

WOMEN IN NETWORKING BY-LAWS

Edited as of January 15, 2024

ARTICLE I – NAME

The Name of this organization shall be Women in Networking (WIN).

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. Functions of the Board include acting 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; provided however, no one (1) individual may serve more than two (2) consecutive terms as the Secretary, the Treasurer or as a Director-at-Large.

Section C. Duties of the Officers

The Board, as a whole, is responsible for maintaining and ensuring the accuracy and availability of the By-Laws and Policies and Procedures.

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. The President shall issue notices for all meetings, answer all correspondence, assist in announcement of the programs, and shall perform duties as they become necessary.

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. The Vice President/President-Elect shall serve as chairperson of a “Financial Review Committee” which shall (a) consist of two (2) additional members of

WIN, (b) meet at least quarterly for a general review of the group's finances, and (c) report directly to the Board regarding its findings. The VicePresident/President-Elect shall keep monthly record of the number of Inside Leads, Outside Leads, One-to-Ones, and Guests presented by members during the monthly meeting, then report the totals the following month to the board and membership. The Vice-President/President-Elect serves as the Ann Ransdell Award Committee Chair and follows the Annual Ann Ransdell Spirit of WIN Award Guidelines.

Secretary

The Secretary shall keep the records of the group, take minutes for monthly board meetings, then provide a copy of the minutes to be reviewed at the following meeting to be reviewed/revise and approved by at least two (2) board members.

Treasurer

The treasurer shall have the custody of all funds, including lunch fees collected from membership and guest, funds raised for the scholarship, lead sheets, winning words, and charities. As requested, and approved by the board or requested by members, the treasurer will provide WIN Bucks to members. The treasurer pays all bills which have been duly approved by the Board of Directors and present a detailed report to the Board of Directors. The Treasurer shall make all financial records available to the Financial Review Committee upon request and shall be reasonably available during the meetings of said Committee to respond to the questions and concerns thereof.

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. The Immediate Past President reviews the committee's results prior to the Scholarship Committee Chair awarding the newest recipient with the annual scholarship.

Directors- at-Large

Publicity, Programs and Reservations – One Director-at-Large shall oversee the Publicity, Programs, and Reservations of the group including managing the publication of Notices in various local publications and media, overseeing the schedule of programs (i.e. Invocations, Table Tops & Trade Shows, Networking/Social activities) for each monthly meeting, overseeing the management of the monthly reservations and menu selection 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 the Membership, to include tracking individual lead quantities for compliance to membership guidelines, overseeing the Registration/Greetings Table(s) and the tracking of attendance for monthly meetings, ensuring Guests are properly greeted and informed, maintaining and ensuring the accuracy and availability of the Membership Roster and Guest Roster, overseeing the admittance process for new members to include mailing or emailing letters of acceptance for membership, 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.

Section D. Elections & Vacancies

A slate of candidates shall be compiled at the September meeting (beginning 1991). The slate shall be published in the October minutes and announced orally at the October meeting. The election shall be by secret ballot at the November meeting, with the 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, the office of the President, this 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. The Board may call special meetings.

Section F. Guest Policy

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

Section G. Quorum

A quorum for the transaction of business of the Board 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 to secure membership. Following acceptance as a new member, non-refundable dues are due January 1st of each calendar year and must be paid no later than the March meeting. For members joining after June 30th, dues for the balance of that year will be onehalf (1/2) of the annual dues. 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.

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. Because of the personal nature of the relationships which WIN promotes, membership in the group is attached to the individual member and not to that member's company, even should the company pay the member's non-refundable dues.

Section B. Attendance

Members are expected to attend meetings regularly unless there are extenuating circumstances. Members are allowed to miss Two (2) meetings in a calendar year. In the event that a member misses a third meeting, that member's membership will be up for review by the membership committee. In order to avoid missing a meeting, a member may send a substitute to represent her (and her category), and no absence will be counted in that instance. However, a member may send no more than two (2) substitutes in a calendar year.

Section C. Leave of Absence

Members in good standing may request a leave of absence in writing. The Board may approve a leave of absence (not exceeding Three (3) months) for the 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 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, email or other written communication.

Section E. New Member Applications

Upon receipt of a new member application, the Membership Director will oversee the presentment of 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 Ten (10) days of receipt of the new member application notice.

The Membership Director will then submit information about any conflict to the Board of Directors. The Board of Directors 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.

Section F. Membership Committee

The Director of Membership will head a committee of four (4) other members. One (1) member with 1 – 5 years membership, one (1) member with 5 – 10 years membership, one (1) member

with 10 – 15 years membership, and one (1) member with 15+ years membership. The membership co-chair will automatically be part of the committee due to the yearly seat changes and this not requiring an additional ballot vote to approve each year.

These members will volunteer to participate, and the membership will vote by ballot to select the committee members. The VP keeps record of outside leads passed and as needed, will provide information to the membership committee to review with any member not meeting the minimum requirements for counseling. The committee will re-open any seat after failure to meet requirements within one (1) year of review/counseling.

Section G. Multiple Applications

If more than one application is received for the same seat during the application period, the board will pull a name out of a hat.

Section H. Existing Members/Category Change

If a member wishes to change categories, a letter of resignation for their initial category must be submitted to the Board following the current month's meeting. A new application for membership in the new category must then be submitted to the Membership Director, to include the \$10 application fee. The member does not have to attend two (2) meetings as a guest. Applications will then be reviewed in accordance with the By-laws.

As an existing member, you can change your category by taking a category already defined by the roster or by creating a new category not yet defined or filled by the roster. You are not allowed to combine a vacant seat with your existing seat, therefore creating an umbrella of services.

ARTICLE VI – MISCELLANEOUS

Section A. Committees

As committees become necessary, they are appointed by the Board.

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 members present at any meeting, provided that written notice of meeting and proposed amendment shall have been given Thirty (30) days prior to 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.

Section E. Disagreements

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