

WOMEN'S LEADERSHIP NETWORK
Dubuque, IA
Local Club Bylaws
Last Updated 01/09/2023

I. NAME

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

II. MISSION STATEMENT

The Women's Leadership Network (WLN) develops, connects and recognizes female professionals, leaders and entrepreneurs in the greater Dubuque community. WLN's purpose is to assist women in the advancement of their professional and personal goals.

III. AFFILIATION

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.

IV. 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 calendar year January 1 to December 31. No refund will be given for terminated memberships. Annually in October, dues will be adjusted to the next year's rates for new members only.

D. Events

Members are encouraged to attend all events. Non-members (potential members) are allowed to attend many events while WLN leadership reserves the right to restrict certain events to members only.

E. 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. Businesses may substitute a paid membership for a terminated employee with a current employee.

V. Board of Directors

- Composition

The Executive 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 year. The Treasurer and the Secretary are elected for a two-year term on an alternate basis and the Board of Directors 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 Board shall consist of the officers of the organization, President, President elect, Past President, Treasurer and Secretary, all others are not considered officers.

- Election and Appointments of Board Officers

On an annual basis, open board positions are announced, and current board members can express interest in the positions. The President Elect position will be nominated and appointed by the current President and President Elect. If two different individuals are nominated, a ballot will be distributed to membership for vote. If no current board members have an interest in any of the open board positions, applications will be made available in October to the current members in good standing. The appointments of open board positions are chosen by the WLN Board of Directors and announced at the Member's Only meeting.

- 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. 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 either in person or virtually. A special planning meeting shall take place each year, in the fall to be determined by the President & President Elect, to establish goals for the upcoming year. All BOD members are strongly recommended attend this meeting.

- 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 will be distributed to the membership via facebook, website and email prior to the meeting.

V. DIRECTORS

Directors are appointed by the Board of Directors and maintain responsibilities within the stated board descriptions. Roles are either one or two year terms based on the Board Description. Directors may appoint Committees to assist in the successful completion of the responsibilities assigned.

A. Membership Director

The Membership Director 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.

B. Programming Director

The Program Director shall plan and present regular monthly programs of interest to the membership, working closely with the Special Events Director. This role is responsible for submitting reservation counts for monthly meetings to the facilities and makes arrangements with the monthly luncheon speakers.

C. Special Events Director

The Special Events Director is to plan specific special events and create committees to help in planning major yearly events and any other special event that would not fall under programming.

D. Communication Director

The Communication Director shall prepare news releases for media, maintain the website, maintain the facebook page and any other duties as deemed necessary by the Board of Directors.

E. Member at Large Director

The Member at Large sends a welcome email to all new members, welcomes new members at their first event, follows up with all guests at luncheons and other duties as deemed necessary by the Board of Directors. This Director will fill any vacancies on the board during her term whether permanent or temporary.

F. Connections Director

The Connections Director coordinates and promotes opportunities for WLN members to connect and network through various activities that are determined by the Board of Directors during strategic planning. These activities might include book discussions, evening networking events, golf outings, etc.

VI. 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.

VII. 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 on the website.

VIII. 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.

**Addendum for Changes:
Last Updated 01/9/2023**

9/23/2022 – Added addendum page. Added “Past President” as an executive officer under Duties of Officers. Election and Appointment of Board Officers – removed specific months and changed to “on an annual basis.” Election and Appointment of Board Officers -removed November and changed to “Member’s Only” lunch. Amendment of Bylaws – removed “newsletter.”

1/9/2023-Added statement to Meetings section page 3 to allow for in-person or virtual board meetings. Added to Section V. Directors, subsection E. Member at Large Director, additional language, “This Director will fill any vacancies on the board during her term whether permanent or temporary.” Added section D to the Membership section IV. Added D. Events “Members are encouraged to attend all events. Non-members (potential members) are allowed to attend many events while WLN leadership reserves the right to restrict certain events to members only.” Revised IV Membership item “D” to new section “V” Board of Directors”.