

WOMEN'S LEADERSHIP NETWORK

Local Club Bylaws

I. NAME

The name of the group is WOMEN'S LEADERSHIP NETWORK.

II. PURPOSE

The purpose of the group shall be to offer professional and social networking opportunities and is dedicated to be an active, innovative resource by providing support assistance, offering opportunities for personal growth, and promoting the establishment of purposeful relationships between members.

The group maintains no affiliation with any national organization but may make temporary alliances with other groups to promote the general purposes as determined by the Board of Directors.

III. MEMBERSHIP

A. Definition

Any women residing or working in the Tri-State area at the time of initial application and supportive of Women's Leadership Network purposes is eligible for membership.

B. Application

New member applications are accepted at any time of the year. The Board of Directors may limit applications to maintain group size.

C. Dues

Annual dues are set as determined by the Board of Directors for the fiscal year July 1 to June 30. Dues will be prorated on a semi-annual basis. No refund will be given for memberships terminated mid-year.

D. Termination of Membership

Membership may be terminated voluntarily by written notice to the Membership Committee. The Women's Leadership Network may terminate membership if dues and other financial obligations are not current and for just cause as determined by a majority of the Board of Directors, with appeals accepted for sixty (60) days.

E. Board of Directors

- **Composition**

The Board of Directors shall consist of officers including, President, President-Elect, Past-President, Secretary, and Treasurer.
- **Tenure**

No person may serve on the Board of Directors for more than three (3) consecutive terms, not counting the offices of President, President-Elect, and Immediate Past-President. The President, President-Elect, and Past-President shall each serve one year terms. The current President-Elect will assume the position of President during the subsequent fiscal year. The Treasurer and the Secretary are elected for a two-year term on an alternate basis and the committee chairs are appointed for two-year terms with half of the committee chairs being appointed alternate years.
- **Duties of Officers**
 - a) The President shall serve as the chief executive officer, presiding at all meetings. She shall be authorized to sign checks in the absence of the Treasurer. The President will be able to authorize purchases under \$500 without the consensus of the Board.
 - b) The President-Elect shall act in the absence of the President and assist the President as requested.
 - c) The Secretary shall provide minutes of all meetings and have charge of such records as the Board may direct.
 - d) The Treasurer shall account for all Women's Leadership Network funds, pay the bills in a timely manner, and report the financial status monthly to the Board of Directors.
 - e) The Executive Committee shall consist of the officers of the organization, President, President elect, Treasurer and Secretary, all others are not considered officers.

- Election of Officers

At the February meeting, nominations for office may be accepted from the floor. In April, the slate of executive officer candidates prepared by the Nominating Committee shall be published in the monthly newsletter. A written ballot will be distributed to all members in good standing. Ballots will be sent to the Chair of the Nominating Committee prior to the May meeting. The candidates receiving a majority of the votes cast shall be declared elected at the May meeting and assume office in July. All other positions are appointed by the BOD.

- Vacancies

The current President, with Executive Board approval, may appoint any member in good standing to fill a vacant position, except immediate Past-President which shall remain vacant on the Board of Directors. (A Nominating Chair will be appointed by the President.). If the President's position is vacant, the President-Elect shall assume the office of President and continue that office through the vacant term.

- Meetings – Board of Directors

The Board of Directors shall meet monthly or as established by the President with Committees informed prior to the meeting. A simple majority of those present shall constitute a quorum. Each Director must attend at least 9 of the board meetings.

A special planning meeting shall take place each year, during June, to establish goals for the upcoming year. All BOD must attend this meeting which is held the second Tuesday of June from 8 am to noon.

- Meetings – Membership

Meetings shall be held at least nine (9) times per year as established by the Board of Directors. The time and place of each meeting must be distributed to each member via the newsletter prior to the meeting.

IV. COMMITTEE

Standing committees shall be composed of at least two members (when deemed necessary), one of whom shall be the Committee Director and serve on the Board of Directors. Committee Chairs are appointed by the Women's Leadership Network President and also serve as the committee recorder. Committees are required to meet at least annually.

A. Membership Committee

The Membership Committee shall assist in recruiting and retaining new members, maintain records and follow-up contacts of guests and prospective members, accepting membership applications, and any other duties as deemed necessary by the Board of Directors. The membership committee is responsible for taking reservations for the monthly meeting and communicating this with the programming committee.

B. Programming Committee

The Program Committee shall plan and present regular monthly programs of interest to the membership, works closely with the Special Events Committee. Responsible for submitting reservation count for monthly meetings to the facilities. Provides a list of suggested topics to the Board of Directors at the July board meeting, and any other duties as deemed necessary by the Board of Directors.

C. Special Events Committee

The Special Events Committee is to plan specific special events and create committees to help in planning major yearly events to include the June golf outing, September Annual Leadership Conference, December Holiday luncheon and any other special event that would not fall under programming.

D. Communication Committee

The Communication Committee shall assemble and distribute the monthly newsletter, prepare news releases in the newspaper(s) and maintain the website, and any other duties as deemed necessary by the Board of Directors.

E. Member at Large

The Member at Large arranges meet and greet at meetings, training for meet and greet, sending congratulatory notes to women of note in various local publications. I.E. promotions, weddings, etc. Provide welcome packet to new members and other duties as deemed necessary by the Board of Directors.

F. Nominating

The Nominating Committee shall present a slate of candidates for the offices of President-Elect, Secretary and Treasurer (for the year elected) to the Board of Committees in February. The slate should include at least one candidate for each office. The Past President will serve as Chair of the committee.

G. Awards/Women of Achievement

The Awards/Women of Achievement Committee shall encourage and solicit applications for special awards and recognition of members. The intent of the Women of Achievement Award is to promote the achievement of members and encourage recognition. The committee shall encourage members from all of the membership categories to apply and awards may be given to those meeting the qualifications.

V. DISSOLUTION

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

VI. AMENDMENT OF THE BYLAWS

Any member may suggest a change to the bylaws in writing to the Board of Directors. Suggestions may be acted on at the next regular meeting of the Board of Directors. The Board must approve a bylaw change with a simple majority of those present. Changes approved by the Board must be published in the newsletter or on the website.

VII. NON-LIABILITY

Except as otherwise provided in the Iowa Nonprofit Corporation Act, an officer, employee, or member of the Women's Leadership Network is not liable for the Women's Leadership Network debts or obligations and a Director, officer, member or other volunteer is not personally liable in that capacity, for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of duty of loyalty to the Women's Leadership Network, for acts or omissions not in good faith or which intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit.