

**Regional Chapter Guidelines
for
WISTA USA, INC.**

**ARTICLE 1
PURPOSE**

1.1 Purpose of WISTA USA, Inc.

The United States chapter of the Women’s International Shipping & Trading Association (“WISTA USA”) was organized to advance the interests of women involved in the maritime shipping and trading industry and to promote networking, as well as exchange of contacts and experiences among its Members and among other National WISTA Associations (“NWAs”).

1.2 Purpose of Regional Chapters

The regional chapters of WISTA USA (“Chapters”) have been organized to advance the purposes of WISTA USA through local membership, recruiting, networking and social and educational activities. All WISTA USA members are welcome to participate in the activities of all WISTA USA Chapters; the Chapters are organized solely for the convenience of the membership.

1.3 Purpose of these Guidelines

These Guidelines were developed to assist with the orderly conduct of each Chapter’s business and the formation of new regional Chapters. At all times, Chapters are ultimately governed by the By-Laws of WISTA USA as they may from time to time be amended. Any conflict between these Guidelines and WISTA USA’s By-Laws will be resolved in favor of the By-Laws.

**ARTICLE 2
OFFICERS**

2.1 Chapter Presidents

Each of the Chapters will be administered by a Vice President of WISTA USA, informally referred to as a Chapter President, who shall be appointed by the Board of Directors of WISTA USA (the “Board”) and shall hold office in accordance with the procedures established in the WISTA USA By-Laws. Each WISTA USA Vice President shall be appointed for a one-year term, which term shall be ratified annually by the Board in conjunction with the Annual General Meeting (“AGM”). Although a Chapter President may resign from office at any time, upon appointment to office, each Chapter President should endeavor to serve for at least three years. The Board should confer with each Chapter President prior to each AGM to assess the interest of each in

continuing as a Chapter President. Before making new appointments of Chapter Presidents, the Board shall confer with the current Chapter President and other Chapter members, as appropriate.

2.2 Other Officers

The Board may appoint such other officers for any or all of the Chapters as the Board may determine to be necessary or appropriate to further the activities and administration of the Chapters. As part of succession planning, Chapter Presidents are encouraged to identify Chapter member(s) interested in holding the office of Chapter Vice President, and willing to assist in the Chapter's activities and learn from the Chapter President. Each Chapter President, in consultation with the President of WISTA USA, shall recommend to the Board, as and if appropriate, candidates for Chapter Vice President. Chapter Presidents may informally appoint other members to assist in the Chapter's activities as appropriate.

ARTICLE 3 QUARTERLY MEETINGS AND SPECIAL EVENTS

3.1 Meeting of Chapter Presidents

Each Chapter President shall use her best efforts to participate in meetings of all of the Chapter Presidents (“Leadership Team meetings”), to be held, from time to time, at the request of the President of WISTA USA. Participation in such meetings may be by telephone conference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Notice of such meetings shall be provided by e-mail. The Chapter Presidents are encouraged to meet in person in conjunction with WISTA USA's AGM.

3.2 Special Events

Each Chapter President, with the assistance of the Chapter members, is responsible for planning and organizing special events throughout the year, such as field trips, speakers, demonstrations, participation in charitable events, happy hours, breakfasts, lunches, teas, *etc.* (“Events”). These Events may be, but are not required to be, held in conjunction with other industry events happening in the local area, such as National Maritime Day, the Connecticut Maritime Association *Shipping Conference* (“CMA”), the Offshore Technology Conference (“OTC”), Breakbulk Conference, the Work Boat Show and the Cruise Shipping Miami Conference. Holding Events in conjunction with other industry events often allows the participation of other Chapters, so is encouraged.

3.3 Quarterly Meetings

Each Chapter President should use her best efforts to arrange for at least four Events per calendar year for the members of her Chapter, preferably at least once during each calendar quarter in keeping with WISTA USA's purpose of networking and educational opportunities.

During Chapter meetings, the Chapter President should present a short summary on the activities of WISTA International, WISTA USA, and other NWAs.

3.4 Industry Events

Chapter Presidents shall themselves try to attend and shall encourage Chapter members to attend and participate in WISTA USA's and other industry events, such as WISTA USA's AGM, the WISTA International Annual General Meeting and Conference, any events organized by other NWAs, and CMA, OTC, Work Boat, and the like. Where practicable, each Chapter President shall be responsible for identifying other events that offer opportunities to network with other industry professionals, both nationally and internationally, and to recruit new Members to WISTA USA.

3.5 Notice of Events

Each Chapter President will give the prior notice of planned Events to the WISTA USA President and to the Membership Secretary for posting on the WISTA website calendar. To the extent practical and possible within the budgetary and space limitations of an Event, each Chapter shall invite WISTA USA Members from other Chapters to participate in its Chapter events. In the case where such events are held in a venue that is close to another Chapter or an NWA, the Chapter hosting the event shall, to the extent practical, try to encourage cooperation and participation with the neighboring Chapters or NWAs.

3.6 Reports

Within seven days after each Chapter Event, the Chapter President shall forward to the President of WISTA USA a brief description of the event, number of attendees, and select photos (if available), for inclusion in periodic WISTA USA newsletters for distribution to the US membership. Chapter Presidents will also be called upon to provide brief updates on Chapter activities at each Annual General Meeting of WISTA USA.

3.7 Recruiting

Each Chapter should endeavor to recruit new members to their Chapter or other Chapters. To the extent necessary, Chapter Presidents should assist prospective members in identifying another WISTA Member that can provide a required recommendation for membership, if needed.

ARTICLE 4 FUNDING

4.1 Financing and Sponsorships

No Chapter shall charge dues separate from those charged by WISTA USA. Chapters may seek sponsorship to defray costs of their Events or charge attendance fees with prior notice to the WISTA USA Board. In connection with such notice, each Chapter President shall submit to the President of WISTA USA, at least 10 days prior to any planned

Event for which sponsorship will be sought or fees charged, a written synopsis of the Event including cost, location, and proposed use of proceeds.

The WISTA USA Board, at its sole discretion, may on an annual basis or otherwise as appropriate, approve funding for each of the Chapters.

4.2 Bank Accounts

No Chapter shall establish a separate bank account. All funds collected and not expended through sponsorships or Event fees shall be remitted to the Treasurer of WISTA USA and then deposited in the bank account of WISTA USA and used for that Chapter's future Events or as otherwise approved by the Board.

ARTICLE 5 COMMUNICATIONS

5.1 Press Releases/Advertising

All proposed advertisements and press releases by a Chapter for Events or otherwise shall be submitted for prior approval to the President of WISTA USA. The use of the WISTA USA logo on all such approved communications is encouraged.

5.2 Communications with Members

Unless otherwise directed by the WISTA USA Board, all written communications by any Chapter President or other Chapter officer with WISTA USA Members regarding Events or any other matter may be conducted by e-mail. Each Chapter President shall have access to the e-mail addresses and other information supplied by WISTA USA Members solely for the purpose of and for use in connection with her duties as Chapter President. *No such information may be used or disseminated for any other purpose;* nor may it be circulated to other WISTA members. Communications to be directed to all the Members of WISTA USA should be circulated by the WISTA USA Membership Secretary. All such Member information shall be kept confidential by the Chapter Presidents. No e-mail or other communication shall be made with any Member for solicitation for any purpose, whether business or charitable, unrelated to the maritime industry or contrary to the purposes of WISTA USA as set forth above. No Member's e-mail or other address or phone number will be made available to any direct mail or e-mail solicitation list by any Chapter President. All e-mails directed at all Members will be in a form that only allows each recipient to view the sender's e-mail without transmitting the addresses of all recipients.

5.3 Communications with the Board

Chapter Presidents are encouraged to reach out to any Board member if they have questions, comments, or want to seek advice or otherwise consult. Following the AGM each year, the WISTA USA President will designate a Board member to be the liaison for each Chapter President in an effort to further communications and coordination among the Chapters and the Board. Each Board member liaison should, among other things:

- Reach out to the President of the WISTA USA Regional Chapter to which she is assigned on at least a quarterly basis to see how things are going, what activities have taken place, and to see if the Chapter President needs any assistance;
- Provide guidance on the subject of WISTA’s Vision and Mission, the activities of the WISTA USA Board, and wherever a Chapter President may need assistance with organizing or publicizing Chapter events;
- Help facilitate interaction between the various Regional Chapters of WISTA USA, and between the Chapters and the WISTA USA Board; and
- Encourage Chapter Presidents to consider regional events in conjunction with other Regional Chapters, or to participate in industry events in the region.

ARTICLE 6 LIMITATIONS

No Chapter President or other Chapter officer shall have the power to contract for or in any way bind WISTA USA or any Chapter or hold themselves out to the Members or third parties as having the authority to take any such action. All contracts or other legal obligations to be entered into in connection with any Event or other Chapter activity shall be submitted to and subject to the approval of, and where appropriate, execution by, the WISTA USA President or Treasurer.

ARTICLE 7 SUPPORT OF OTHER MARITIME ORGANIZATIONS

In connection with the purpose of WISTA USA, any Chapter may “adopt” another not-for-profit organization to support it in non-financial ways, such as attending and participating in events of the other not-for-profit organization, encouraging others in their network to attend such events, and helping to increase awareness of the not-for-profit organization. When a Chapter decides to so support another not-for-profit organization, any officer of the Chapter shall submit for prior approval by the WISTA USA Board a written proposal describing the not-for-profit organization that the Chapter proposes to adopt to confirm that it meets the objectives of WISTA USA. Such adoption shall always be in conformity with the WISTA USA By-Laws and these Guidelines. No Chapter will conduct fundraising for any other not-for-profit organization. Any proposed use of the WISTA name or logo in connection with any Chapter’s support of another not-for-profit organization under these Guidelines must be submitted by the Chapter for prior approval by the President of WISTA USA.

ARTICLE 8 FORMATION OF NEW WISTA USA REGIONAL CHAPTERS

8.01 Orphan members; new Chapter organization

Members domiciled in regions where there is no WISTA USA Chapter in existence are welcome to participate in the activities of whichever Chapter(s) might be most convenient to them. These members are also encouraged to consider establishing a Chapter in their home region consistent with these Chapter Guidelines and with the By-Laws of WISTA USA as they may be amended from time to time. These members should notify the Board of WISTA USA of their interest in forming a new WISTA USA Chapter if there is sufficient interest in that region. The Board of WISTA USA will assist with the formation of the new Chapter and will answer any questions that may arise.

8.02 Requirements to form a new Chapter

To form a new WISTA USA Chapter, a minimum of **ten** individuals, either currently members in good standing of or otherwise qualified to join WISTA USA as provided in the By-Laws of WISTA USA, are required. Among these individuals, one person must be willing to act as President of the new Chapter, ideally for at least the first three years. At least two of these individuals, including the President, must have been members of WISTA USA in good standing for at least two years. To ensure that the Chapter's founding members fully understand and appreciate the vision, mission, and purposes of WISTA, it is preferred that of these two, at least one has participated in at least one WISTA USA Annual General Meeting before embarking on the process to launch a new WISTA USA Chapter, although the Board may exercise its discretion to dispense with this requirement in appropriate circumstances. All of the Chapter founders must be members in good standing of WISTA USA before the Chapter is officially launched.

8.03 Assistance from the Board of WISTA USA

The Board of WISTA USA will assist in any way possible with the formation and launch of new WISTA USA Chapters. Such assistance may include, but not be limited to, providing guidance on prospective members in the relevant geographic region, reviewing and approving draft press releases, and publicizing and attending new Chapter launch events.

8.04 Growth of the new Chapter

New Chapters are encouraged to start small and not to be discouraged if there is not a huge amount of interest at the outset. Chapters will typically grow slowly, and the Board of WISTA USA is available to assist with getting the word out about the new Chapter, helping publicize Chapter events, providing guidance on possible Chapter events and industry associations in the region for possible participation by the local Chapter, and referring potential candidates for membership. Attracting quality candidates for membership in sufficient numbers to sustain the Chapter, and then providing events that are of interest and relevant to the local membership, are more important than merely growing membership rolls.