

**WOMEN IN NETWORKING (WIN4)
BY-LAWS**

ARTICLE I – NAME

The Name of the organization shall be Women in Networking (WIN), Chapter 4.

ARTICLE II – PURPOSE

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

ARTICLE III – ORGANIZATION

Section A. Fiscal Year

The organizational year shall be January 1 through December 31.

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 Two (2) 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 include passing upon the eligibility of applicants for membership and establishing Policies & Procedures for the management and continuity of the group. Special meetings of the Board can be called by the President and shall be called upon written request of Three (3) members of the Board. All current Officers and Directors-at-Large are eligible for re-election.

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.

Secretary

The Secretary shall keep the records of the group including meeting minutes, prepare agendas and issue notices for all meetings, answer all correspondence, mail letters of acceptance for membership, 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 the 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 and to the membership.

Immediate Past President

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

Directors-at-Large

Revised August 2016

Publicity and Programs One Director-at-Large shall oversee the Publicity and Programs of the group, including managing the publication of Notices in various local publications and media and on the Chapter website, overseeing the schedule of programs (i.e. Invocations, Table Tops & Trade Shows, and Networking/Social activities) for each monthly meeting, maintaining and ensuring the accuracy and availability of the By-laws, ensuring group compliance with all adopted Policies & Procedures within these areas and supervising any committees established under these auspices as well as performing such other duties as are assigned and necessary for the fulfillment of these activities.

Membership One Director-at-Large shall oversee Membership including tracking of attendance, insuring guests are properly greeted and informed at the monthly meeting, maintaining and ensuring the accuracy and availability of the Membership Roster, overseeing the admittance process for new members including holding an orientation session with prospective/new members, ensuring group compliance with all adopted Policies & Procedures within this area and supervising any committees established under these auspices as well as performing such other duties as are assigned and necessary for the fulfillment of these activities.

Reservations One Director-at-Large shall oversee the Reservations for the monthly meetings, including overseeing the Registration/Greetings Table and the tracking of attendance, collecting lunch fees from the membership and guests, overseeing the management of monthly reservations and menu selection. This position will also supervise any committees established under these auspices as well as performing such other duties as are assigned and necessary for the fulfillment of these activities.

Section D. Elections & Vacancies

A slate of candidates shall be compiled at the September meeting. The slate shall be published in the October minutes and on the Chapter website, and announced orally at the October meeting. The election shall be by secret ballot at the November meeting, with installation of officers in January.

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. In the event of vacancy in the office of the President, this vacancy shall be filled by the Vice-President. This same rule shall apply to a vacancy in the Board of Directors wherein a qualified member shall be elected by a Two-thirds (2/3) vote of the Board. Persons nominated for the position of Vice President/President Elect must be a member of the current Board of Directors, a past Board member or a current Committee Chair.

Section E. Meetings

The Board of Directors shall designate the number of meetings from year to year. The same shall apply to meetings of the Board of Directors. Normally, such meetings shall be held monthly. Special meetings may be called by the Board.

Section F. Guest Policy

Guests are welcome to all regular meetings of WIN4. Guests must attend Two (2) regular meetings before submitting an application for membership and may not come after the second meeting without submitting an application. After 2 visits the guest may be a substitute for a member one time before applying for membership. Visits after the first meeting from persons in a category already represented are not allowed.

Revised May 6, 2010

Section G. Quorum

A quorum for the transaction of business of the Board of Directors shall be a majority of the Board members. A quorum for a regular meeting shall be one-third (1/3) of the active members.

Section H. Dues and Fees

Each 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 should be submitted by the following meeting in order to secure membership. Following acceptance as a new member, a non-refundable annual fee of \$75 is due January 1st of each calendar year and must be paid no later than the March meeting. Member will incur a \$10.00 late fee if annual dues paid later than the March meeting. For members joining after March, dues for the balance of that year will be prorated based on the quarter that the member joins. The luncheon fee is due at each month's meeting. If a member does not regret according to the current RSVP Policies & Procedures, the regular lunch fee plus a surcharge will be billed to that member. All dues, fees and surcharges will be established in the Policies & Procedures. Any increases in dues, fees, or surcharges will be announced by the Board at least thirty (30) days prior to their effective date, and can be overridden by a two-thirds (2/3) vote of the general membership. *Revised Jan. 2018*

ARTICLE IV – CHECK WRITING AND AUDIT PROCEDURES

All checks must be signed by any Two (2) of the following officers: President, vice President or Treasurer. An annual audit of the Treasurer's books shall be performed by a member of WIN appointed by the Board of Directors.

ARTICLE V – MEMBERSHIP

Section A. Restrictions on Membership

Each member shall be the sole representative of her industry or specialty within that profession. Each member shall represent only one category, as such categories are established within the Policies & Procedures. Any exception to this rule shall be voted on by the Board of Directors. Because of the personal nature of the relationships with WIN promotes, 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 WIN may hold membership in only One (1) Chapter.

Section B. Attendance

Members are expected to attend meetings regularly, unless there are extenuating circumstances. Members are allowed to miss Four (4) meetings in a calendar year. In the event that a member misses a fifth meeting, that member's membership will be forfeit and the category will be announced as open at the next monthly meeting. For extenuating circumstances, the member must provide the reason in writing and given to a board member as to why the 5th meeting was missed.

A member is highly encouraged to send a substitute to represent her (and her category) when missing any meeting (when sending a substitute it will still be counted as one of the member's four misses). However, a member may send no more than Two (2) substitutes in a calendar year. The same substitute can only be a substitute 2 times per year and if they decide to join then they can count those 2 visits as their 2 required visits before applying.

Revised June 2012

Section C. Leave of Absence

Members in good standing may request a leave of absence. The Board may approve a leave of absence (not exceeding Three (3) months) for a period of time the member is off work due to personal illness or illness of an immediate family member. Such Three (3) month leave of absence granted by the Board need not be taken in consecutive months.

Section D. 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 the monthly meeting, on the Chapter website, by email or other written communication.

If a member wishes to change categories, a letter of resignation for their initial category must be submitted to the Board, 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 By-laws, and all fees and dues are applicable to any new application submitted.

Section E. New Member Applications

Upon receipt of a new member application, the Membership and Reservations Director will oversee presenting the application to both the Board 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 Committee within seven (7) days of receipt of the new member application notice.

The Membership and Reservations Director will then submit information about any conflict to the Board of Directors. The Board will take any objection, concerns or possible conflicts under consideration, but has the ultimate authority to override any such objections if it deems such action to be in the best interest of the overall membership. The Board may then, a) approve the application, b) reject the application or, c) table the application pending additional information. Applicants will be notified of the Board's action prior to the next general meeting.

ARTICLE VI – MISCELLANEOUS

Section A. Committees

As committees become necessary, they may be appointed by the Board of Directors.

Section B. Parliamentary Authority

Roberts Rules of Order – Newly Revised shall be the parliamentary authority for matters of procedure not covered by these By-laws.

Section C. Approval of By-Laws & Minutes

Any amendment of these By-laws may be adopted by Two-thirds (2/3) vote of the members present at any meeting, provided that written notice of meeting and proposed amendment shall have been given Thirty (30) days prior to the meeting and that quorum is present. All procedural matters shall be approved by a simple majority.

Section D. Ethics

Members are expected to uphold the moral and ethical standards of their individual professions. 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 proactively take the following steps in the hope of resolving the complaint amicably:

- a. The complaining member shall immediately bring the complaint to the attention of the erring member, doing so in such a way as to allow the erring member to rectify the complaint in a private way between the two members. A time limit for resolution of the complaint should be agreed upon (no more than 30 days).

- b. If the complaint is not resolved at the first attempt to do so, the complaining member shall notify the erring member within 15-days that the complaint is unresolved and ask for a status update on the agreed upon resolution.
- c. If after an additional 15-day period, the complaint is still unresolved, and the member feels that a resolution is not to be forthcoming and timely, the complaining member shall submit a formal complaint to the President of WIN 4; if the President is unavailable, complaint shall be given to the Vice President.
- d. Upon receipt of such formal complaint from a member against another member, the Board of Directors shall send a letter of warning to the erring member. The erring member will be given an additional 30 days to resolve the complaint or bring information before the board to establish that the complaint is invalid.
- e. Failure to resolve a complaint will result in the erring member losing her seat in WIN4 and her category will immediately be reopened.

It is the hope and desire of the Board of Directors that every WIN4 member will with all diligence seek to maintain good working relationships with all members at all times and will take whatever steps are necessary to see that complaints between members do not arise. *Revised June 2012*

Section E. Disagreements

The Board of Directors will establish policies and procedures for handling disagreements among members.