

**By-Laws of
Council of Business Women**
As amended 2011

ARTICLE I: NAME

The name of the organization shall be the Council of Business Women

ARTICLE II: DEFINITIONS

“CBW” or “The Council” refers to the *Council of Business Women*.

“Executive Board: refers to the officers and chairpersons heading, standing and appointed committees of CBW.

“Member” refers to an individual (not their business) who holds membership in good standing of CBW.

“Quorum” refers to a minimum number specified in the by-laws which must be present in order to transact business at a meeting.

ARTICLE III: PURPOSES

The Council of Business Women is an entrepreneurial support group dedicated to the purposes:

- (1) To provide opportunities of professional growth for women in an atmosphere of mutual support.
- (2) To provide opportunities to cultivate business contacts and referrals to women.
- (3) To provide marketing resources and encourage patronage of women business owners, managers, and decision makers.
- (4) To exchange ideas and information and assist women in solving business issues and problems as they arise.

ARTICLE IV: MEETINGS

Regular luncheon meetings shall be held on the second Thursday of each month. When deemed necessary by the Board, meeting dates and times may be changed, provided due notice of the change is given. Other meetings, socials, seminars, roundtables, etc. may be planned and announced by the Board throughout the year.

ARTICLE V: MEMBERSHIP & DUES

Membership is open to all women decision makers, managers, and/or owners of business (es) that support women decision makers, women managers, or women owned businesses.

Dues are payable at the first meeting in the month of January. Dues for those who join later in the year may be pro-rated at the discretion of the Board. Only members in good standing will be eligible to serve as a board member, present a spot light or serve as a committee chairperson with the organization.

Visitors may attend two meetings at no membership charge. Visitors must pay membership dues on or before their third meeting. The Membership Officer or Committee will make phone contact and give membership application forms.

If a past member of the Executive Board of CBW no longer fits the criteria of membership, i.e. business owner or manager, she is still entitled to become an “*honorary member*” of CBW, paying the annual dues at a reduced rate to be determined by the existing Board, and paying the monthly luncheon fees. “*Associate Membership*” may be offered to a non-officer, past member of CBW still paying the annual dues and monthly luncheon fees.

Removal of a member:

By two-thirds (2/3) vote of the executive board, a member may be removed from membership for criminal misconduct or unethical, unkind or damaging behavior against a fellow member or guest (i.e. hard selling ones business, talking negative about another member or member’s businesses; trying to hold exclusivity in ones business or any behavior deemed unprofessional or non-inclusive to our general membership). Note: any Member at risk of being removed shall be given, at minimum, a verbal warning/counseling regarding their potential removal. (Documentation of the warning to be maintained by the Board)

ARTICLE VI: ELECTION OF OFFICERS

Elections will be held at the annual business meeting on the first Thursday of November. A term of office is one calendar year. However, if deemed by the executive board to be in the best interest of the membership at large, an Officer may hold the same position for two straight years, uncontested. Officers may not hold the same office for more than two consecutive terms. Special elections may be held during the year to fill a vacated position of the Board.

Open board positions:

- An existing Officer may be slated by the board to occupy an open board position before it is offered to the membership at large.
- Board positions not currently occupied will be open to the membership at large and a nominating committee will solicit for these candidates.

Voting will be by written ballot presented at the November meeting. Only those present and identified as a paid member may vote. Only one vote per member will be allowed. Absentee ballots will be accepted, but not solicited.

Removal of an Officer:

By two-thirds (2/3) vote of the executive board, an officer may be removed from office for failure to attend three (3) consecutive meetings without notice to the board, failure to perform duties, criminal misconduct, or unethical behavior (i.e. hard selling ones business, talking negative about another member or member’s businesses, trying to hold exclusivity in ones business or any behavior deemed unprofessional or non-inclusive to our general membership). Note: any Officer at risk of being removed shall be given, at minimum, a verbal

warning/counseling regarding their potential removal. (Documentation of the warning to be maintained by the Board)

ARTICLE VII: THE EXECUTIVE BOARD

The Executive Board shall be composed of all elected officers, committee chairpersons, and the immediate past president. Board meetings will be held in April and October of each year to set goals and make plans for the year. Quorum for Board meetings is 50% of elected officers. Additional Board meetings may be called as necessary.

The immediate past president shall be invited to remain ex-officio on the Board for the year following her term of office in a non-voting capacity. However, if the past president is elected to another office which otherwise entitles her to vote, she shall have the right to vote.

Each officer and committee chairperson shall keep a current record or notebook to file monthly reports to appropriate officers of duties and activities performed while in office. These notes shall be given to her successor, and a copy given to the new President at the annual business meeting.

ARTICLE VIII: DUTIES OF OFFICERS

Section 1: President

The President shall preside at all meetings and Board meetings; preside over elections; facilitate cooperation of all officers and committees. Appoint additional committees as necessary for special projects; appoint a nominating committee **ten weeks** before the annual elections and appoint a Parliamentarian. The Publicity Committee, Program Committee, and Speaker's Bureau shall report to the President.

Section2: Vice President

The Vice President shall preside at meetings when the President is absent; assist the President in overseeing work of all officers and committees; oversee the work of the Membership Committee; Community Liaisons; and oversee Events & Spotlights.

Section 3: Secretary/Membership

The Secretary shall keep minutes of all Board meetings; be responsible for general correspondence; keep an up-to-date mailing/phone list of all members; be in charge of membership. The Nominating Committee reports to the Secretary.

Section 4: Treasurer

The Treasurer shall collect dues; maintain a checking account for the group; provide quarterly treasurer's reports to the appointed CPA; get Board approval for all expenditure over \$50.00; see that officers/board members are reimbursed for out-of-pocket expenses in a timely manner; maintain a file of receipts for all expenditures; oversee the collection of luncheon money; pay for visiting speaker's luncheon and settle the bill with the hotel/restaurant after each meeting. The President, Vice President, and Treasurer shall be on the signature card for the checking account. The Budget Committee reports to the Treasurer.

Section 5: Historian

The Historian shall collect and preserve records of activities of the Council, including photos, newspaper articles, programs, and any items appropriate for representing the Council or its members.

Section 6, Media Representative

The Media Representative will coordinate the web site updates, inform the membership at large of upcoming events and opportunities.

ARTICLE IX: DUTIES OF COMMITTEES

Section 1: Membership Committee

The Membership Committee shall keep records of all membership data; put together and oversee maintenance of the membership directory/notebook; enlist greeters for each meeting that will make sure visitors and new members are made welcome; enlist a hostess for the registration table at each meeting; oversee name badges at each meeting; send follow-up letter and/or call visitors at least once after each meeting; be sure visitor policies are followed. The Membership Committee reports to the Vice President.

Section 2: Publicity Committee

The Publicity Committee shall promote the meetings and events of the group through all available media; compose and send out regular public service announcements/articles about the group activities; send press releases about special speakers and endeavor to build attendance. The Publicity Committee reports to the Presidents.

Section 3: Program Committee

The Program Committee shall plan programs and book speakers at least 4-6 weeks in advance; send information about speakers and/or programs to Publicity Committee at least 4 weeks in advance; make all arrangements for the speaker (room, podium, special equipment, etc.); introduce the speaker at the meeting; send thank you notes to non-member guest speakers. The Program Committee reports to the President.

Section 4: Community Liaison Representatives

The Community Liaison Representatives shall seek out community events, trade shows, conventions, festivals, workshops, seminars and any marketing opportunities that may be helpful to members and see that these events are reported to members at each meeting. This committee reports to the President.

Section 5: Nominating Committee

The Nominating Committee shall be appointed by the President **ten weeks** before the annual business meeting and elections and will be made up of the Executive Board. The nominating committee shall seek volunteers and take nominations for members in good standing who are willing to accept offices and standing committee positions; announce the slate of nominees **one meeting** in advance of the election; prepare written ballots for the election; mailing of absentee ballots. The Nominating Committee reports to the Secretary.

Section 6: Constitution and By-Laws Committee

The Constitution and By-Laws Committee will meet annually to study and oversee any recommendations for necessary changes or updates in the current constitution and by-laws. If this committee determines that changes are necessary, it will make such recommendations to the Board. If the Board approves such changes, the membership will be notified one month in advance of a vote on the proposed changes or amendments.

Section 7: Budget Committee

The Budget Committee shall audit the Treasury twice a year; study past expenses and future needs of the group; create an annual budget. The Budget Committee reports to and works with Treasurer.

Section 8: Speakers Bureau

The Speakers Bureau will operate in accordance to the By-Laws of the Council of Business Women. The Chairperson of the Speaker's Bureau will also serve on the Board and will report to the President.

The Speakers Bureau shall keep a list of all members of the Speakers Bureau; compile information on all speakers and their topics; coordinate a uniform directory/media kit/portfolio that highlights each member of the Speakers Bureau; respond to all inquiries to the Speaker

Bureau within 48 hours; promote the growth and development of each member's speaking abilities.

The Speakers Bureau is a standing committee opened to all members in good standing. The Speakers Bureau markets its members to other organizations as guest speakers. There are established guidelines that all members must follow that promote CBW. To encourage participation, dues will be assessed based on the speaking engagements. The Speakers Bureau will decide on the amount to be assessed.

ARTICLE X: AMENDMENTS

The by-laws of this organization may be amended by a vote of 51% majority of the members, including absentee votes. Proposals for amendments must be submitted in writing to the Constitution and By-Laws Committee and approved by the Board before they are submitted for vote by the membership. Members shall receive one month notice of a vote on an amendment.

ARTICLE XI: SCHOLARSHIP

At the end of the calendar year, the Board shall review the budget and treasury. If there is a surplus, some or all of the balance may be allocated to scholarship(s) to members. The scholarship will be used to attend business related seminars. The goal is to maintain the non-profit status. A Scholarship Committee will be established to set the parameters.

ARTICLE XII: PARLIAMENTARY AUTHORITY

All meetings of the organization shall be conducted in accordance with these By-Laws and Robert's Rules of Order. Routine business decisions other than elections and amendments may be made by a majority of those members present. In any instance where a specific rule of order stated in these By-Laws differs from Robert's Rule of Order, the specific By-Law will govern. The Parliamentarian will interpret proper procedure at meetings. She may appoint another officer to preside as Parliamentarian in her absence. The Parliamentarian will be appointed by the President.