Network shall be to:

- A. develop a network of professionals and businesspersons in the network's applicable city, state, region, or country);
- B. promote women in restructuring-related professions;
- C. afford professional, social and educational opportunities for members, including networking and business development;
- D. enable IWIRC members to share interests, experiences, expertise and business opportunities with one another;
- E. facilitate regional links among other IWIRC networks and between IWIRC members;
- F. promote members' ascension to positions of influence within existing restructuring-related organizations, within their professional institutions, and with opinion leaders; and
- G. promote public awareness of issues relating to women in the insolvency and restructuring businesses and industries, including, but not limited to: i) the status of women in these professions; ii) the effective participation of women in the business of insolvency and restructuring and in all restructuring-related business and professional organizations; and iii) the mentoring of women in the insolvency and restructuring professions.

---

Section 1.4 - **International IWIRC Network Rules.** The Network shall comply in all respects with the Network Rules of Operation established by IWIRC, as amended from time to time.

Section 1.5 – **Relationship to IWIRC.** An IWIRC Network is a local chapter of IWIRC. The Network shall promote and advance the purposes set forth herein and aid in the advancement of the mission of IWIRC, as expressed in its By-laws, within an exclusive territory registered with and assigned by it. No activity of the Network shall directly or indirectly nullify or contravene any expressed policy or any act of IWIRC. In the event a network votes to dissolve in the manner set forth in Section 12.1, herein, and thereby ceases to be a network of IWIRC, such group shall forever discontinue the use of the name IWIRC, its logo and its intellectual property.

## Article II - Definitions

Section 2.1 – **Annual Meeting** – The term Annual Meeting shall be the annual meeting of the Network as set forth in Section 5.2 below.

Section 2.2 – **Board of Directors** - The term Board of Directors shall mean the Board of Directors of the Network.

Section 2.3 – **Director(s)** – The term Director(s) shall mean any member of the Board of Directors of the Network.

Section 2.4 - **IWIRC or IWIRC International.** The term IWIRC or IWIRC International shall mean the International Women’s Insolvency & Restructuring Confederation as organized under the laws of the State of New York on May 13, 1994 and approved by the IRS as a Section 501(c)(6) organization on June 19, 1998. All U.S.-based Networks are covered under IWIRC’s Group Exemption Code for non-profit status.

Section 2.5 – **IWIRC Board of Directors.** The term IWIRC Board of Directors shall mean the Board of Directors selected by the membership of IWIRC to be its Board of Directors as set forth in IWIRC’s By-laws, dated as of May 13, 1994, as amended.

Section 2.6 – **Members** The term Members shall mean the members of IWIRC who are fully paid members. Each Member will be determined automatically to be a member of the Network in his or her applicable city, state, region or country, or may select any such other Network as his or her primary Network.

Section 2.7 – **Officer(s)** – The term Officer(s) shall mean any Member of the Network that is serving as either the Chair or Co-Chairs, Vice Chair, Secretary, Treasurer or Past-Chair of the Network.

Section 2.8 - **Primary Affiliated Member** – The term Primary Affiliated Member shall mean each Member who selected the Network as their primary affiliation within IWIRC or was so assigned by virtue of applicable geography.

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## Article III - Membership

Section 3.1 – **Network Membership.** Membership in the Network shall be open to any person that is actively involved in insolvency and restructuring industries and subscribes to the purposes set forth in Article I of these Rules of Operation and the By-laws of IWIRC International. Qualifications for membership in the Network shall not be in addition to or vary from those of IWIRC International. All Network members must be members of IWIRC International.

Section 3.2 – **Network Affiliation.** The Network's members shall be comprised of those individuals who have selected it as their primary network in their IWIRC membership application, and who remain members in good standing of IWIRC. In the event a Network member relocates to another geographic area where there is another IWIRC Network, such member should notify the executive director of IWIRC International so that the member's change in Network affiliation change can be made.

Section 3.3 – **Additional Network Affiliation.** Members may be affiliated with more than one Network for purposes of receiving the secondary Network's e-mail notices, event invitations and other information distributed by the Network, and may be listed as a secondary member of the Network. Such secondary affiliations do not include the right to vote on secondary Network matters nor will the secondary Network(s) receive any dues rebate from IWIRC.

Section 3.4 – **Network Governance.** The Network's Board of Directors shall have authority to operate the Network within a structure sanctioned by the members. All such structures must be in accordance with the By-laws of IWIRC.

## Article IV - Dues

Section 4.1 - **Dues.** Every Member of the Network shall pay to IWIRC the fixed annual dues and any other assessments as determined from time to time by the IWIRC Board of Directors. The Network will not require, levy or collect annual dues or assessments to be paid to it by its membership in addition to the membership fee paid to IWIRC. Payment of membership dues to IWIRC entitles the member to affiliate with the Network of his or her choice. Affiliation with additional Networks is allowed for the purpose of receiving e-mail and other notices as set forth in Article III, Sec. 3.3 above.

Section 4.2 - **Failure to Pay IWIRC Dues.** Failure to pay dues to IWIRC within sixty days of the billing date shall result in termination of membership in both IWIRC and the Network. Membership in both IWIRC and the Network can be reinstated when all financial obligations have been paid in full to IWIRC.

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## Article V - Powers And Duties Of Members

Section 5.1 - **Powers.** Network Members who have chosen the Network as their primary affiliation shall have the power to (1) elect the members of the Network Board of Directors; (2) elect the officers of the Network, and (3) such other powers and rights as are vested in them by these Rules of Operation and the By-laws of IWIRC.

Section 5.2 - **Annual Meeting.** Each Network shall hold an Annual Meeting of the Network at least once a year, at such time and place as shall be determined by a majority vote of the Board of Directors of the Network. At the Annual Meeting, the Network will discuss and plan any upcoming events and any upcoming elections, certify prior election results and discuss or decide other matters necessary to carry on the goal and mission of the Network.

Section 5.3 - **Special Meetings.** Special Meetings of the Network may be held at any time when called by the Network Chair. Special Meetings of the Network may be called by the Secretary of the Network upon written application of at least five Primary Affiliated Members.

Section 5.4 - **Place of Meetings.** All meetings of the Network shall be held at such place within the location of the Network as shall be determined by the Network Board of Directors.

Section 5.5 - **Notice of Meetings.** Notice of the time and place of each meeting of the Network shall state the purpose of the meeting and shall be given by the Network to each Primary Affiliated Member by mail or e-mail at least fifteen days before the meeting addressed to the member's last known place of business, or if delivered by e-mail, to the member's last known e-mail address. Whenever notice of a meeting is required, such notice need not be given to any member if a written waiver of notice, executed by the member before or after the meeting, is filed with the records of the meeting or to any member who attends the meeting without protesting the lack of notice prior thereto or at the commencement thereof.

Section 5.6 - **Quorum.** At any meeting of the Network, a majority of the Primary Affiliated Members present (or by proxy or otherwise duly represented) and entitled to vote on any action proposed at the meeting shall constitute a quorum.

Section 5.7 - **Action by Vote.** Each Primary Affiliated Member in good standing at the time of the vote is entitled to vote, and shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by primary affiliated members present in person or duly represented shall decide any question, including election to any office, unless otherwise provided by law.

Section 5.8 - **Action by Writing.** Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if all Primary Affiliated Members entitled to vote on the matter consent to the action in writing, including consent by e-mail, and the written consents are filed with the records and minutes of the Network. Such consents shall be treated for all purposes as a vote at a meeting.

Section 5.9 - **Proxies.** Primary Affiliated Members may vote either in person or by written proxy dated not more than seven (7) days before the applicable meeting, which proxies shall be filed before being voted with the Secretary of the Network or such other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting, but the proxy shall terminate after the final adjournment of such meeting for which the proxy is applicable.

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## Article VI - Officers

Section 6.1 - **Enumeration.** The Officers of the Network shall be a Chair, a Vice Chair, a Secretary, a Treasurer, and the immediate Past-Chair. It shall be permissible for a Network to have Co-Chairs; provided, however, that not more than two (2) Officers may be Co-Chairs. The Board of Directors of the Network shall include, in addition to the Officers listed above, any other persons so determined by the Network to be appropriate, as set forth in Section 7.2, below. As all Members of the Network must be members of IWIRC, all Officers of the Network must be Members of IWIRC. For the sake of continuity, every officer's term of office shall be for two years.

Section 6.2 - **Powers and Duties.** The Network Officers shall have the power to and perform the duties customarily belonging to their respective offices, including the powers and duties listed below: **NETWORKS MAY MODIFY THE FOLLOWING DUTIES AND DESCRIPTIONS AS THEY DEEM APPROPRIATE.**

### A. **Chair.**

The Chair shall be responsible to the Board of Directors of the Network for the administration of the Network's affairs. The Chair shall be responsible for signing, on behalf of the Network, all agreements, and other formal instruments. In addition the Chair shall have the responsibilities of the office including:

- 1) Presiding at all meetings of the Network and the Board of Directors of the Network;
- 2) Appointing committee chairs upon consultation with the Board of Directors of the Network;
- 3) Appointing committee members whose selection is not otherwise provided for in these guidelines;
- 4) Serving as an ex-officio member of any committees except for the Nomination Committee;
- 5) Signer of checks prepared and signed by the Treasurer;
- 6) Reviewing the Network's Annual Report compiled by the Secretary;
- 7) Taking such other actions as are necessary and proper to implement the purposes of the Network and ensuring the Network is holding events and issuing communications in accordance with the guidelines established by IWIRC International; and
- 8) Attending the Annual Leadership Summit on behalf of the Network, or in the event the Chair cannot attend the Annual Leadership Summit, designating such other appropriate officer or director who will attend the Annual Leadership Summit on behalf of the Network.

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**B. Vice Chair.**

The Vice Chair shall:

- 1) Have primary responsibility for recruiting and development activities of the Network; this responsibility includes serving as the primary liaison between the IWIRC Board and the Network with respect to member recruitment and retention, leading a Network committee to identify and recruit financial sponsors within the Network geography, and other duties as deemed appropriate;
- 2) Perform the duties of the Chair in her absence;
- 3) Act in an advisory capacity to the Chair and perform such duties as may be delegated or assigned to her by the Chair or the Board of Directors;
- 4) Assume the office of a Chair automatically upon vacancy of the office during the term of the Chair; and in such event, the Vice Chair shall hold the office a) for the unexpired term if one year or less, or b) if the unexpired term is greater than one year, until a successor is elected to hold the office for the remainder of the unexpired term; and
- 5) Act as liaison between the Officers and Committee Chairs.

**C. Secretary.**

The Secretary shall keep records of all meetings of the Board of Directors and of the Network, and make a report thereon; issue calls and notices of Special Meetings of the Board of Directors and the Network; tally and record all votes and elections results, and perform such duties as may be delegated or assigned to her by the Chair or the Board of Directors. The Secretary shall be responsible for compiling the Network's Annual Report and submitting the Annual Report to IWIRC International by March 15<sup>th</sup> or the next business day if it falls on a weekend or Federal Holiday [the Annual Report template is available on the IWIRC website]. Unless a website committee is created for this purpose, the Secretary shall be responsible for providing updated information to IWIRC International so that the administrator of the IWIRC Website can insure that the Network web page on the IWIRC website contains current and accurate information.

**D. Treasurer.**

The Treasurer shall be in charge of all funds of any type. She shall render to the Board of Directors at the Annual Meeting, and whenever else it so requests, an accurate account of all sums received and disbursed during the preceding fiscal year and of all sums and funds which are not expended. In addition, the Treasurer shall:

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- 1) Approve payment of all verified bills;
  - 2) Maintain an itemized record in a permanent file of all receipts and expenditures and provide a written report of the same at each regular meeting of the Board of Directors.
  - 3) Provide an annual report of receipts and expenditures, and an annual budget once per year at the Network's Annual Meeting;
  - 4) Comply with the duties and obligations assigned by IWIRC;
  - 5) Establish and maintain a fiduciary bank account in the name of the Network or for the benefit of the Network at an appropriate financial institution as shall be decided upon by the Board of Directors; and
  - 6) Co-sign all checks with a Chair.

Section 6.4 - **Election and Term.** Officers shall be elected by a majority vote of the Primary Affiliated Members at the Annual Meeting of Network Members. Each Officer shall hold office for two years, or until her successor is elected and qualified or until she sooner resigns or is removed from office. Officers, with the exception of the Chair and Vice-Chairs, may hold up to three (3) successive terms of office. The Chair and Vice-Chair may only hold up to two (2) successive terms of office in that capacity.

Section 6.5 - **Resignation.** Any Officer may resign at any time by giving written notice of such resignation to the Board of Directors of the Network. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Board of Directors.

Section 6.6 - **Removal.** An Officer may be removed or suspended for cause by an affirmative vote of a majority of the Board of Directors then in office at a regularly scheduled Board of Directors' meeting or at a special meeting called for that purpose, provided that such officer is given at least thirty (30) days' notice of the proposed removal and the reasons therefore, and an opportunity to be heard at the meeting, and that notice of the proposed removal is given in the notice of meeting. In the absence of good cause shown, failure regularly to attend Board of Directors' meetings or failure to carry out the functions of the office shall constitute cause for removal. Except as excused for good cause shown, two absences from regular Board of Directors' meetings during any one term shall constitute failure to regularly attend Board of Directors' meetings.

Section 6.7 - **Vacancies.** The Board of Directors shall elect a successor if the offices of the Vice Chair, Secretary or Treasurer become vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term and in the case of the Vice Chair, Secretary or Treasurer, until her successor is chosen and qualified, or in each case until she sooner dies, resigns, or is removed from office.

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Section 6.8 – **Annual Leadership Summit.** Each year IWIRC conducts a leadership summit for its Officers, Directors and Network Chairs. Each Network is required to send at least one officer or director to the summit.

## Article VII - Board of Directors

Section 7.1 - **General Powers.** The business and affairs of the Network shall be managed by its Board of Directors.

Section 7.2 - **Number and Election.** Subject to the provisions contained in Article VI, the Network Board of Directors shall consist of the Officers of the Network, the Chairs of each of any committees created by the Board, the immediate Past Chair, and not less than two (2) additional Members. At any meeting, the Board of Directors may increase the number of Directors as it deems appropriate. The Board of Directors of the Network shall make an affirmative effort to ensure that the composition of the Board of Directors of the Network is representative of the membership in the proportion of attorney and non-attorney Directors. As all Members of the Network must be members of IWIRC, all members of the Board of Directors of the Network must be Members of IWIRC.

Section 7.3 - **Tenure.** Each elected Director shall hold office for a term of one year or until she dies, resigns or is removed. It is expected that members of the Board of Directors shall not serve for more than six (6) years.

Section 7.4 - **Resignation.** Any Director may resign at any time by giving written notice of such resignation to the Board of Directors. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Board of Directors.

Section 7.5 - **Removal.** A Director may be removed or suspended for good cause by an affirmative vote of a majority of the Board of Directors then in office at a regularly scheduled Board of Directors' meeting or at a special meeting called for that purpose, provided that such Director is given at least thirty (30) days' notice of the proposed removal and the reason therefore, and an opportunity to be heard at the meeting, and that notice of the proposed removal is given in the notice of meeting. In the absence of good cause shown, failure regularly to attend Board of Directors' meetings shall constitute cause for removal. Except as excused for good cause shown, three (3) absences from regular Board of Directors' meetings during any one term shall constitute failure to regularly attend Board of Directors' meetings.

Section 7.6 - **Vacancies.** Any vacancy on the Board of Directors, including a vacancy resulting from the enlargement of the Board of Directors, may only be filled by a majority vote of the Primary Affiliated Members attending a meeting called for such purpose. Despite the existence of one or more vacancies in their number, the Board of Directors shall have and may exercise all their powers and that vacancy shall reduce the number needed for a quorum.

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Section 7.7 - **Committees.** The Directors may, by a vote of a majority of the Directors then in office, establish one or more committees and delegate to any such committee or committees such powers as are necessary for the committee to carry out its functions, except those which by law or by the By-laws of IWIRC they are prohibited from delegating. Examples of committees include: program committee, membership committee, public relations/communications committee, community service committee, newsletter committee, website committee, and events committee. The Chair of any committee will be a member of the Board of Directors. The chair of a committee, with the approval of the Board of Directors, may appoint the members of any committee, and such members shall so serve at the pleasure of the Board of Directors.

Section 7.10 - **Annual Meeting and Regular Meetings.** The Board of Directors shall meet regularly, but in no event less than once a year. Meetings of the Board of Directors shall be held at such time and place as determined by the Board of Directors. At least one meeting a year must be held in person; other meetings may be held telephonically.

Section 7.11 - **Special Meetings.** Special Meetings of the Board of Directors may be held at any time when called by the Chair. Special Meetings of the Board of Directors shall be called by the Secretary upon written application of at least three (3) Members of the Board of Directors.

Section 7.12 - **Notice of Meetings.** Notice of the time and place of each meeting of the Board of Directors shall be given to each Director by mail, or e-mail address, at least fifteen (15) days before the meeting. Such notice shall be addressed to the Director at her usual or last known business mailing or e-mail address. If notice is given via e-mail, confirmation of said notice shall be retained by the Secretary. Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by her before or after the meeting is filed with the records of the meeting, or to any Director who attends the meeting without notice and without protesting prior thereto or at its commencement the lack of notice to her. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law.

Section 7.13 - **Quorum.** At any meeting of the Board of Directors, a majority of the Board of Directors then in office shall constitute a quorum.

Section 7.14 - **Action by Vote.** When a quorum is present at any meeting, a majority of the members of the Board of Directors present and voting shall decide any question, unless otherwise provided by law or by the By-laws of IWIRC.

Section 7.15 - **Action by Writing.** Any action required, or permitted to be taken, at any meeting of the Board of Directors may be taken without a meeting if all the members of the Board of Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 7.16 - **Presence Through Communication Equipment.** Unless otherwise provided by law, members of the Board of Directors may participate in a meeting of the Board of Directors by means of a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting. A conference among members of the Board of Directors by telephone or similar communications

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equipment by means of which all persons participating in the conference can hear each other at the same time may constitute a meeting of the Board of Directors if the same notice is given of the conference as would be required for a meeting, and if the number participating in the conference would be sufficient to constitute a quorum at a meeting.

## Article VIII – Nominating Committee/Election of Officers and Directors

Section 8.1 - **Composition.** The Chair shall appoint a Nominating Committee within three (3) months of the Annual Meeting of the Board of Directors. The Nominating Committee shall consist of at least three members of the Board of Directors, one of whom shall be the immediate Past Chair. The Nominating Committee will be chaired by the immediate Past Chair.

Section 8.2 - **Duties.** The Nominating Committee shall present nominations for the Officer positions listed in Article V, and for Director positions on the Board of Directors to the Board of Directors. Members of the Nominating Committee may be nominated for office, if the Nominating Committee deems such nomination to be in the best interests of the Network. The Nominating Committee shall (i) solicit nominations for Board of Director positions from Members by transmitting to each member a notice of vacancy in both Board of Directors and Officer positions; (ii) obtain a written summary of the qualifications of each potential nominee; (iii) prepare a slate of one or more names for each vacant office; and (iv) consider as part of the selection process, the Network's goal of diversity in geography (if applicable), practice area (e.g. attorneys and non-attorneys), ethnicity and life experience. The Nominating Committee will also consider in its deliberations, petitions received for an Officer or Board of Directors' position, when such petition is signed by five or more members and forwarded to the Nominating Committee no later than four (4) weeks prior to the Annual Meeting. All Officers and Directors must be Members of IWIRC in good standing and must consent to their nomination.

Section 8.3 - **Elections.** Elections for open officer and director positions shall occur once a year, as applicable to the positions that are open for election during the following year. After the Nominating Committee has presented the slate to the Board of Directors of the Network, and the Board has approved the Ballot, the Ballot will be submitted to all members of the Network. Only Members of the Network who are primarily affiliated with the Network may vote. Ballots shall be required to be returned to the Secretary of the Network in sufficient time for newly elected officers and directors to assume their positions at the next Annual Meeting.

## Article IX - Notice

Section 9.1 - **General.** Any notice required by these guidelines shall be deemed given as appropriate if by e-mail or regular mail so long as it has not been returned as having insufficient address (in whatever language this is noted). Said "return" of the notice shall place an affirmative obligation on the Secretary to make a reasonable attempt to find a better address to serve the notice or, if notice was given by e-mail, to then serve a "hard copy" of the notice by 1st Class Mail at the last known address. It is recommended, but not required, that the Secretary solicit confirmation of receipt of notice where major actions are being undertaken (e.g. an election, or amendment or approval of the By-laws).

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## Article X - Compensation; Personal Liability; Disclosure of Interest

Section 10.1 - **Compensation.** No Officer or Director shall receive any compensation for serving in such capacity. Members and Directors of the Board of Directors shall not be precluded from serving the Network in any other capacity and receiving compensation for any such services.

Section 10.2 - **No Personal Liability.** Unless otherwise provided by applicable law, the Members, Officers and Directors of the Network shall not be personally liable for any debt, liability or obligation of the Network. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Network, may look only to the funds and property of the Network for the payment of any such contract or claim, of for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them for the Network.

Section 10.3 - **Disclosure of Interest.** No Members, Director or Officer of the Network shall have any personal financial interest, direct or indirect, in any contract relating to the business conducted by the Network, or the furnishing of supplies to the Network, unless authorized by a concurring vote of two-thirds of the disinterested members of the Board of Directors, even though the disinterested members of the Board of Directors be less than a quorum, and provided that the material facts as to her interest in such transaction are disclosed or are known to the Board of Directors.

Section 10.4 – **Insurance.** IWIRC International maintains D&O insurance which covers the members of the International Board. IWIRC International has procured, effective January 1, 2012, liability a insurance which covers the International Board and the U.S. networks. IWIRC International recommends that individual network boards of non-U.S. networks review coverage options as applicable or necessary for their jurisdiction(s). As further protection, IWIRC International recommends that a standard waiver (which can be found on the website) be used for all events as part of registration.

If insurance is procured by a network on its own behalf, suggested minimum insurance includes:

- \$1,000,000/\$2,000,000 General Liability Insurance; to include hired and non-owned auto coverage.
- \$1,000,000 Directors & Officers Liability insurance; protects the Board of Directors, should they be named in a suit;
- Umbrella coverage if the network feels more comfortable with higher liability limits.

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## Article XI – Indemnification

Section 11.1 - **General.** The Network shall, to the extent legally permissible, indemnify each of its present and former Officers, Directors and agents against all expenses and liabilities which said persons have reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding in which said person may be involved by reason of being or having been an officer, director, employee or agent of the Network, such expenses and liabilities to include, but not limited to, judgments, court costs and attorneys' fees and the cost of reasonable settlements, provided no such indemnification shall be made in relation to matters as to which such persons shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that her action was in the best interests of the Network. The Network may reimburse said person for expenses incurred in defending a civil or criminal action or proceeding after conclusion of the action or proceeding and only to the extent that there are funds available to pay said costs and expenses. The Network shall have no obligation to reimburse any costs and expenses, and any criminal penalties, to the extent an Officer, Director or agent has been determined to be criminally liable by a court of competent jurisdiction. In the event that a settlement or compromise of such action, suit or proceeding is effected, indemnification may be had, but only if the Board of Directors shall have been furnished with an opinion of counsel for the Network to the effect that such settlement or compromise is in the best interest of the Network, and if the Board of Directors (not including the vote of any person seeking indemnification hereunder) shall have adopted a resolution approving such settlement or compromise.

The foregoing right of indemnification shall not be exclusive of other rights to which any Director, Officer or Member may be entitled as a matter of law.

## Article XII - Dissolution

Section 12.1 - **General.** The Network may, subject to applicable provisions of law, be dissolved by either (i) the affirmative vote of a majority of the Members voting, or (ii) at the discretion of the Board of Directors of IWIRC International, for the Network's non-compliance with its charter, these Rules of Operation and the By-laws of IWIRC. If a network is dissolved in accordance with Section 12.1(i), then upon such vote, notice by the Network to IWIRC must be provided immediately after such a vote for dissolution. A petition for dissolution may be filed by the Network in the appropriate state or national court, applying for the authority to dissolve the Network and to distribute its funds. On liquidation or dissolution of the Network, all properties and assets remaining, after providing for all debts and obligations, shall revert to IWIRC International or be distributed as otherwise required in accordance with the applicable law of the country or political jurisdiction where the Network was located, as determined by the Board of Directors or a court with jurisdiction over the dissolution.

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## Article XIII - Miscellaneous

Section 13.1 - **Fiscal Year.** The fiscal year of the Network shall begin on January 1<sup>st</sup> of each calendar year and end on December 31 such year.

Section 13.2 - **Receipt and Disbursement of Funds.** Funds of the Network shall be deposited in such bank accounts as established by the Board of Directors. In addition to the Treasurer, the Board of Directors may designate such other officers to receive and disburse all monies due and payable to the Network from any source whatsoever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefore.

Section 13.3 - **Compliance with Charter.** The Network, its Officers, Directors and Members will comply with the language of the Charter as submitted to the IWIRC organization on \_\_\_\_\_ (Date of formation) (see Attachment A) and adhere to the duties and obligations set forth by IWIRC regarding the conduct of the Network.

Section 13.4 – Use of IWIRC Logo. The IWIRC logo may be used by networks using the IWIRC Brand Identity and Usage Guidelines which can be found on the website and in the IWIRC handbook. The Logo may not be modified in any way.

## ARTICLE XIV - AMENDMENTS

Section 14.1 - **General.** These Rules of Operation may be amended at any Meeting of the Members by a two-thirds majority vote of the Primary Affiliated Members present and voting, provided that the proposed amendments have received prior approval by a two-thirds majority vote of the Board of Directors, and further provided that notice describing the proposed amendments has been given in writing or by e-mail to all members at least thirty (30) days in advance of meeting at which the vote will be taken. Amendments shall be effective immediately upon adoption. Any such amendments are not effective until such amendments have been reviewed and approved by the Executive Board of IWIRC International.

Submitted to IWIRC International this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

By: \_\_\_\_\_

(Name)

(Officer of \_\_\_\_\_ Network)

Approved:

IWIRC International

By: \_\_\_\_\_

(Name)

Its \_\_\_\_\_

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## Sample IWIRC Network Proposal

The following is a sample of a proposal to form an IWIRC Network. Other than compliance with the Rules of Operation which have been provided to you, and the By-Laws of IWIRC, you may include any other ideas or formats as you believe would be beneficial to your proposed network and its members.

### Re: Formal Proposal to be Chartered as an IWIRC Network

Dear IWIRC Board of Directors:

This letter constitutes the proposal for organization of the \_\_\_\_\_ Network.

1. The \_\_\_\_\_ Network (the “Network”) is committed to following each of the rules for IWIRC Networks. The Network will:
  - a. comply with all the laws, standards of ethics, and be non-discriminatory in word and deed.
  - b. always act in compliance with the goals and purposes of IWIRC.
  - c. use the IWIRC Logo and the name IWIRC in its written materials as described in the IWIRC By-Laws and Network Rules of Operation. Specifically, the Network will:
    - (i) only use the IWIRC Logo or name followed by a reference to the Network; the Network will not use the IWIRC Logo or name alone;
    - (ii) use the IWIRC Logo only with the Network’s name directly below the Logo (for example, the Network would place under the Logo the words “\_\_\_\_\_ Network”); and/or
    - (iii) use the name IWIRC only with a dash followed by the Network’s name (for example, IWIRC - \_\_\_\_\_ Network).
  - d. be operated on a not for profit basis.
  - e. have all its members, officers, directors and leaders be and remain members in good standing of IWIRC International.
  - f. elect officers and directors in accordance with the Network Rules of Operation
  - g. hold at least three (3) Network Events per calendar year, at least two (2) of which will be open to non-members as well as IWIRC members.
  - h. price Network Events so as to provide reduced rates to members and to account for Network overhead, administrative expenses, costs of soliciting members and promoting Network Events and other related costs.

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- i. organize and price all Network Events to break even.
  - j. obtain an employer I.D. number (for U.S. Networks), or the equivalent for non-U.S. Networks, and establish a fiduciary bank account in \_\_\_\_\_ Network's name or for the benefit of the \_\_\_\_\_ Network, ensuring that all funds paid by or on behalf of the Network will flow through this fiduciary bank account.
  - k. obtain prior approval for any Network Event for which the Network seeks funding from IWIRC International.
  - l. provide IWIRC with an accounting of income and costs for Network Events for which the Network has received funding from IWIRC International within thirty (30) days after such Network Event.
  - m. forward directly to the IWIRC Office all IWIRC membership forms or checks received, and not accept fees for IWIRC membership in the Network's name only.
  - n. send to the IWIRC Office after any Network Event a list of each person attending that event, which list will include each person's name, corporate or other affiliation, full address, telephone number and fax number, if available.
2. The \_\_\_\_\_ Network's designated geographic area is proposed to be \_\_\_\_\_.
  3. Attached is a list of (i) current IWIRC members who have committed to be members of the Network and (ii) persons who have committed to join the Network who are not current IWIRC members, but who will be submitting a paid membership application to IWIRC within the next fifteen (15) days: **Please list members and category.**
  4. The \_\_\_\_\_ Network's Program Plan for the coming twelve (12) month period and the activities the Network hopes to pursue are as follows (list at least three events): (**Below is an example Program Plan – yours may vary**)
    - a. The \_\_\_\_\_ Network will hold an organizational meeting on \_\_\_\_\_ in the \_\_\_\_\_ (proposed venue.) The event will be funded through \_\_\_\_\_.
      - (i) For this meeting, the Network will prepare a mailing list of potential members and send an invitation to the meeting. The Network's goal is to attract at least \_\_\_\_\_ members. The Network will prepare a directory of members and communicate such information to IWIRC. IWIRC will provide appropriate membership materials for the meeting.
      - (ii) At the meeting, the Network will propose the following IWIRC members in good standing to be the initial officers: **List of Officers and Titles.**
    - b. the second \_\_\_\_\_ Network program will be held in \_\_\_\_\_, and will include a speaker and a social component.

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- c. the third \_\_\_\_\_ Network program will be held in \_\_\_\_\_ in which there will be a featured topic and appropriate program content.
  - d. the \_\_\_\_\_ Network may also consider hosting an event in conjunction with \_\_\_\_\_.

I [We] respectfully request that IWIRC's Networks Chair present this proposal to the IWIRC Board and respectfully further request a determination respecting the proposal for official chartering of the \_\_\_\_\_ Network. The IWIRC members who are committed to be affiliated with the \_\_\_\_\_ Network are excited and enthusiastic about the Network and its possibilities.

If you have any questions concerning this proposal or should further information be required, please call me at *[insert telephone number]*.

Very truly yours,

# **3. Technology Instructions for Networks**

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## Setting up Events under Eventbrite Application Through the IWIRC Website

Eventbrite allows networks to create their events and invitations, collect and track fees and will automatically load the event onto the IWIRC “event” list on the homepage as well as on your network page. It is very easy to use. Please note, you MUST use this system to set up your event to include it on the website, even if you just have a link to another invitation or document through eventbrite.

- Go to [www.eventbrite.com](http://www.eventbrite.com)
- Login with your [iwirc-----@yahoo.com](mailto:iwirc-----@yahoo.com) address, and password (contact IWIRC headquarters at 434-939-6002, [sbedker@iwirc.com](mailto:sbedker@iwirc.com) if you do not know your network’s yahoo account and/or password).
- Click on “Create an Event”
- Follow the steps on the screen to setup you event. Note you can upload the IWIRC logo or another graphic if you want and change the background/color of your event.
- Mark the event as “private” so it does not show up on general event searches by the general public.
- Even if you are not collecting fees, you need to set up a “free” ticket in step 2.
- If you are charging a fee, you can set up different ticket amounts. For example, IWIRC Members and IWIRC Non-Members.
- When you use the system the first time for a pay event, you will need to set up the account information for the transmission of the funds after the event if you are not using an already established paypal account.
- Under the ticket sales, if you have fees for your tickets, click on “show” where it says “advanced options”. You can elect to have the charge fees added to the ticket price or included in the price you select. The system will calculate the fees on per ticket level before you go “live”. We would suggest that you include the fee when you are setting the price for simplicity sake.
- If your network already has a paypal account you can link it to eventbrite to process the payments. If you use the eventbrite system rather than paypal to collect payments, the fees are smaller, BUT eventbrite “collects” all the fees and remits payment to your bank account 3 days after the event, rather than having the payments go immediately into your account. As most network invites are sent out just 2-3 weeks before an event anyway, I would recommend just using the eventbrite system. If you hold an event that has no charge, the system is free to use. For charges, the fees are listed in eventbrite as below. The prices are reasonable and we believe that the convenience will be of great benefit to networks. Fees only apply when you make a sale.

- 
- Using the “Advanced Options” under the ticket section, you can calculate the costs BEFORE making your event go live to see what the total fees are and to ensure that you have the fees calculated as you would like, either as an additional fee to the attendee or built into the total price.
  - After the event is posted, in about 15 minutes, it will automatically appear under the “Event” tab, as well as on your network page. The homepage will list the next 5 upcoming events with the oldest dropping off after they have occurred.
  - Events will disappear from the IWIRC website once sold out, other networks have suggested making a fictional “expensive” ticket on eventbrite to keep events on their Network’s page.

If you need to collect more details with a registration, you can do the following Go to **Manage**

- Under **Registration**, go to **Collect Custom Information**
- Select **Collect Information Below for each attendee**
- In the right hand column, add any custom questions that you might like to add (i.e., first time attending a network event, golf clubs needed, are you interested in learning about membership)

*Please Note: In order to link your event to the IWIRC website event feed:*

- *Your event must be live (not a draft or in the past)*
- *There must be tickets available for purchase. The event can be sold out, but there must be at least one kind of ticket created under the event*

You may choose to use a site that links to eventbrite called mailchimp, which allows for greater flexibility in designing invitations and managing your invitation lists. To link the two, you just need your API code, which can be found under your account information in eventbrite.com.

Any questions, please contact IWIRC Headquarters at [sbedker@iwirc.com](mailto:sbedker@iwirc.com) 434-939-6002.

(Updated 12/4/2019)

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## Photo Uploading Instructions to Network Pages on the IWIRC Website

- Go to [www.flickr.com](http://www.flickr.com)
- Sign in using your iwirc-----@yahoo.com account, and your password (contact IWIRC headquarters if you do not know your network's yahoo account or password at 434-939-6002, [info@iwirc.com](mailto:info@iwirc.com))
- Choose "upload your photos", follow the instructions to upload the photos you want to send to your network's page on the website.
- Don't forget to add tags and captions as those will carry through to the IWIRC site.
- Create a "set" through flickr for each album you want to download onto the site.
- Go to the IWIRC site, [www.iwirc.com](http://www.iwirc.com)
- Login to your account (any member designated as a network board member can upload photos or make changes to your page)
- Go to the "Resources" tab and select "Photo Albums"
- All the photo albums already posted will show up, with a yellow box that says "+Create New Content", click on that box.
- Select "Network Photo Album"
- Your network should automatically show up in the network field.
- Fill in the title, date, teaser (this is a description of the photos, i.e. A wonderful time was had at the D.C. network wine tasting!). You can also add a longer description in the album summary box.
- **THE FIRST TIME** you load photos, enter your network flickr account, iwirc----- (contact IWIRC headquarters if you do not know your network's flickr account at 434-939-6002, [lmusselman@iwirc.com](mailto:lmusselman@iwirc.com)). Once you have uploaded your first album, this field should automatically fill in for subsequent postings.
- Click on "Load Albums". The system will then automatically upload all sets that have been created under your flickr account and you can then select which album you want to include.
- The system will then automatically load your album to be accessed through your page and through the general photo album-that's it!

Prepared March 23, 2011 by Shari Bedker, IWIRC Administrative Director (Updated 7/25/2014)

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# Adding Content Instructions for IWIRC Website to Network Pages

- Only Network Chairs or Board members can add content
- Before adding content to a Network you must login

## News

- To add an Announcement
- Click the News link in your Network page
- Click the “Create new content” button
- Select Network Announcement
- Add the title of the Announcement
- Add the date of the Announcement
- Add a teaser, a brief description or detail about the Announcement
- Add the Announcement
- Click Save

Link to video: <http://screencast.com/t/lXZiqmx0ch>

## Photos

- To add a Photo Album
- Click the Photos link in your Network page
- Click the “Create new content” button
- Select Network Photo Album
- Add the title and the date
- Add a teaser, a brief description or detail about the photo album
- Enter your flickr account name then click “Load Albums”
- Select an album
- Add in the any description or detail about the photo album
- Click Save

Link to video: <http://screencast.com/t/0vK2j7JZ4>

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## Sponsors

- To add a Sponsor
- Click the Sponsors link in your Network page
- Click the “Create new content” button
- Select Network Sponsor
- In the title: add the company name
- Add the date
- Select the Sponsor Level
- Add the Sponsor’s Name
- Add the Sponsor’s Logo, click browse and select the logo file (see specs below)
- Add the Sponsor’s website link
- Add the Sponsor’s Company Summary
- Click Save

Link to video: <http://screencast.com/t/iSwsidWoCe>

## Resizing Sponsor Logos

The logo specs for the Sponsors logos are listed below:

- File Size: 200 pixels wide x 120 pixels high
- Resolution: 72 pixels/in
- File Type: RBG jpeg

You’ll need an image editing application to resize the logos. For PCs Paint.net works well and it’s free, you can download it: <http://www.getpaint.net/>

Link to video on how to use Paint.net to resize the sponsor logos, <http://screencast.com/t/1bU7LdPO1I>

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## IWIRC Network Logo Design Policy (Updated March 2014)

IWIRC Networks may design their own logos to use for local marketing, but the following guidelines must be followed:

1. The Network logo must specifically identify itself as “IWIRC [applicable local] Network”
2. The E-Board must sign off on the logo before it can be used by the Network. Please send the prototype of the logo to the Executive Director (Shari Bedker at sbedker@iwirc.com) who will send for the logo to the E-Board for approval. The Executive Director will notify the Network of approval or any changes that the E-Board requests.
3. Everything printed or published on-line must also have the official IWIRC International logo on it in addition to the Network specific logo.

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## Samples of Logos from New IWIRC Networks



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# Top Ten Ways to make IWIRC's Website Work for Your Network

## For your NETWORK:

- Did you know that you can upload your own Network documents to your Network's page?  
***When on your Network's page, click news then "create new content"***
- Exporting your members is easy through the [Network report tool](#)  
***You can narrow down results by choosing active, inactive or members who have chosen your Network as an alternate Network*** (You must be logged into the site to view the IWIRC Network Report Tool)
- Planning an event? Use Eventbrite to have your event shown on the IWIRC website.  
***Access directions on how to create an event through Eventbrite [here](#)***
- You can access the list of all current and archived IWIRC events [here](#)  
***Need an idea for an event to host? This is a great place to brainstorm!***  
(You must be logged into the site to view the IWIRC Archived Events)
- Do you want to showcase your Network's sponsors? Add them to the [sponsor portion](#) of your Network's page  
***When on your Network's page, click sponsors then "create new content"***
- When board membership changes, be sure to email [jcudahy@iwirc.com](mailto:jcudahy@iwirc.com) so the changes will be reflected on your Network's page
- Do you need a grant for your Network event? Access the [Network Grant Request Form](#) through the Network Tools page.
- Did you know IWIRC has a quarterly newsletter? You can access it [here](#)  
***This is a great way to see what is going on in other networks and promote YOUR Network too. Don't forget to take pictures!***
- Annual reports are due from each Network in April. You can find a sample of an [annual report template here](#)  
***Please note if we do not receive your annual report by the due date, you will not receive your network's rebate check (this excludes PacRim)***
- You can access [IWIRC's logo](#) on the Network Tools page and create a logo for your Network too!  
***Please see the [Logo Design Policy](#) when creating your Network's logo***

## **4. IWIRC Policies**



## IWIRC Privacy Notice (as of May 21, 2018)

In light of the new EU General Data Protection Regulation 2016/679 (GDPR), which will take effect on May 25 2018, the International Women's Insolvency & Restructuring Confederation ("IWIRC") has devised this policy to explain how we collect and use the data we obtain about you and incidental matters.

IWIRC is the data controller of your data, which means that we are legally responsible for how your data is collected and used. Your privacy will be respected by us and we will protect all of your personal data that we process. All such personal data will be processed in accordance with applicable data protection laws.

IWIRC values individual privacy and we want to give our website visitors the opportunity to know what information we collect about them and how they can limit the use of personally identifiable information beyond the purposes for which they first provided it.

*At all times, however, IWIRC reserves the right to disclose information where required by law or to comply with valid legal process (such as a search warrant, subpoena or court order), to protect IWIRC's rights or property, including without limitation in the event of a transfer of control of IWIRC or substantially all of its assets, or during emergencies when safety is at risk.*

Whenever we change our policy, we will give reasonable notice by posting a notice on our home page. Since these policy change notices last only for a limited time, however, you should check this Privacy Policy regularly to see if there have been any changes. To view our Privacy Policy at any time go to [www.iwirc.com](http://www.iwirc.com).

### The Types of Data We Collect

We collect certain personal data about you. This "personal data" is data that can be used to identify you or that we can otherwise link to you ("Data").

We collect Data that you voluntarily provide to us, for example when you communicate with us via email or other channels, when you sign up for membership, or ask us to send you newsletters, alerts, or other materials; and when you sign up for an event. The Data we collect includes your name, postal address, e-mail address, job title and business affiliations, professional experience, birthdate (for statistical purposes only) and, in some cases, your private phone number, postal address and e-mail address.

In some cases your personal data has been supplemented by information retrieved from other sources, including searches via publicly available search engines, sector-specific newsletters, social media or an employer's website, for the purpose of confirming your current professional position.

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## How We Use the Data We Collect and Store

We use the personal data we collect for communication and information purposes, including:

- To send you newsletters.
- To send you invitations to events, including but not limited to conferences, seminars and social events.
- To maintain and update our list of contacts and membership.
- IWIRC collects information from its members (including names, addresses, business phone numbers, business fax numbers, and email addresses) for inclusion in a membership directory. Access to directory information is available on IWIRC's website. Members can opt-out of being listed in the online directory by contacting IWIRC at [info@iwirc.com](mailto:info@iwirc.com).
- IWIRC also collects information from attendees of its conferences (including names, addresses, business phone numbers, business fax numbers, and email addresses). It provides names and mailing addresses to conference attendees

We do not sell, hire out or distribute in a downloadable format your Data to any third party.

We may share information in limited circumstances to IWIRC leadership, committee chairs and members strictly for the above-listed IWIRC purposes.

## Our Basis for Using Your Personal Data

When processing Data for the purposes explained in this policy, the legal basis we rely on is the pursuit of our Association's legitimate interests in maintaining business relationships and communicating with you as an existing contact about our operations and our events (for example, because we have worked together, or you have taken part in one or more of our events). We consider that those legitimate interests are in keeping with the law and respect the legal rights and freedoms of our business contacts.

Nevertheless, if you decide not to receive our emails for the purposes explained, you may unsubscribe by simply clicking on the unsubscribe link. If you choose to unsubscribe, we will cease to send you such communications and invitations as mentioned above. The Data will be processed only for the purpose of our business relationship.

Similarly, you will have the opportunity to exercise your right of unsubscribing at any time in the future when you receive future communications from us.

## How We May Share the Data We Collect: International Transfers

Only the people who need to process the Data for the purposes mentioned above have access to your Data.

We may need to share your personal data with our committees/members abroad, e.g. so that certain communications and invitations from these offices can also be sent to you. We may also need to allow our suppliers and sub-suppliers access to your personal data when they perform services on our behalf, mainly to maintain and support our IT systems.

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Any transfer of data outside the EU/EEA is made in line with the applicable data protection laws. Our international transfers of Data (including transfers to our international offices outside the EU/EEA) are based on the EU Commission's standard contractual clauses.

## **How Long We Will Keep Your Data**

Your Data will be retained for the specified purposes mentioned above only for so long as you are a business contact of ours. As mentioned, every time that we email you, you will have the opportunity to unsubscribe if you no longer wish to receive communications and invitations from us, clicking on unsubscribe link on the bottom of each email.

## **Your Choices and Rights**

We welcome your enquiries and comments. You have the right to know what Data we process about you and you may request a copy. You are also entitled to have incorrect Data about you corrected and you may in some cases ask us to delete your Data altogether.

You can also object to certain Data about you being processed and request that processing of your Data be limited. Please note that one consequence of the limitation or deletion of your Data may mean we will be unable to provide the communications and invitations described above. In specific cases, you also have the right to receive your Data in a machine-readable format and have the Data transferred to another party responsible for data processing.

## **Security Measures to Keep Your Data Safe**

We adopt appropriate technical and organizational security measures to protect your Data against loss and to guard against access by unauthorized persons, such measures including the implementation of secure private connections (VPN connections).

## **Data Integrity and Security**

We use state-of-the-art technology to keep any information you provide as secure as possible. All IWIRC employees must abide by IWIRC's Privacy Policy. Staff and Consultants who violate our privacy policies are subject to disciplinary action, up to and including termination.

## **Cookies & Computer-Related Information**

As is true of most websites, some information is gathered automatically and stored in log files. This information includes Internet Protocol (IP) addresses, hardware or software information including browser type and language, Internet Service Provider (ISP), referring and exiting pages, operating system and date/time stamp.

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We also use your IP address, cookies, tags, click-throughs and other technologies to track user behavior on our Sites and to make usability improvements. Cookies are also used to maintain user session identity, and, in some non-member areas, to store your username and password locally for ease of access.

“Cookies” are small pieces of information that are stored by your browser on your computer’s hard drive for use either during a particular session or for future use. IWIRC only uses cookies to facilitate automated activity, store and track passwords and review navigation patterns. Cookies cannot access any other file on your computer. Cookies created by one site will only work with that specific site. Data generated by cookies and related databases will be used only in aggregate form for the purpose of improving the site and site-related services. Most Web browsers automatically accept cookies, but if you prefer, you can edit your browser options to block them in the future.

A unique number called an IP address identifies every computer on the Internet. Each time you connect to the Internet your machine is assigned an IP address. An IP address is a number that identifies each sender or receiver of information that is sent in packets across the Internet. We may use your IP address to help diagnose problems with our server and administer our web site.

“Tags” refer to scripts that are used to track a visitor’s activity on our Sites by web analytics software. A visitor’s activity is anonymous if he/she is not logged in. If she/he has logged in using their username and password, additional information is passed through these tags. Tags are used for, but not limited to, determining effectiveness of the Sites design, information architecture, and consumption of information and services provided via the Sites.

In some of our email messages distributed by IWIRC, specific information on recipient response is collected through “click-through URLs”. Click-through URLs are linked to content locations on the IWIRC website to collect specific information regarding what the user does with that email purposes of analyzing areas of interest, improving our products and enhancing the usefulness of our Sites for IWIRC members and other visitors. Other information collected through this tracking feature includes: email address of the user, date and time of the user’s click, a message number, user ID and a destination page. We use this data to determine interest in specific topics and measure the effectiveness of our communications. This information is not sold or distributed outside of the IWIRC in any other manner. If you prefer not to be tracked in this way, you should not click text or graphic links in the email messages.

## **Children’s Privacy**

IWIRC’s website is intended for adults. IWIRC does not knowingly collect personal information from children under the age of 13. If IWIRC obtains knowledge that it has personally identifiable information about a child under 13 in retrievable form in its files, IWIRC will delete that information from our existing files.

## **How to Contact Us**

If you have any questions about how we process your personal data, please feel free to contact our Administrative Office at [info@iwirc.com](mailto:info@iwirc.com), or by telephone 434-939-6002.



## IWIRC Travel Stipend Protocol

Travel stipends are available to IWIRC board of directors, network chairs and other IWIRC members who are materially participating in an IWIRC official event, including but not limited to the Spring Conference, the Fall Conference, and the Leadership Summit (the “Event”) and can demonstrate need. Materially participating means among other things, being a moderator or member of a panel, or attending a meeting of the board of directors or a meeting of the network chairs.

### Terms

1. The travel stipend is to be used only for the reimbursement of travel expenses;
2. Travel expenses must not be reimbursed by your employer or another third-party funding source;
3. You must be a board member, network chair, and/or representative of the network and materially participating in the Event to be eligible for the travel stipend;
4. Conference fees and optional events are to be paid at stated rates in Event registration materials;
5. There is a maximum of one stipend per person per year, unless otherwise determined by the Executive Board;
6. Travel stipends request are to be submitted prior to the Event;
7. Approved travel stipends will be paid following the Event, upon confirmation of attendance at the Event and submission of applicable travel expenses that have not been reimbursed by an employer or third-party funding source;
8. The amount of the travel stipend is based on location and the duration of the airline portion of the travel as set out below:
  - a. Up to 6 hours flight time: \$250 (60 people, total \$15,000)
  - b. 6-10 hours flight time: \$750 (5 people, total \$3,750)
  - c. More than 10 hours of travel time: \$1,250 (8 people, total \$10,000)
9. Stipend amounts will be subject to an annual cap that is set in conjunction with the annual budget. The annual caps for 2018 are as follows:
  - a. Up to 6 hours flight time: \$15,000 (60 people)
  - b. 6-10 hours of flight time: \$3,750 (5 people)
  - c. More than 10 hours of flight time: \$10,000 (8 people)

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## Process

If your expenses will not be fully covered by your Institution and you would like to request a travel stipend, please complete and return the Travel Stipend Request Form to IWIRC Administrative Director, Shari Bedker, sbedker@iwirc.com. Your request will be submitted to the IWIRC Executive Board for consideration.

If approved, upon confirmation of attendance, completion of travel and submission of proof of travel and expenses, the Administrative Director will arrange for payment of the stipend within two weeks of the receipt of the proof of travel.

# IWIRC Travel Stipend Request Form

\*\*\*Only one stipend per person per year is permitted, unless otherwise determined by the Executive Board.\*\*\*

Contact Information	
Name:	
IWIRC Position:	
Firm:	
Address:	
Email:	
Phone Number:	

Amount Requested
<ul style="list-style-type: none"><li>• Up to 6 hours flight time - \$250</li><li>• 6-10 hours of flight time - \$750</li><li>• More than 10 hours of flight time - \$1,250</li></ul>

Event Requested For
<ul style="list-style-type: none"><li>• Annual Spring Conference, Washington, D.C.</li><li>• Leadership Summit, Philadelphia</li><li>• Annual Fall Conference, San Antonio</li><li>• Other (please provide additional details)</li></ul>

If Approved, please
<ul style="list-style-type: none"><li>• Mail a check to:</li></ul>
<ul style="list-style-type: none"><li>• Send a wire transfer IBAN or Bank Account Number: _____ SWIFT Code: _____ Name of Account Holder: _____ Address of Account Holder: _____ _____</li></ul>

I certify that I am not receiving 100% reimbursement from my employer or other third-party funding source for my travel expenses.

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

# Proof of Travel and Receipts (please print or type)

Before submitting request, please refer to IWIRC's Travel Stipend Policy above. Copies of receipts are required for all expenses.

Personal Information		
Name (please print)	Date of Stipend Request:	Date of Proof Submission:
Make check payable to (if other than above):		
Address:		
City:	State:	Zip:
Phone:	Dates of Travel:	
Location of program/meeting		
Name of program/meeting		

Transportation			
Airline or Train Carrier (maximum \$650)			
Class of Service			\$
Use of personal automobile	Miles at the applicable rate per mile (\$.54) =		\$
Hotel			
Dates of Stay:			\$
Parking Expenses:			\$
(Subtotal A)			\$
Ground Transportation			
Date	To	From	Daily Total
			\$
			\$
			\$
			\$
			\$
			\$
Total for Ground Transportation (Subtotal B)			\$
Total Expenses C (A + B)			\$
Less Total Paid by Employer or other Third-Party			\$
Out of Pocket Net Expenses			\$
<b>Total Stipend Approved</b>			<b>\$</b>

I incurred the expenses described above for the purpose stated, and I have attached receipts for all claimed expenses. I certify that this request is correct to the best of my knowledge.

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

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# Network Event Grant Request Policy

## (as of October 2018)

### IWIRC Network Grant Request Protocol

Network grants are available to Networks in the following circumstances (i) new Network signing bonus; (ii) Regional or Multiple Network events; and (iii) Network recruiting events provided the Network(s). While it is expected that such events will be funded by the Network(s) themselves, IWIRC International has earmarked money in its budget to supplement the funding provided by the Network(s), provided need is established.

#### TERMS OF USE

1. Network grants are available in the following circumstances:
  - a. New Network signing bonus in the amount of \$500
  - b. Regional or Multiple Network Events
  - c. Recruiting Events
2. Regional or Multiple Network events are defined as an event involving more than one IWIRC Network or partnering with another relevant professional organization.
3. Recruiting Events are defined as events specifically aimed at increasing the membership of a Network by at least 10%.
4. Grant requests must be accompanied by a grant application form and submitted at least thirty (30) days in advance of an event.
5. Grant requests cannot be used to fund more than 50% of any event and the specific amount of funding available for any Event is subject to Executive Board discretion.
6. Absent a showing of need, approved grant requests will be paid after the event upon receipt of an event accounting of income and costs for the Network event.
7. For events held in conjunction with another organization such as ABI or TMA, all events must be pre-approved by the Regional Programming Director before being planned. As a reminder, all IWIRC events must be held before or after such conference or during a period of time when the conference does not have events scheduled.
8. Decisions on grant requests will be made by the Executive Board and relayed to requesting Network(s) as soon as possible.

# IWIRC Network Grant Request Form

Contact Information	
Hosting Network(s):	
Network Contact:	
Firm:	
Address:	
Email:	
Phone Number:	

Grant Requested	
<ul style="list-style-type: none"> <li>• New Network Signing Bonus (\$500)</li> <li>• Multiple Network Event</li> <li>• Network Recruiting Event</li> </ul>	
Amount Requested:	

Event Description	
Title of Event:	
Date of Event:	
Event Venue:	
Detailed Description of Event:	
Anticipated Number of Attendees:	
Professions Represented:	
Total Budget for Event:	
Sources and Amounts of Funding for Event:	
Other Event Details:	

If Approved, please	
<ul style="list-style-type: none"> <li>• Mail a check to:</li> </ul>	
<ul style="list-style-type: none"> <li>• Send a wire transfer</li> </ul>	
IBAN or Bank Account Number: _____	
Swift Code: _____	
Name of Account Holder: _____	
Address of Account Holder: _____	



# International Women's Insolvency & Restructuring Confederation Document Retention Policy

(approved and adopted March 13, 2018)

## Record Storage Procedures

### 1. Organization of Records.

In order to facilitate administration of this Policy, where practicable, IWIRC's records should generally be organized and stored according to the general categories set forth in the attached Record Retention Schedule. Categories of records not specifically addressed in the Record Retention Schedule may be stored in a manner that best facilitates the efficient administration of IWIRC's operations. Records within each category should generally be organized and stored in chronological order or by time period (e.g., by month or year) or alphabetically by last name as appropriate to the type of record.

### 2. Dating of Records.

Categories of records not required to be retained on a permanent basis (according to the Record Retention Schedule) should be conspicuously dated, to the extent feasible, to enable such records to be easily identified for destruction at the end of the record retention period recommended in the Record Retention Schedule.

#### a. Confidentiality of Records.

Records containing privileged and/or confidential information should be labeled and/or stored in a manner to restrict access to the affected persons and/or other individuals with authorization to view such records. Unless record destruction has been suspended, once records have been retained for the applicable period, arrange for such records to be securely transported to a destruction facility at which the records should be properly destroyed so they cannot practicably be read or reconstructed.

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**b. Electronic Mail.**

The retention period for e-mail depends upon the subject matter of the e-mail. If an e-mail constitutes a record covered by the retention periods identified in this Policy, the e-mail should be transmitted to the Records Retention Administrator, who shall be responsible for printing the email in hard copy and filing or saving to an archive folder for electronic storage as appropriate to the type of record. IWIRC understands that the email policies of employers of affected persons may periodically cause the deletion of e-mails from user mailboxes and from the server. Therefore, affected persons should promptly and diligently save and transmit to the Records Retention Administrator any e-mail that constitutes a record subject to retention under this Policy.

**c. Electronic Storage System.**

Subject to the approval of IWIRC's Board of Directors, the Records Retention Administrator shall be authorized to develop and implement a system for maintaining IWIRC's books and records via an electronic storage system that either images hardcopy records or transfers computerized records to electronic storage media (e.g., hard drives, storage area networks or optical media, such as CDs, DVDs).

**d. Temporary Records.**

Temporary records include reminders, to-do lists, and initial drafts of the records outlined in the Record Retention Schedule. Temporary records can be destroyed or permanently deleted once a draft has been finalized or a project file closed, provided there is no business reason to retain the draft. Nevertheless, if a draft is circulated to further the negotiation of a contract or sale, it should be retained for 3 years beyond the life of the relevant agreement.

**Document Destruction Procedures**

Once records have been retained for the applicable period set forth in the Record Retention Schedule, they should be prepared for destruction in the manner prescribed by the Records Retention Administrator, unless the Records Retention Administrator has suspended the destruction of any records in accordance with Section 7. All records not necessary for legal and business reasons should be destroyed in order to reduce the high cost of storing, indexing, and handling the large number of documents (including electronic records) that would otherwise accumulate. Document destruction is also appropriate to avoid confusion and mistakes arising from use of drafts, initial notes, and preliminary computations that are superseded by a subsequent or final work product.

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## **Suspension of Record Disposal or Destruction in Event of Litigation or Claims**

In the event any IWIRC agent, officer, director, or employee reasonably anticipates or becomes aware of a governmental investigation or audit concerning IWIRC or the commencement of any litigation against or concerning IWIRC, such person shall promptly inform the Records Retention Administrator and IWIRC's Chair, and any further disposal or destruction of documents shall be suspended until such time as the Records Retention Administrator, after consultation with the Chair and the approval of the Executive Committee, determines otherwise. The Records Retention Administrator shall take such steps as are necessary to promptly inform affected persons of any suspension in the disposal or destruction of documents.

## **Confidentiality and Ownership**

All records are the property of IWIRC, and affected persons are expected to hold all business records in confidence and to treat them as IWIRC assets. Records must be safeguarded and may be disclosed to parties outside of IWIRC only upon proper authorization. Any subpoena, court order, or other request for documents received by affected persons, or questions regarding the release of IWIRC records, must be promptly sent to IWIRC's General Counsel and the General Counsel shall be consulted prior to the release of such records. Any records of IWIRC in possession of an affected person must be returned to the Records Retention Administrator upon request or termination of employment.

## **Certificate of Adoption**

The foregoing Record Retention and Destruction Policy was adopted by the Board of Directors of IWIRC on the XXXXXX.

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## Record Retention Schedule

The Record Retention Schedule is organized into the following categories:

- A. Accounting and Finance
- B. Case Records – network records organized by networks
- C. Contracts
- D. Contribution and Gift Records
- E. Corporate Records
- F. Correspondence and Internal Memoranda
- G. Employee Benefit and Retirement Plan Documents
- H. Grant Records/Network Rebates/Stipends
- I. Insurance Records
- J. Legal Files and Papers
- K. Membership Records
- L. Miscellaneous
- M. Payroll Documents
- N. Personnel Records
- O. Programs & Services Records
- P. Property Records
- Q. Tax Records

## A. Accounting and Finance

Record Type	Retention Period
Accounts Payable Ledgers and Schedules	7 years
Accounts Receivable Ledgers and Schedules	7 years
Annual Audit Reports and Financial Statements	Permanent
Annual Audit Records (including work papers and other documents that relate to the audit)	7 years after completion of audit
Annual Plans and Budgets	7 years
Bank Statements and Canceled Checks	7 years
Checks (for subjective dollar amounts, payments or purchases)	Permanent
Check Requests to Treasurer above threshold (for vendors or reimbursements)	7 years
Credit Card Records (documents showing purchaser credit card number)	3 years
Duplicate Deposit Slips	2 years
Expense Reports (for employees, agents, officers, directors, Fellows)	7 years
Expense Analyses/Expense Distribution Schedules	7 years
General Ledgers	Permanent
Interim Financial Statements	7 years
Internal Audit Reports	3 years
Inventories of Products, Materials and Supplies	7 years
Investment Records	7 years after sale of investment
Invoices (to Fellows or customers, from vendors)	7 years
Journal Entry Support Data	7 years

## B. Contracts

Record Type	Retention Period
Contracts and Related Correspondence (including any proposal that resulted in the contract and all other supportive documentation)	7 years after expiration or termination

## C. Contribution and Gift Records

Record Type	Retention Period
Appraisal Documents and Related IRS Forms (e.g., IRS Form 8283)	7 years after contribution
Donor Gift Agreements (or other documents evidencing terms of gifts)	Permanent
Other Correspondence with Donors	3 years
Records of Contributions (e.g., Sponsors, other donor receipts)	Permanent

## D. Corporate Records

Record Type	Retention Period
Corporate Records (minutes books, minutes and resolutions of the Board of Directors, Regents and committees; list of Board of Directors and Network Chairs; list of Members ; corporate seals; articles of incorporation and amendments; bylaws and amendments; annual corporate reports)	Permanent
Licenses and Permits	Permanent

## E. Correspondence and Internal Memoranda

Most correspondence and internal memoranda should be retained for the same period as the document they pertain to or support, e.g., a letter pertaining to a particular contract would be retained as long as the contract is retained. Correspondence and internal memoranda that support a particular project or grant should be kept with the project/grant and take on the retention time of that particular project/grant file. Correspondence or memoranda that do not pertain to documents or projects having a prescribed retention period, or correspondence or memoranda pertaining to routine matters and having no significant lasting consequences, should be discarded within two (2) years.

Record Type	Retention Period
Correspondence (legal and important matters)	Permanent
Correspondence (other, e.g., with vendors)	2 years

## F. Employee Benefit and Retirement Plan Documents

Record Type	Retention Period
Employee Benefit Plans and Records	Permanent
Retirement and Retention Plans	Permanent

## G. Grant and Pro Bono Award Records

Record Type	Retention Period
Original Grant Proposal/Application (with supporting documentation and related correspondence)	7 years after completion of grant period
Grant Agreement and Amendments	7 years after completion of grant period
Final Grantee Reports, Both Financial and Narrative	7 years after completion of grant period
Documentation/Correspondence Concerning and Evidencing Returned Grant Funds	7 years after completion of grant period
All Pertinent Formal Correspondence Including Opinion Letters of Counsel	7 years after completion of grant period
Opinion Letters of Counsel Concerning Grant	7 years after completion of grant period
Documentation Relating to Grantee Compliance with Grant Agreement	7 years after completion of grant period
Grantee Work Product Produced with Grant Funds	7 years after completion of grant period

## H. Insurance Records

Record Type	Retention Period
Annual Loss Summaries	10 years
Audits and Adjustments	3 years after final adjustment
Certificates Issued to IWIRC	Permanent
Claims Files (including correspondence, medical records, injury documentation, etc.)	Permanent
Group Insurance Plans - Active Employees	Until Plan is amended or terminated
Group Insurance Plans – Retirees	Permanent or until 6 years after death of last eligible participant
Inspections	3 years
Insurance Policies (including expired policies)	Permanent
Releases and Settlements	Permanent

## I. Legal Files and Papers

Record Type	Retention Period
Legal Memoranda and Opinions (including all subject matter files)	7 years after close of matter
Litigation Files	7 years after close of matter
Court Orders	7 years after close of matter

## J. Medical Records

Record Type	Retention Period
Active Medical Records (General)	Permanent
Inactive Medical Records (General)	Kept on-site for 5 years after record becomes inactive then stored for an additional 5 years

## K. Miscellaneous

Record Type	Retention Period
Annual Reports	Permanent
Compensation and Other Consultant's Reports	7 years after close of matter
Printed Materials (including publications, program materials, Member Directory)	Permanent
IWIRC Newsletters	Permanent
Policy and Procedures Manuals – Original	Permanent
Website Snapshot	Capture semiannually; maintain copy for 7 years

## L. Payroll Documents

Record Type	Retention Period
Employment Tax Records	4 years after due date of tax or date tax paid, whichever is later
W-2 Forms	4 years after due date of tax or date tax paid, whichever is later
1099 and 1096 Forms	4 years after due date of tax or date tax paid, whichever is later
W-4, W-9 and Similar Records	4 years after later of superseded or termination of employment or vendor relationship
Employee Earnings Records (including time cards/sheets and records concerning commissions, bonuses and incentives)	7 years
Garnishments, Assignments, Attachments	7 years
Payroll Check Registers (gross and net)	7 years

## M. Personnel Records

Record Type	Retention Period
EEO- 1 /EEO-2 - Employer Information Reports	3 years after superseded or filing (whichever is longer)
Employee Handbooks and Training Manuals	Permanent – 1 copy
Employee Personnel Records (including individual attendance records, application forms, job or status change records, performance evaluations, termination papers, withholding information, garnishments, test results, training and qualification records)	7 years after termination or resignation
Forms I-9	3 years after hiring, or 1 year after separation if later
Employment Applications	3 years after separation
Employment Contracts – Individual	3 years after separation
Correspondence with Employment Agencies and Advertisements for Job Openings	3 years from date of hiring decision
Records for Non-Hired Applicants (including all applications and resumes, whether solicited or unsolicited, results of post-offer, pre-employment physicals, results of background investigations, if any, and related correspondence)	3-4 years (4 years if file contains any correspondence which might be construed as an offer)
Job Descriptions	3 years after superseded
Personnel Count Records	3 years
Records of Occupational Injuries and Illnesses	5 years from date of injury or illness
Records Concerning Disability Accommodations (including results of physical examinations)	2 years
Documents Pertaining to COBRA Benefits	6 years after qualifying event
Family and Medical Leave Act (FMLA) Records	3 years
Workers Compensation Records	3 years
Unemployment Security Records	4 years

## N. Program And Service Records

Record Type	Retention Period
Fiscal Sponsorship Agreements	Permanent
Meeting Planning Documents (sponsors, vendors, speakers)	7 years
Research and Publications	Permanent (1 copy)
Continuing Education Records (CLE/CPE approval applications and notices, attendance and reporting records, educational materials)	5 years after event

## O. Property Records

Record Type	Retention Period
Correspondence, Property Deeds, Assessments, Licenses, Rights of Way	Permanent
Equipment Records	7 years after disposition
Original Purchase/Sale/Lease Agreements	Permanent
Property Insurance Policies	Permanent
Trademark Registrations and Copyrights	Permanent

## P. Tax Records

Record Type	Retention Period
Annual Information Returns – Federal and State	Permanent
Excise Tax Records	7 years
IRS or Other Government Audit Records	Permanent
IRS Rulings	Permanent
Sales/Use Tax Records	7 years
Tax Bills, Receipts, Statements	7 years
Tax-Exemption Documents and Related Correspondence	Permanent
Tax Returns – Income, Franchise, Property	Permanent
Tax Workpaper Packages – Originals	7 years



# International Women's Insolvency & Restructuring Confederation Whistleblower Policy

(Approved and adopted March 13, 2018)

The International Women's Insolvency & Restructuring Confederation (IWIRC) requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of IWIRC we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

## Reporting Responsibility

This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns internally so that IWIRC can address and correct inappropriate conduct and actions. It is the responsibility of all board members, officers, employees and volunteers to report concerns about violations of IWIRC's code of ethics or suspected violations of law or regulations that govern IWIRC's operations.

## No Retaliation

It is contrary to the values of IWIRC for anyone to retaliate against any board member, officer, employee or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of IWIRC. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.

## Reporting Procedure

IWIRC has an open door policy and suggests that members share their questions, concerns, suggestions or complaints with their Network Chair. If you are not comfortable speaking with your Network Chair or you are not satisfied with their response, you are encouraged to speak with the Vice Chair of IWIRC, Executive Director, or a board member. IWIRC members are required to report complaints or concerns about suspected ethical and legal violations in writing to the IWIRC's Vice Chair, who has the responsibility to investigate all reported complaints.

The Current Vice Chair of IWIRC will be assigned the task of Compliance Officer, who is responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved. The Compliance Officer will advise the Executive Director and/or the Board of Directors of all complaints and their resolution and will report at least annually to the Treasurer and Vice Finance Director on compliance activity relating to accounting or alleged financial improprieties.

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## **Accounting and Auditing Matters**

IWIRC's Compliance Officer shall immediately notify the Treasurer and Vice Finance Director of any concerns or complaint regarding corporate accounting practices, internal controls or auditing and work with the committee until the matter is resolved.

## **Acting in Good Faith**

Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

## **Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

## **Handling of Reported Violations**

IWIRC's Vice Chair will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

{Name}

{Title/Organization}

{Contact information}

Policy approved by the Board of Directors on {Date}.

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# International Womens Insolvency & Restructuring Confederation Conflict of Interest Policy

(Approved and Adopted March 13, 2018)

## Article I

### Purpose

The purpose of this conflict of interest policy is to protect the interests of the International Womens Insolvency & Restructuring Confederation (“IWIRC”) when it is contemplating entering into a financial transaction or arrangement where (i) the financial interests of an officer, director or committee member of IWIRC could diverge from the interests of IWIRC, or (ii) the impartiality of the decisions of IWIRC could otherwise reasonably be called into question. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable corporations. This policy is not intended to be exhaustive, and any officer or director of IWIRC or member of a Committee contemplating a financial transaction or arrangement who has reason to believe that the interest of the IWIRC could be adversely impacted because of the personal interest of that officer or director or committee member should bring the matter to the attention of the Chair of the Board or Chair of the applicable committee (who in turn shall promptly inform the Chair of the Board).

## Article II

### Definitions

#### 1. Interested Person

Any director or officer of IWIRC, or any member of a committee, who has a direct or indirect financial interest, as defined below, in a financial transaction or arrangement, is an interested person with respect to such transaction or arrangement.

#### 2. Family Member

A person who is the interested person’s spouse, domestic partner, parent, grandparent, sibling, child, grandchild, or spouse of a sibling, child, or grandchild.

#### 3. Financial Interest

A person has a financial interest in a financial transaction or arrangement if the person has, directly or indirectly, including through a Family Member:

- a. An ownership or investment interest in any entity that is a party to such transaction or arrangement,
- b. A compensation arrangement with respect to such transaction or arrangement either with IWIRC or with any entity or individual that is a party to such transaction or arrangement, or
- c. A position (whether compensated or not) as an officer, director or control person of any entity that is a party to such transaction or arrangement.

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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 Board of Directors of IWIRC (the “Board”) or a committee thereof, after full disclosure, decides that a conflict of interest exists.

## **Article III**

### **Procedures**

#### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of his or her financial interest, and be given the opportunity to disclose all material facts. This disclosure shall be made as soon as possible, and whenever feasible shall be disclosed prior to any discussion or action on the proposed transaction or arrangement, to the Chair of the Board or, if relevant, to the Chair of the committee having authority to review or approve the proposed transaction or arrangement. If such disclosure is made to the Chair of a committee, such Chair shall promptly report such disclosure to the Chair of the Board.

#### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts by the interested person, and after any discussion with the interested person, such interested person shall leave the applicable Board or committee meeting while the determination whether such financial interest constitutes a conflict of interest is discussed and voted upon. In making such determination, the Board or committee members may conclude that any financial interest of the interested person is so de minimis as not to constitute a conflict of interest. The applicable Board or committee members, excluding any such interested person(s) in such transaction or arrangement, shall decide by a majority vote of those present in person or by written proxy if a conflict of interest exists.

#### **3. Procedures for Addressing a Matter where a Conflict of Interest Has Been Found to Exist**

- a. Upon the consent of the Chair of the Board or the chair of an applicable committee, an interested person may make a presentation at the applicable Board or committee meeting concerning the transaction or arrangement, but after the presentation, such individual shall leave the meeting and shall not participate during the discussion of, and the vote on, the transaction or arrangement involving the conflict of interest.
- b. The Chair of the Board or the chair of a committee, as applicable, may, if deemed appropriate by such Chair due to the importance of the transaction or arrangement to IWIRC, appoint a disinterested director or committee to investigate and report to the Board or the committee alternatives to the proposed transaction or arrangement.

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1. The Board or committee, as applicable, shall determine, by majority vote of the disinterested directors, whether IWIRC 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.
  2. If the Board or committee, as applicable, determines that IWIRC cannot obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that will not give rise to a conflict of interest, the Board or committee, as applicable, shall determine, by a majority vote of the disinterested directors, whether the transaction or arrangement is in IWIRC's best interests and its terms are fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

#### **4. Violations of the Conflict of Interest Policy**

- a. If the Board has reasonable cause to believe that a director, officer, or committee member, as applicable, has failed to disclose an actual or possible conflict of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the person's response and after making further investigation as warranted by the circumstances, the Board determines the person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and/or corrective action.

### **Article IV**

#### **Records of Proceedings**

The minutes of the Board and any committee with authority to act pursuant to this policy shall reflect disclosures made pursuant to this policy and action taken, including any resulting recusals.

### **Article V**

#### **Compensation**

##### **1. No Voting on Own Compensation by Members**

A director who receives, or whose Family Member receives, compensation from IWIRC for services shall abstain from voting on matters pertaining to that director's or Family Member's compensation.

##### **2. No Prohibition on Providing Information on Compensation**

A member of the Board or any committee whose authority includes compensation matters and who receives compensation, directly or indirectly, from IWIRC is not prohibited from providing information to the Board or any committee regarding compensation.

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## Article VI

### Annual Statements

Each director and officer shall annually sign a statement which affirms such person:

- a. Has received a copy of this conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands IWIRC is tax-exempt 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.

## Article VII

### Periodic Reviews

To ensure IWIRC operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Board or a committee shall conduct periodic reviews of the matters below, among others:

- a. Whether compensation arrangements and benefits are (i) reasonable, based on, among other things, available applicable survey information, and (ii) the result of arm's length bargaining.
- b. Whether any partnerships, joint ventures, and significant arrangements with other organizations entered into by IWIRC conform to IWIRC'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 (as each such term is defined in the Internal Revenue Code of 1986, as amended).

## Article VIII

### Use of Outside Advisors

When conducting the periodic reviews as provided for in Article VII, IWIRC may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board or a committee of its responsibility for ensuring such periodic reviews are conducted.

Adopted: March 13, 2018



## Certification of Compliance with Conflict of Interest Policy

(Approved and Amended March 13, 2018)

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

Name: \_\_\_\_\_

IWIRC Position Held: \_\_\_\_\_

Please describe below any employment relationship (employee, partner, etc.) or any other position you hold (paid or unpaid, volunteer or otherwise) in another entity (whether for profit or nonprofit), or circumstances or arrangements that could contribute to a conflict of interest between the International Women's Insolvency & Restructuring Confederation (IWIRC) and your personal interests, financial or otherwise (e.g., as a vendor to or recipient of funds from IWIRC) (attach additional page if needed); if none, please so state:

I hereby certify that:

I have received, read and understand the IWIRC Conflict of Interest Policy and understand my affirmative duty to disclose any potential conflict raised by a financial or other interest in or relationship to an entity other than the IWIRC.

I further certify that the information set forth above is true and complete to the best of my knowledge.

I understand that IWIRC is tax-exempt 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.

I certify that I am presently in full compliance with and shall continue to comply with the letter and spirit of the IWIRC Conflict of Interest Policy.

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

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

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# IWIRC International Guidelines for Social Media Presence via Facebook, LinkedIn, and Twitter

## Key Objectives

The key objectives to be achieved by increasing the social media presence of IWIRC are to:

- promote the IWIRC brand and communications throughout the year to all Members and Friends of IWIRC and, in particular, communications regarding IWIRC's wider objectives;
- procure and edit relevant contributions to be sent to IWIRC Members and Friends;
- and work collaboratively with IWIRC Networks to achieve the above objectives.

## Target audience

The target audiences of IWIRC (in order of priority) are as follows:

- IWIRC International and paid-up members;
- friends of IWIRC, being the wider Insolvency and Restructuring profession;
- and other professionals and the wider business community.

## Approach and Tools of Communication

IWIRC International has its own LinkedIn page. A benefit of International membership is access to that page. As yet, there is no agreed strategy for individual networks.

Although LinkedIn is used more for professional social media communications, there is also some benefit from using Facebook as a first step and being able to post and tag people in photos of our events. It also means that for the time being, we do not need to address the International issues related to LinkedIn and will increase the number of people who can access the social media presence by opening the page to both Members and Friends.

IWIRC International also has a Twitter account.

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## Proposed content

IWIRC's social media presence is to be used as a professional communications channel and posts should comprise:

- photos of IWIRC events;
- promotional blurbs about upcoming events; and
- links to articles published by other organizations (of interesting and relevant nature to the IWIRC community). For example:
  - Technical articles such as those published in INSOL magazine, Global Turnaround and other industry publications, recent cases/ news.
  - Articles related to the promotion of women in business.
  - Pro bono initiatives that we consider would be of interest to the community (e.g Suits for Success, volunteering opportunities).

Any information posted should:

- reflect the views of the organization, and not the personal views of a single member or individual.
- be written in the third person and not from the perspective of an individual.
- be open, friendly and authentic. We will strive to make everyone feel comfortable and facilitate interaction.
- only be reposted/reprinted with appropriate authorization.

## Disclaimer/ Complaints

The following disclaimer will feature on the 'Info' tab on the Facebook page:

*We at IWIRC will do our best to make sure that the posts on this page are consistent with our brand and the core values of the profession. We expect that our users and friends will not post content that falls into the following categories:*

- *Abusive, defamatory or obscene*
- *Fraudulent, deceptive or misleading*
- *In violation of another's intellectual property right*
- *In violation of any law or regulation*
- *Otherwise offensive*

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*The view, opinions, depicted results and experiences expressed in user-submitted-comments are solely those of the author and do not necessarily reflect the views of IWIRC. User comments are not edited, however to ensure a continually positive experience for the community, we may remove content or commentary containing SPAM, profanity, or otherwise objectionable or prohibited material subject to the Facebook Code of Conduct and Terms of Use.*

## **Complaints**

The Administrative Director or Communications Chair is encouraged to take conversations offline (e.g. to email or a phone conversation) to resolve any complaint.

The Administrative Director or Communications Chair should endeavour to differentiate between a 'troll' (someone who posts inflammatory, extraneous or off-topic messages in an online community) and constructive criticism. If someone leaves a viable complaint or feedback, we will make the IWIRC response accessible for others to read.

If the situation escalates, invite the person to contact us by phone or email so that we can find a solution to their issue.

## **Maintenance and Management**

To help ensure regular posts are made and to keep the administrative burden to a minimum, it is proposed that each IWIRC board member will be responsible for contributing 1-4 pieces of content each quarter. For ease, this could be divided into months, with one member responsible for each month (i.e. 1 to 2 articles per week).

Administrative rights to the social media pages will be held by the Administrative Director of IWIRC, Communications Chair, and Co-Chairs.

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# IWIRC Network Logo Design Policy

(Updated March 2014)

IWIRC networks can design their own logos to use for local marketing, but are required to follow the guidelines below:

1. The local logo has to specifically identify itself as “IWIRC [applicable local] Network
2. The e-board must sign off on the logo before it can be used by the network. Please send the prototype to Shari Bedker at [sbedker@iwirc.com](mailto:sbedker@iwirc.com) who will send for approval to e-board and notify network of approval or any changes the e-board requests.
3. Everything printed or published on line has to also have the official IWIRC International logo in either black and white or the IWIRC purple and green in addition to the Network specific logo.

# **5. Dues Structure**

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## IWIRC Corporate Rate Structure (as of November 2019)

In an effort to address budgeting needs of firms with a large number of IWIRC members, the IWIRC Board has approved the following corporate rate structure change:

- Firms with 10-19 IWIRC members, \$225 per member, which is \$25 off the regular rate.
- Firms with 20-34 IWIRC members, \$200 per member, which is \$50 off of the regular rate.
- Firms with 35+ or more IWIRC members, \$175 per member, which is \$75 off of the regular rate.

The corporate discount does not apply to members who may already be paying a reduced rate (ex. Asia members): However, those members can be included in the worldwide count to determine if a discount can be applied.

For administrative purposes, we would ask that to the extent possible, you renew all members from your firm at the same time. This information and more are available on the IWIRC website under membership FAQ .

If you have any questions or need additional information or you want to set up the corporate rate for IWIRC members in your firm, please contact IWIRC Headquarters at 434-939-6002, [info@iwirc.com](mailto:info@iwirc.com).

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## IWIRC Dues Structure (as of October 2018)

Membership dues are on a 12 month rolling basis depending on when you join. ie/ if you join March 31, 2019, your membership expiration would be March 30, 2020. Networks receive an annual rebate of \$25 per full/regular member paid twice a year (May 1 and December 1)

- Regular Membership \$250
- New Practitioner (in practice less than 3 years) \$125
- Government or Academic \$100
- Student (must be a full time student) \$35

Per Agreement, rates in Asia networks are reduced with no annual rebate:

- Regular Membership \$100
- New Practitioner (in practice less than 3 years) \$75
- Government or Academic \$50
- Student (must be a full time student) \$25

# **6. IWIRC Headquarters Administrative Procedures**

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# Executive Director Responsibilities

## Annual Responsibilities

The Executive Director is responsible for working with the 3<sup>rd</sup> party CPA on the preparation of the IRS Form 990 Return of Organization Exempt from Income Tax. The Executive Director will submit the form to the Treasurer for their review. After approval from the Treasurer, the Executive Director will authorize the CPA to submit Form 990 to the IRS.

The Executive Director will create the annual budget and submit it to the Treasurer for review and comment. After all revisions have been completed, the finalized budget will be sent to the Treasurer in order to be reported to the Executive Board for review and approval and the submitted to the full Board.

## Membership

IWIRC accepts members throughout the year. Members pay annual dues based on the month they started with IWIRC. The dues breakdown by type is as follows:

- Contributing Member - \$275
- Regular Member - \$225
- Judicial/Government Member - \$75
- Member (Less than 3 years working in the field) - \$95
- Full-Time College Student - \$20

**Members of the Pacific Rim Networks receive a \$50 discount on their annual dues since their Networks do not receive an annual rebate check.**

Members can sign up for a new membership or renew their memberships through the IWIRC web-site. The payments are posted through PayPal. The payments are moved from PayPal into the Business Checking account. Members also have the option of paying by check, credit card or wire transfer. All payments (even PayPal) are posted in QuickBooks.

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## **Sponsor Pledges**

IWIRC receives Sponsor Pledges from some of the members and/or their firms. There are seven tiers. They are as follows:

- Titanium - \$7,500
- Diamond - \$5,000
- Platinum - \$3,000
- Gold - \$1,750
- Silver - \$1,250
- Individual - \$200

Invoices are sent out accordingly and payments are deposited into the Business Checking account.

## **Spring Luncheon and Fall Conference Registration Fees**

IWIRC receives payments for the Spring Luncheon in April and the Fall Conference in October. The funds are received either through check, credit card, wire transfer or through the online registration program (Cvent). The payments from Cvent are automatically posted to the checking account.

## **Leadership Summit**

The Leadership Summit is an annual meeting that occurs in July. The income received is solely through sponsorships. IWIRC pays travel stipends based on Travel Stipend Policy on page 30 for network representatives to attend the Leadership Summit.

## **Monthly Responsibilities**

The Executive Director will reconcile the Business Checking and Morgan Stanley Account Statements.

After the SunTrust Checking and Money Market accounts have been reconciled, the following financial reports need to be processed:

- Checking Account Statement,
- Morgan Stanley Statement, as applicable,
- Budget with Actuals,
- Balance Sheet,
- Profit and Loss (Expanded and Condensed), and
- Expenses by Account

These reports will be sent to the Treasurer for their review.

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## **On-Going Responsibilities**

The Executive Director is responsible for maintaining the IWIRC Financials, checking accounts, QuickBook files, PayPal account and IWIRC website.

### **Expense Line Items**

The income and expenses are registered in QuickBooks Professional 2013. The income comes from the following sources:

The following are some of the major line items of expenses.

### **Liability Insurance**

There are two insurance policies.

1. The Business Liability insurance is provided by Philadelphia Insurance Companies. The policy number is with an effective date of April 25, 2013 through April 25, 2014. The limit is \$1,000,000 with a deductible of \$500.
2. Directors and Officers Liability insurance is provided by Downs and Associates. The policy number is PHSD424830 with an effective date of July 2, 2013 through July 2, 2014. The limit is \$1,000,000.

The policies are on file at the Executive Director's Office.

### **Paying the Bills**

The bills generally come in three categories: those submitted by our vendors (such as Insurance), Network Grants (on an as requested basis), Network Rebates (processed in May and December) and those submitted by our members seeking reimbursement.

The Networks receive rebates of \$50 per member on a semi-annual basis. The Pacific Rim Network does not receive the rebates so their members receive a \$50 reduced membership fee for the Contributing and Regular Members.

With respect to bills submitted by vendors, those are usually for expected amounts. Unless some question is raised, they are paid in the ordinary course.

### **Maintenance of the Membership List**

The Executive Director is responsible for maintaining the membership list through the IWIRC website. The membership list contains information concerning payments received as a double check of dues entered in QuickBooks.

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## **Bank Account**

IWIRC maintains one primary account at SunTrust Bank. It is a Business Checking account ending in 7910. The Business Checking account is used to receive membership dues (either through check, wire transfer or credit card), payments received for conferences and meetings, and to pay IWIRC bills and expenses.

The Treasurer, Executive Director and Chair are the signatories for the account.

## **Morgan Stanley Account**

IWIRC has a Morgan Stanley Account in which several Certificates of Deposit are held. These certificates are currently short term and will be redeemed only if there is a need. Normally, when the term for the certificates is up they are rolled over into new certificates.

The Treasurer, Executive Director and Chair are the signatories for the account.

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## Preface

This template is intended to provide the networks with rules of operation supplementary to the by-laws of IWIRC International .

Each network should fill in the blanks, address bolded instructions as appropriate and submit a copy to IWIRC International.

Networks shall not include any provisions that violate the by-laws of IWIRC International

Material deviations from this template require approval from the board of IWIRC International.

From time to time, the board of IWIRC International shall, at its discretion, make amendments to these network rules of operation.

Networks will be notified of changes to these guidelines.

## Checklist for Starting a New Network

1. Check with colleagues (attorneys, bankers, accountants, turnaround managers) to see if interest from a core group in working to set up a network. Four people are required to commit to joining IWIRC to start a network.
2. Plan an Interest Meeting: Invite colleagues to hold an informal gathering (lunch, coffee, cocktails, etc.) to talk about the benefits of establishing a local network, including networking and professional support (see attached benefits of membership information)
3. Verify with your local government if any restrictions or approvals that are needed. The U.S. does not additional approvals beyond steps 4 and 5 from IWIRC, but we have found that other jurisdictions require additional paperwork.
4. Complete and send to my office the proposal to establish a network.
5. Complete and send in "Network Rules of Operation". Please note the attached is a template and can be adjusted to accommodate the local network's preferences for local board structure and other minor items.
6. The proposal and network rules of operation are sent to the Executive Committee for review and either approval, or questions. The review and approval is handled in less than a week in almost all cases.
7. Upon approval, a network webpage is setup, a press release and announcement go out to all member and the press and instructions are sent to the local Network committee for setting up events, photos and news on their webpage.
8. One thing to note, the annual dues are USD\$250 with USD\$25 of that going back to the network twice a year, so that the network gets a rebate of USD\$50 per member to help support the network.
9. There are quarterly calls as well as 3 in person meetings that network chairs are encouraged to attend to share ideas and information to build a strong network. The 3 in person meetings are usually in the U.S. but as our worldwide presence continues to grow, one of those yearly meetings may be outside of North America in the future.

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## Behind the Scenes: Once Your Network Proposal is Submitted

1. IWIRC Headquarters receives your paperwork
2. All appropriate members are moved to their new network
3. New board members are added to the website
4. IWIRC International will send the network chair Eventbrite information
5. IWIRC Headquarters will ask you for your EIN number (if you re in the U.S.) and where you want your \$500 new network grant sent.
6. Network chairs will be notified as new members join the network.

---

# Onboarding a New IWIRC Network

- **Network documents – local storage**

- Shari will email the documents to you or she'll place them in your inbox
- Save them to the t-drive
  - T-drive > IWIRC Files and Documents > Network Bylaws and Signed Network Rules
- Print hard copies of each document
- Create a folder for the new network
  - Place the folder in the filing cabinet > IWIRC Regional Events | Networks | Speaker Bureau Apps

- **Network Documents Storage – online**

- Shari will email you the documents to upload to the website
- Go to the IWIRC website
  - Click on the network
  - Click on news on the left sidebar
  - Click the yellow “create new content” button

- **Move all members to the new network**

- IWIRC.com
- CMS
- Edit
- Tools
- Custom Query
- Build a report for all members in state/network that need moved
- Search for those members on the site
- Change their primary network

- 
- **New Board Members**
    - Using the new charter document, upload the new board
      - Search for member
      - Click the 'wheel'
      - Click on the 'positions' tab
      - Click 'add position' and update appropriately
      - Click on 'networks'
      - Click on board on the left sidebar
      - Drag and drop board members to list as reported
  - **Set up Yahoo ID**
  - **Add Yahoo Id and password to excel**
  - **Add network to Network History** (don't forget to update the number of networks tab)
    - T-drive > IWIRC Files & Documents > Lists and Transmittal > IWIRC Network History
  - **Add network chair to list of current chairs**
    - T-drive > IWIRC Files and Documents > Network Chairs > Network Chair History
  - **Add network chair to CC**
  - **Issue press release** (Carole)
  - **Send to new board:**
    - Ask them for website blurb
    - Ask for new EIN number and record
    - Send the network grant request form and information
      - T-drive > IWIRC Files & Documents > Grant Reports > IWIRC Network Request Form
    - Ask network where to send the \$500 new network grant
  - **Send new network board Eventbrite, photo and updating instructions website plus resource documents**
  - **Add Network Grant to grant excel list once it's received back**

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## IWIRC Awards Calendar

The following schedule has been established for IWIRC awards:

### **WOYR Award**

- awarded at the IWIRC Spring Conference
- deadline for nominations is February 15th

### **Founders Awards**

- awarded at the IWIRC Leadership Summit
- deadline for nominations is May 15th

### **Rising Star Award**

- awarded at the IWIRC Fall Conference
- deadline for nominations is August 15th

## Membership Renewals

IWIRC memberships are supposed to be renewed a year after their last renewal. Memberships expire if they do not renew. You will receive renewals in your [info@iwirc.com](mailto:info@iwirc.com) inbox daily and by check occasionally. Every few days (at least once a week), you will be responsible for printing out these renewals, marking them with an “R” for renewal and “QB:” for QuickBooks, and putting them in Brandi’s inbox.

### **If you receive a renewal by check:**

- Log in to [iwirc.com](http://iwirc.com)
- Search the directory for the name given on the renewal
- Click the “settings” gear symbol on the top right of the member profile
- Select the “Payments” tab
- Click “Add a payment”
- Input the transaction date
- In the “Transaction ID” section, put the check number (ex. Check #1234)
- Input the expiration date to be a year from the renewal date (ex. If the renewal date is 10/17/2017 the expiration would be 10/17/2018)
- On the renewal paper, write “IWIRC:” and then the date you are processing the renewal
- Then continue with the steps in the above description

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## New Members

Individuals (men or women) can become an IWIRC member at any time. You will receive new members daily in your [info@iwirc.com](mailto:info@iwirc.com) inbox. Print these out every few days (at least once a week) with the renewals and put an “N” for new at the top. If the new member page comes with a corresponding PayPal payment, please follow the directions below. If not, print the new member page and file it in your “pending new members folder” (there is always a possibility you will receive a check for payment instead that will come later in the mail – follow the directions for “if you receive a renewal by check” above and then continue with the below instructions).

### **New Members MUST DO:**

- On the new member page that you printed out write “CC:”, “Cvent:”, “QB:” and “Welcome:”
- Open and login to [cvent.com](http://cvent.com) and [constantcontact.com](http://constantcontact.com)
- In Cvent, click “Contacts” in the top right corner
- Click the green “Create Contact” button
- Input any possible information given on their new member page (email, company, city and state are required)
- Save and click “Contact Groups” tab
- Click green “Edit” button
- Select “IWIRC Members” and save
- Date “Cvent:”
- In Constant Contact, go to the “Contacts” tab
- Click the orange “Add Contacts” button and then select “Type in one contact”
- Fill in information (email is required as this is out list-serve)
- Click the blue “+” and check “IWIRC Members” box
- Save and date your “CC:” on new members printed paper

Once new members are inputted into CC and Cvent staple the new member page to the PayPal page and put in Brandi’s inbox for processing. Once processed, Brandi will pass over to Heidi to make their welcome package. It is very important to do these steps for ALL new members as they need to be in our system to receive information, letters, invitations, etc.

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## Email Updates

- From your email, print out the update
- Immediately write “Cvent”, “CC” and “QB” on the update
- Update the information in Cvent and Constant Contact, date appropriately
- Give to Brandi to update in QuickBooks (QB)

## Expiring and Expired Reminders

On the 15th of every month, you will need to send out reminders to members who have expired or are expiring. You will also send an email to the Network Chairs notifying them that these reminders have been sent. (Expect to do the renewal process at least twice the week you send these out because you will have an overflow!)

### Expiring Members Export and Email:

- Go to iwirc.com and login
- On the right-hand side click the black pull-out tab with “CMS” on it
- Click “edit”
- Select “tools” in the left-hand menu then “custom query”
- Scroll down to “Users who have the following payment status:” section
- Select “Include members who will expire in 60 days”
- Scroll down to “Select the following fields:”
- Select “expires”, “firstname”, “lastname”, and “u\_email”
- Click “Report” then “Download in Excel format”
- Save and open the Excel spreadsheet
- Sort by “expires” and remove all dates that are further than the 60 day period (Usually, these will be at the bottom and include dates for the next year)
- Select up to 75 emails and *paste as BCC* into the “Your Membership is Expiring!” email you will find in the drafts folder
- Update the email with the correct dates or language
- Send another email with the rest of the expiring members *BCC*

---

## Expired Members Export and Email:

- Go to iwirc.com and login
- On the right-hand side click the black pull-out tab with “CMS” on it
- Click “edit”
- Select “tools” in the left-hand menu then “custom query”
- Scroll down to “Users who have the following payment status:” section
- Select “Include alumni (expired members)”
- Scroll down to “Select the following fields:”
- Select “expires”, “firstname”, “lastname”, and “u\_email”
- Click “Report” then “Download in Excel format”
- Save and open the Excel spreadsheet
- Sort by “expired” and only keep the three months before the day of export (ex. If it is 10/17/17 keep all expired member up to 7/17/17)
- Select up to 75 emails and *paste as BCC* into the “Your Membership has Expired!” email you will find in the drafts folder
- Update the email with the correct dates or language
- Send another email with the rest of the expired members *BCC*

## Network Chairs Export and Email:

- Go to iwirc.com and login
- On the right-hand side click the black pull-out tab with “CMS” on it
- Click “edit”
- Select “tools” in the left-hand menu then “custom query”
- Scroll down to “Users who hold the following positions:” section
- Select “Network Board Chair”
- Scroll down to “Select the following fields:”
- Select “firstname”, “lastname”, and “u\_email”
- Click “Report” then “Download in Excel format”
- Save and open the Excel spreadsheet
- Open Network Chair email in your email Drafts
- Update the email with the correct dates or language
- Paste emails from spreadsheet as *BCC*
- Send

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## IWIRC Sponsorships

Around the fall conference each year, IWIRC E-Board will begin soliciting for firms and individuals to become sponsors for the coming years. There are different sponsor levels and you can find them listed with their opportunities on the t-drive [IWIRC Files & Documents > Sponsorship Information > 2018 Sponsorship Information > IWIRC 2018 Sponsorship Opportunities]. This is a good sheet to have easy access to as you will receive many questions about sponsorship details. The 2018 Sponsorship Information folder on the t-drive will hold a lot of documents that you will need throughout the year. Once sponsorship pledges and payments begin coming in by email and mail, you will need to complete a few steps.

### When You Receive an IWIRC Sponsorship Pledge:

- Immediately write “Excel” and “QB” on the sponsorship form (these will sometimes come in a less formal form of an email correspondence)
- On the t-drive go to [IWIRC Files & Documents > Sponsorship Information > 2018 Sponsorship Information> 2018 Sponsorships (Excel Spreadsheet)]
- Input information given on sponsorship form into spreadsheet
- Date “Excel:” and put the form in Brandi’s inbox

### When You Receive an IWIRC Sponsorship Payment:

- Immediately write “Excel” and “QB” on the sponsorship form or payment
- On the t-drive go to [IWIRC Files & Documents > Sponsorship Information > 2018 Sponsorship Information> 2018 Sponsorships (Excel Spreadsheet)]
- Input date paid, and amount paid
- Date “Excel:” and put the form in Brandi’s inbox

### Adding Sponsors to the IWIRC Website:

You will be responsible for adding all new sponsors to the IWIRC website at the first of every year. This is part of their sponsorship’s benefits. Have your sponsorship spreadsheet handy (I suggest printing out to have in front of you) for cross referencing to website. *Take note of if a firm changes their logo or sponsorship level and be sure to adjust if necessary.*

- Go to iwirc.com and log in
- On the homepage go to the “About IWIRC tab” and then “Sponsors”
- Cross reference spreadsheet to what is listed on the website by level
- If logos and levels remain the same as last year, leave them
- If there are new firm’s sponsoring, you will need to add them in
- Go to the yellow button that says, “Create new content”
- Select “International Sponsor”

- 
- Fill in blanks with appropriate information (if you do not have marketing information, email the marketing contact listed on the sponsor spreadsheet)
  - Add sponsor logo (resize if necessary for professionalism)
  - Save and double check the sponsor information shows up in the right level and order on the sponsorship page

## INSOL

INSOL is organization that makes up insolvency professionals that primarily perform international work. IWIRC is partnered with INSOL to provide memberships for our members at a discounted rate if they join through IWIRC. INSOL new and renewed memberships need to be exported and sent to Tony (our INSOL contact: [tony@insol.ision.co.uk](mailto:tony@insol.ision.co.uk)) *quarterly*. A check will then be written by the bookkeeper to for these memberships. This must be done April 1, July 1, October 1 and December 31

- Log in to the iwirc website
- Export expired and active members
- Choose the following fields:
  - First name
  - Last name
  - INSOL Organization
  - Address
    - Address 1
    - Address 2
    - Address 3
    - Address Location
    - Address Region
    - Address Country
    - Address Postal Code
  - Phone
  - Fax
  - Profession
  - Email
- Sort the spreadsheet by INSOL, then last name. Remove all members who have a 0 or are blank in the INSOL column.

- 
- Then resort by expires, then last name
  - Remove expired members
  - Highlight new members from the quarter (in yellow) you are researching, sum the new members; highlight renewals in blue
  - Ask Brandi for INSOL Transaction by Detail Report
  - Brandi's report should match this report
  - After reconciling with accounting, email the report to Tony, he will forward an invoice once he approves.

## Update IWIRC Membership Profiles

Many emails you will receive will be requests to update membership profiles. We encourage members to do this on their own by using the instructions below. You will also receive email updates in your [info@iwirc.com](mailto:info@iwirc.com) inbox. When you receive these updates, you must update their emails in Constant Contact and Cvent and then give to Brandi to update in QuickBooks.

### How to Update Profile Information (from a member's point of view):

- Log in to your iwirc.com account
- Go to "Member Profile" in the top right-hand corner
- Click "Update" on the left-hand menu
- Proceed to update your information

### How to Update Profile Information (from your point of view):

- Log in to iwirc.com
- Type the name of the member being updated in the member directory search bar
- When member profile is pulled up, click on the gear icon for "settings"
- Proceed to update the members information accordingly

Members can sometimes forget their username and password. When in their profile settings under the "Personal" tab, set their new password to something generic such as "IWIRC17". Their username is always their email address. When you remind them of this and give them their generic password, encourage them to personalize their password after first login.

- Log in
- Click "CMS"
- Click "Edit"
- Click "Modules – User": you will see a list of emails of all members
- Click on the email you want to remove – a new screen will appear showing the selected email
- Click "Delete"

---

## Updating the Website

The “important dates” column on the homepage will now include Large Conferences, award deadlines and regional conferences. Regional Conferences will be defined as “conferences targeting 2 or more chapters and lasting more than one day.” That should include IWIRC at the Shore, the Ladies on the Vine (California event), and IWIRC on the Bayou (the New Orleans Spa weekend).

## Network Rebates

Twice a year, in June and December, you will be responsible for exporting a list of US network regular memberships. Checks will be made and sent to each network that *HAVE SUBMITTED THEIR NETWORK REPORTS*. Please see below the export process.

### Exporting Members for Rebate Checks:

Open the Network Rebate spreadsheet in Tdrive > IWIRC Files and Documents > IWIRC Rebates > IWIRC Network Rebates and create a new spreadsheet in the workbook under today’s date

- Log in to your iwirc.com account
- Run a user export with the following criteria:
  - Active Members
  - First Name
  - Last Name
  - Network
  - Organization
  - Expires
  - Member Type
  - Sort by Network then by Membership Type
  - Record # of reduced fee members per Network in IWIRC Network Rebates spreadsheet
  - Count reduced fee memberships that are on the report, but do not include them for a rebate
  - Sort by Network then by Expires
  - Section off with highlighted row each network
  - Do a count on # of regular members in each network
  - Save spreadsheet to IWIRC Rebates on Tdrive

- 
- Record # of regular memberships per Network in IWIRC Network Rebates spreadsheet
  - Go back to iwirc.com and do an export like above but with expired members, also include “other”. It’s all but the regular members
  - Record # of expired members per network in IWIRC Network Rebates spreadsheet
  - Let bookkeeper know that spreadsheet is up to date to write checks

## Network Board Updates

Throughout the year, Networks will have elections and new members will come on and fall of their boards. Networks are supposed to let you know when this happens. However, at the beginning of January, you will send out an email to all network chairs to notify you of any change in board. When you receive notification of a change in a network board, follow the below directions.

### How to Update a Network Board:

- Log in to iwirc.com
- Go to network page and click board
- Select the individual you would like to remove or change position
- Click the gear indicating “settings” on their profile
- Select the “positions” tab
- To remove from a position, click “Remove this position”
- To add new position, select “Add a position”
- In the “Position Type” drop down select either “Network Board Chair” for Network Chairs or “Network Board Member” for other network positions
- Specify their position on the board in the “Position Detail” box
- If the person is not already on the board, follow these steps to add them from searching their member profile

### When a Network Chair Falls Off the Board:

- Add to the Network Chair History spreadsheet in T-drive> IWIRC Files & Documents > Network Chairs > Network Chair History
- Send the now Past Chair a paperweight and letter found on T-drive> IWIRC Files & Documents > Network Chairs > IWIRC NW Chair Gift Thank You Letter
- Update new Network Chairs on the website, under “positions” remove their position, and remove the position from their Constant Contact record

---

## Active Members Report

- Tools
- Custom Query
  - Active members
  - First name
  - Last name
  - Join date
  - Primary network
- Download as Excel Spreadsheet
- Save to Desktop
- Note number of active members on spreadsheet

## IWIRC Annual Network Reports

### Run the report

- Log in to iwirc.com
- Click the black CMS tab on the right sidebar
- Click Edit
- Click Tools
- Click Custom Query
  - Include from Members with the Following Payment Status: Active
  - Select from the Following Fields:
    - First name
    - Last name
    - Email
    - Primary network
  - Download to your desktop

### Sort the report

- Sort by Primary Network
- Then Last Name
- Group together the network members to subtotal members for each network

---

## Reporting

The blank template is housed in the t-drive. You will fill in the total number of members in the network, (from the report you just sorted), along with the board members information, (active board members only), you can pull from the website.

- T-drive > IWIRC Files & Documents > Network Annual Reports > Year
- Open template, complete information
- Save as “Network Name Annual Report”
- Save the document a folder titled with the Networks Name

## Emailing the report to the networks

The reports are to be emailed to the network chairs, (to both co-chairs, if applicable), and the network treasurer. The networks must return the reports by the due date to be eligible for their semi-annual rebates, and for PACRIM networks, grant approvals. This is reflected on both the report and the email template.

- Use the email template housed in the t-drive > IWIRC Network Files & Documents > Network Annual Reports and listed below.

## ***Regular Network Email Template***

It's time to complete the 2017 Annual IWIRC Network Report for your network. Attached, please find the partially completed report. Membership numbers current as of 1/12/2018 and board members listed are members that were active when researched.

Please return at your earliest convenience but no later than April 16, 2018. Reminder, networks that fail to submit this form in a timely manner will forfeit their annual rebate checks: \$50 per year, per member, paid in two installments of \$25 each in June and December.

Thank you for your assistance.

Respectfully,

---

## ***PACRIM Email Template***

Dear Yuri,

It's time to complete the 2017 Annual IWIRC Network Report for your network. Attached, please find the partially completed report. Membership numbers current as of 1/12/2018 and board members listed are members that were active when researched.

Please return at your earliest convenience but no later than April 16, 2018. Reminder, networks that fail to submit this form in a timely manner will forfeit network grant approvals.

Thank you for your assistance.

Respectfully,

## **Tracking responses**

Once you send the reports to the networks, you'll want to prepare to track the responses. In the t-drive, go to >IWIRC Files & Documents > Network Reports > Last Year's report to find the previous year's spreadsheet. Copy the report to a new book, changed the dates and fill in the information you complete. When the reports begin to return, file them under their network folder after recording the responses onto your spreadsheet.

## **Onboarding New IWIRC Networks**

- Network Documents – local storage
  - Shari will email the documents to you or she'll place them in your inbox
  - Save them in the t-Drive
    - T-drive > IWIRC Files & Documents > Network Bylaws and Signed Network Rules
  - Print hard copies of each document
  - Create a new folder for the new network
    - Place the folder in the filing cabinet > IWIRC Regional Events | Networks | Speaker Bureau Apps
- Network Documents – online storage
  - Shari will email you the documents to upload to the website
  - Go to IWIRC website
  - Click on network
  - Click on 'News' on the left sidebar
  - Click the yellow 'Create new content' button

- 
- Move all members to the new network
    - IWIRC Website
    - CMS
    - Edit
    - Tools
    - Custom Query
    - Build a report for all members in the state/network that need moved
    - Search for those members on the IWIRC site
    - Change the primary network to the new network
  - Network Board Members
    - From the new Network Charter document, update the new board
      - IWIRC Website
      - Search for member's name
      - Click the 'wheel' on their profile
      - Click on the 'positions' tab
      - Click 'Add a position' and update appropriately
      - Click on Networks
      - Click on 'Board' on the left sidebar
      - Drag and drop board members to list as reported
  - set up yahoo id
  - add yahoo id and password to our excel list
  - add network to network history (don't forget to update the number of network tab)
    - T-drive > IWIRC Files & Documents > Lists and Transmittals > IWIRC Network History
  - add network chair to excel list of current new chairs
    - T-drive > IWIRC Files and Documents > Network Chairs > Network Chair History
  - add network chair to constant contact
  - Carole - issue a press release on new network
  - Send to new network Board
    - Ask for blurb for their page, or direct them to edit it themselves
    - ask new network for the EIN (tax id number)
    - Send network grant request form and information

- 
- T-drive > IWIRC Files & Documents > Grant Reports > IWIRC Network Request Form
  - ask new network for where to send the \$500 new network grant
  - send network new board Eventbrite, photo and updating instructions website plus resource documents
    - Add Eventbrite # to board member
  - NOTE: The Eventbrite Organizer ID can be found on the [My Organizer Profile](#) page. It is trailing series of numbers that appear at the end of the Organizer Page Url section. If this page url has been customized, you'll need to click on the "View Profile" link at the bottom of the page. This will open a new window to the final URL which will contain the Organizer ID.
  - An example of an Organizer Page Url looks like <http://www.eventbrite.com/o/organizer-name-123456789>, the "123456789" being the Organizer ID.
  - add Network Grant to the grant excel list
    - T-drive > IWIRC Files & Documents > Grant Reports > Network Grant History

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## Background Information

The International Women's Insolvency and Restructuring Confederation (IWIRC) is a tax-exempt organization under **Internal Revenue Code Section 501(c)(6)**. The tax identification number is **13-3769243**. The fiscal year runs from January – December.