

# **WOMEN IN NETWORKING (WIN4) BYLAWS**

## **ARTICLE I – GENERAL**

### Section A. Name

The Name of the organization is Women in Networking, Chapter 4 (WIN4).

### Section B. Purpose

The purpose of the organization is to:

1. Provide its members with a forum for the interchange of leads, ideas and contacts in the business community.
2. Promote fellowship and cooperation among members.
3. Assist in the improvement of techniques and methods of doing business.
4. Promote and encourage the development of members as individuals and professionals.

### Section C. Capacity

The maximum number of members in WIN4 shall not exceed 40.

### Section D. Quorum

A quorum for the transaction of business of the board of directors shall be a majority of the directors. A quorum for a regular membership vote shall be a majority of the members.

## **ARTICLE II – GOVERNING BOARD**

### Section A. Eligibility

Members are eligible to be on the board after they have been an active member for one year. Members of the board of directors will have a standard term limit of five (5) consecutive years. A member must roll off the board for one (1) year before being eligible to run again. The exception to this policy would be if the membership of WIN4 drops below twenty-four (24) members. In all cases the Past President will roll off the board.

### Section B. Governing Board

The government of the organization shall be vested in the board of directors, which shall have full power and authority to manage the affairs of the organization. The voting members of the Board of directors shall consist of the President, Vice-President/President Elect, Secretary, Treasurer, Immediate Past President, and three (3) Directors-at-Large. All will be elected and serve for one (1) year. If the Chapter forms in mid-year, all elected may serve for a stump (or start-up) year and one (1) full year following. Functions of the board of directors include voting in membership candidates and establishing Policies & Procedures for the management and continuity of the group. Special meetings of the board of directors can be called by the President or at the request of three (3) members of the board of directors.

### Section C. Duties of the Officers

#### President

The President shall preside at all meetings of the organization and the board of directors and perform other duties usual and pertinent to this office. The President shall be an ex-officio member of all special committees.

#### Vice President/President-Elect

The Vice-President/President-Elect shall preside in the absence of the President and be fully informed of all group functions to be adequately prepared for the Presidency. The Vice President/President Elect shall serve as chairperson of a “Financial Review Committee” which shall (a) consist of two (2) additional members of WIN4, (b) meet two (2) times a year for a general review of the organization’s finances, and (c) report directly to the board of directors regarding its findings.

#### Secretary

The Secretary shall keep the records of the organization including meeting minutes, prepare agendas and issue notices for all meetings, answer all correspondence, assist in announcement of the programs and shall perform such duties as are requested of this office by the President and board of directors.

#### Treasurer

The Treasurer shall have custody of all funds; pay all bills that have been duly approved by the board of directors and present a detailed financial report to the board of directors monthly and to the membership quarterly.

#### Immediate Past President

The Immediate Past President shall provide wisdom and guidance to the directors, assist in ensuring continuity in the governing activities of the board of directors and perform other duties as are assigned and necessary.

#### Directors-At-Large

Programs – Shall oversee the coordination of social activities for the organization including communicating those activities at the monthly meeting, through emails and post on social media. Shall schedule member speakers and a member to say a prayer and United States Pledge of Allegiance, for each monthly meeting.

Membership – Shall track membership attendance, ensuring guests are properly greeted and informed at the monthly meeting, maintaining, and ensuring the accuracy of the membership roster, overseeing the admittance process for new members including notifying the prospective candidate of acceptance into membership, holding an orientation session with prospective/new members.

Reservations – Shall oversee the management of monthly meetings including location, setup, menu selection and to coordinate with the treasurer for the payment of lunch expenditures.

#### Section D. Committees

As committees become necessary, the board of directors may establish them.

#### Section E. Elections & Vacancies

A slate of candidates shall be compiled at the September meeting. The slate shall be communicated via email to all members and announced orally at the October meeting. During the November meeting, members shall vote electronically on the board of directors with installation of officers in January. The current President shall present the new board of directors at the December directors meeting.

In the event of a vacancy in the office of the President, the Vice-President shall fill this vacancy. In the event of a vacancy in any office, the board of directors shall, by a two-thirds (2/3) vote, elect a qualified member to fill such office. Persons nominated for the position of Vice President/President Elect must be a member of the current board of directors, a past director or a current Committee Chair.

#### Section F. Meetings

Meetings of the board of directors shall occur monthly at such time and place as the president of the board of directors may specify. Timely notice of such meetings will be provided to all members of the board of directors. The board may call special meetings. Approval of business needing a vote shall require a minimum of five (5) board of director's vote to pass.

#### Section F. Attendance

Directors are expected to attend the monthly board meetings. A director is allowed to miss two (2) meetings in a calendar year. If a director misses a third meeting, that director forfeits their position on the board of directors. The board of directors may, however, excuse a director's absence for good cause.

## **ARTICLE III – MEMBERSHIP**

### **Section A. Eligibility**

Each member shall be the sole representative of her industry or specialty within that profession. Each member shall represent only one category as established within the Policies & Procedures. Any exception to this rule shall be approved by a minimum vote of five (5) board of directors. Membership in the Chapter is attached to the individual member and not to that member's company, even should the company pay the member's non-refundable dues. A member of WIN4 may hold membership in only one (1) chapter.

### **Section B. Application**

Candidates for membership in WIN4 must attend two (2) regular meetings within 12 rolling months before applying for membership. Candidates may not attend a third meeting without being approved for membership. After attending two meetings, a candidate may substitute for a member one time before applying for membership. Upon receipt of a new member application, the Membership Director shall present the application to both the board of directors and the general membership for their review. Members having concerns or possible conflicts with a particular occupation or individual should address their concerns in writing to the Membership Director within seven (7) days of receipt of the new member application notice. The Membership Director will submit information about any conflict to the board of directors. The board of directors will take any objection, concerns, or possible conflicts under consideration, but has the final authority to override any such objections if it deems such action to be in the best interest of the overall membership. The board of directors may then: a) approve the application, b) reject the application, or, c) table the application pending additional information. The Membership Director shall notify candidates of the board of directors' action prior to the next general meeting reservation deadline.

### **Section C. Responsibility**

It is the responsibility of every WIN4 member to adhere to the purpose for which this organization is founded and as stated in the bylaws, and to always maintain good working relationships with all members and take whatever steps necessary to ensure that conflicts between members do not arise.

### **Section D. Dues and Fees**

Each new membership application must be accompanied with a non-refundable application fee. Upon notice of acceptance as a new member, the appropriate non-refundable membership dues shall be submitted by the following meeting to secure membership. For members joining after January, fees for the balance of that quarter will be prorated based on the month the member joins. All dues, fees and surcharges amounts will be established in the Policies & Procedures. Any increases in dues, fees, or surcharges will be announced by the board of directors at least thirty (30) days prior to their effective date. Approval shall be by two-thirds (2/3) electronic vote of the membership with voting open for seven (7) days.

### **Section E. Attendance**

Members are expected to attend the monthly meetings. A member is allowed to miss three (3) meetings in a calendar year. If a member misses a fourth meeting, that member's membership will be forfeited, and the category will be announced as open at the next monthly meeting. For extenuating circumstances, the member may provide, in writing to the board of directors, the reason for an absence.

Should a member be unable to attend, the member is encouraged to send a substitute in her place. The substitute is to represent the absent member's business and may also represent her own interests during guest commercials, with prior approval, if it does not conflict with a current member. If the member sends a substitute as one of her first three (3) absences, one instance only is not counted as an absence.

The substitute is allowed to count that visit as one (1) of the two (2) required visits, should she consider joining WIN4. A substitute may only attend as a sub two (2) times in a calendar year.

#### Section F. Leave of Absence

Members in good standing (refer to the Policies & Procedures) may request a leave of absence. The board may approve a leave of absence, received in writing, for a period of three (3) consecutive months when the member has reduced her work due to personal illness or illness of an immediate family member, financial or emotional distress.

#### Section G. Vacancies in Categories

Should a vacancy in a category occur for any reason, then that category will become open. The membership will be notified of this category opening by announcement at a monthly meeting, on the chapter website, by email or other written communication. If a member wishes to change or add a related category(ies), a letter of intent must be submitted to the board of directors and a new application for membership in the new category must then be submitted to the membership director. Applications will then be reviewed in accordance with the bylaws, and all fees and dues are applicable to any new application submitted.

#### Section H. Ethics & Disagreements

Members are expected to conduct business in a fair and respectful manner with members and referrals. Discussions among members are always privileged and confidential. If a member has a complaint against another member due to any condition arising out of the business endeavors of such member, the complaining member must refer to the Policies & Procedures.

#### Section I. Meetings

Meetings of the general membership shall occur monthly at such time and place as the board of directors may specify. Timely notice of such meetings will be provided to all members.

### **ARTICLE IV – FINANCES**

#### Section A. Disbursements

The President, Vice President and Treasurer are to be the officers designated as signors on the WIN4 checking account. Any expenditure must have prior approval by the board of directors. Approval shall be listed under the treasurers report in the meeting minutes.

#### Section B. Audit Procedures

Financial Review Committee, lead by Vice President/President Elect, will meet two (2) times a year for a general review of the organizations finances and report directly to the board of directors regarding its findings. A detailed financial report shall be presented to the board of directors monthly and to the membership quarterly.

#### Section C. Fiscal Year

The fiscal year shall be January 1 through December 31.

### **ARTICLE V – PARLIAMENTARY AUTHORITY**

#### Section A. Roberts Rules of Order

The current edition of Roberts Rules of Order shall be the parliamentary authority for matters of procedure not covered by these By-laws.

### **ARTICLE VI – AMENDMENTS**

#### Section A. Bylaw Revisions

Any amendment of these bylaws shall be approved by two-thirds (2/3) vote of the membership, provided an email of proposed modifications has been given to the membership ten (10) days prior to the vote; and electronic voting is open for seven (7) days. A simple majority of the membership shall approve all policy and procedures matters.

*[End Bylaws]*