

# **BY-LAWS OF THE PROFESSIONAL WOMEN'S BREAKFAST CLUB**

## **ARTICLE 1**

### **Club Year and Election of Officers**

1. The fiscal year of the Club shall be the calendar year ending December 31st.
2. Election of officers shall be through a Nominating Committee. This committee shall consist of the Past President serving on the current Board and two members of the current Board who have excluded themselves from candidacy for the next Board and who shall be elected by the Board (excluding the President) to represent them at the nominating committee meeting. Additionally, one past Board member who has excluded herself from serving on the new Board shall be randomly selected to serve on the nominating committee.
  - a. The Nominating Committee shall meet prior to the last regular meeting in October, at which meeting is shall recommend nominations for President, Vice-President, Secretary, Treasurer, Social Chairperson and Director of Membership.
  - b. Elections shall be held at the first meeting in November. At this meeting, nominations may be received from the floor.
3. No officer shall serve more than two consecutive terms in any office except the Treasurer, whose term may be extended if it is mutually agreeable.
4. To fill a vacancy in an office, the President shall poll the Board of Directors to select a successor.

## **ARTICLE II**

### **Board of Directors**

1. The governing body of the Club shall be the Board of Directors.
2. The Board of Directors shall consist of the current President, Vice-President who shall oversee programming, Secretary, Treasurer, Director of Membership and Social Chairperson, who shall oversee philanthropy, and the Past President.

## **ARTICLE III**

### **Duties of Officers**

1. It shall be the duty of the President to be the principal executive officer, to preside at meetings of the Club and of the Board of Directors, to coordinate the activities of the various committees and officers, to supervise induction of new members and to perform

all other such duties as ordinarily pertain to her office. The President shall also be an authorized signer on the bank account.

2. It shall be the duties of the Vice-President to preside at the meetings of the Club and the Board of Directors in the absence of the President and to coordinate meeting programs, to schedule meeting facilities, to aid other officers in the performance of their duties and to perform all other duties as ordinarily pertain to her office.
3. It shall be the duty of the Secretary to keep minutes of Board and club meetings, to provide correspondence deemed necessary by the President and/or Board of Directors, and to perform such other duties as usually pertain to her office.
4. It shall be the duty of the Treasurer to have custody of the funds (accounting to the Board of Directors upon demand), to co-sign the bank authorization card, and to perform such other duties as usually pertain to her office including delinquent notices.
5. It shall be the duty of the Social Chairperson to make arrangements for activities including philanthropy that are sponsored by the Club outside of the Club's regularly scheduled weekly meetings.
6. It shall be the duty of the Director of Membership to keep records of membership attendance at regular weekly meetings, to manage the gathering and distribution of sponsorship forms, accept and process Applications and gather information necessary to induct new members. The Director of Membership shall also be responsible for maintaining the website. She can delegate these responsibilities to a Webmaster if she chooses to do so.
7. It shall be the duty of the Past President to provide counsel and guidance to the Board of Directors.

#### **ARTICLE IV**

##### **Meetings**

1. The regular weekly meetings shall be held at 8:00 a.m. twice a month; the second and fourth Thursdays and shall be scheduled so that network/social time, breakfast, and program shall normally end at 9:00 a.m.
2. The Board of Directors shall meet when called by the President. A majority of the Board shall constitute a quorum of the Board of Directors.
3. The location of the regular weekly meetings shall be reviewed by the Board annually. A change in location shall be made by the Board of Directors with a 2/3 vote of the members present.

## ARTICLE V

### **Dues**

The amount of dues shall be determined by the Board of Directors. Dues are payable no more than quarterly and no less than annually. The time of payment is designated by the Board and must be paid in advance. If a member terminates, her pre-paid dues will be prorated and refunded.

## ARTICLE VI

### Admission of New Members

1. Any member may propose a candidate for membership in accordance with the limitations in the Club Constitution.
2. Although occasionally a guest may be invited to attend a meeting for reasons other than having her as a prospective member, generally only prospective members will be invited. Guests will not be invited to “members only” meetings.
3. Before any person will be considered for membership, the sponsor must submit a Sponsorship Form (Exhibit 1) on the prospective member. The membership will then determine from the form if any professional conflict exists with other members of the club and whether the position held by the applicant is at a level deemed acceptable by the club. Once the club has given tentative approval to the applicant, the sponsor may then bring the applicant to three meetings [over a 3 month period] as a guest. During this period, the President and the sponsoring Member should introduce the prospective member to the club members.
4. It is the sponsoring Member’s obligation to obtain a Membership Application for the prospective member. The completed application must be returned to the Membership Chair after the guest has attended three meetings and decided to join the PWBC.
5. Members who have an objection to an applicant’s memberships should immediately, and not later than the second meeting, notify the Membership Chair so that the sponsor will be informed before her guest is invited to attend another meeting. The objection by any one member will be reviewed by the Board of Directors. Objections must be given to the Membership Chair no later than the board meeting in which the prospective member is to be voted.
6. After the prospective member has attended three meetings4/12/07, the Board shall vote on the membership application.

7. Only one member may represent a described field of business or profession. Through direct or indirect circumstances, no two members can represent identical business field or professions.
8. A membership is granted strictly on a personal basis is not to be consider a sustaining membership to a company, corporation, sole proprietorship, or partnership. A membership once relinquished by voluntary or involuntary means may not be automatically passed to another person recommended for membership from the company, corporation, and sole proprietorship. Or partnership of the relinquishing member.
9. An Active membership relinquished voluntarily or involuntarily will act to automatically place the business field or profession open to the general membership for review, recommendations and sponsorship of candidates for that membership position. A recommendation for a replacement member by the relinquishing member will not be binding on the Club, but will be accepted with all other membership applications.

## **ARTICLE VII**

### **Committees**

The President shall form any committee she feels necessary to accomplish a function of the Club and shall appoint any member as a chair of such committee.

## **ARTICLE VIII**

### **Outside Activities**

The Club shall NOT undertake or perform any civic, charitable, religious, or other unauthorized activity without a three-fourths (3/4) vote of the members present cast at a regular meeting of the Club.

## **ARTICLE IX**

### **Leaves of Absence**

Upon written application to the Board of Directors setting forth good and sufficient cause, a leave of absence may be granted excusing a member of the Club from the regular meetings. Leaves of absence shall be limited to one quarter of a year duration.

## **ARTICLE X**

### **Ethics**

The Club recognizes that its members may be governed by canons or codes of professional conduct. Realizing in full that this is so, if any object or activity undertaken by the Club is

deemed by a member to be against her professional ethics, then that member may refrain from entering into such object or activity if she so desires. It shall be left to the sole judgment of said member to determine if such object or activity is unacceptable to her as she is more fully aware of her professional responsibilities than anyone else.

## **ARTICLE XI**

### **Amendment of By-Laws**

These By-Laws may be amended by any regular scheduled meeting of the Club by a two-thirds (2/3) vote of the members present.

## **ARTICLE XII**

### **Miscellaneous**

#### **Section 1, Quorum**

Fifteen percent (15%) of the paid membership shall constitute a quorum for the transaction of business during regular and called meetings. Four members of the Board of Directors shall constitute a quorum of the Board members.

#### **Section 2, Voting**

Voting shall be via voice, standing vote, show of hands, written ballot or telephone ballot.