

By-Laws of the Salinas Valley Business Women's Network

Revised April 2012

ARTICLE I: NAME

Section 1. The name of the organization shall be the Salinas Valley Business Women's Network, hereafter referred to as "Network" or "SVBWN".

ARTICLE II: OBJECTIVE

Section 1. To provide support to professional business or working persons, to provide a forum for professionals who work, to provide a meeting place to share ideas, skills, and information, and to network with one another.

Section 2. To provide our members with information concerning issues of working professionals and to encourage awareness of those issues which directly affect professionals' business and personal well-being.

Section 3. To promote a Membership Directory; to become a power within the community for the benefit of all working women; to provide a medium of support for women with business-related issues; to work with other women's organizations in any way that is mutually agreeable to promote the cause of women.

ARTICLE III: POLICY

Section 1. The Network may become affiliated with another business organization with a two-thirds majority approval of the Board of Directors.

Section 2. The Network as a body shall at no time endorse or recommend any candidate for public office, nor shall it take any action on partisan or religious questions, or on legislative matters.

ARTICLE IV: MEMBERSHIP

Section 1. There shall be no limit to the number of members of the Salinas Valley Business Women's Network. Membership will be available to any person age 21 or older.

Section 2. Non-members shall be admitted to the meetings either as a paid guest of a member or upon payment of the meeting fee, up to two times in a twelve-month period.

Section 3. Non-members, who have attended up to two meetings in a twelve-month period, will be required to join the group if they would like to continue to come to meetings or any sponsored Network functions other than functions as excepted by the Board of Directors.

Section 4. Membership shall entitle the member to: be listed in the web directory of the SVBWN for the calendar year; attend all meetings and sponsored functions of the SVBWN; introductions at meetings; invite guests to meetings and sponsored functions where guests are permitted; additional benefits as designated by the Board of Directors. However, failure

to pay dues by the deadline established by the Board will result in the forfeiture of all of the benefits listed above.

ARTICLE V: TAX YEAR

Section 1. The tax year of this organization shall be the same as the calendar year; January 1 through December 31.

ARTICLE VI: DUES

Section 1. The annual membership dues will coincide with the tax year of this organization. Dues are payable on January 1st and are delinquent as of the date established by the Board of Directors.

Section 2. A delinquent member is defined as a member from the previous year who has not renewed membership by the deadline established by the Board of Directors, nor has she/he notified the Board of her intention that she/he will or will not renew the for the current year.

Section 3. A delinquent member will be required to pay the current year's membership dues prior to attending a meeting or sponsored function of the Network after the deadline established by the Board of Directors unless approved otherwise by a two thirds majority of the Board of Directors. Delinquent members will be notified in writing (email, if available) by the Membership Director that his/her membership will be forfeited, if such dues are not paid before the final deadline established by the Board of Directors.

Section 4. New members are defined as: A person of age 21 or older who has never been affiliated with the SVBWN or has not been a member for over a year prior to the current year. New members will pay the current membership dues plus \$10.00. Dues are payable upon receipt of the application for membership.

Section 5. Dues maybe prorated for new members only on or after July 1st with the exception of dues paid at or after the October meeting. New members who join at or after the October meeting will be eligible to pay the new member rate and receive membership through the end of the next fiscal year (i.e. if they join in or after October,, they will be considered active members through December of the following year.)

Section 6. In the event that a member is sponsored by her/his employer, and that person is no longer with said company, that membership is transferable to another representative of said company, providing they meet the membership criteria described in Article IV, Section 1.

Section 7. The dues structure may be reviewed annually by the Board of Directors and adjusted at their discretion.

ARTICLE VII: MEETINGS

Section 1. The Salinas Valley Business Women's Network shall hold at least ten general membership meetings per year.

Section 2. Monthly meetings of the SVBWN shall generally include the following as part of the meeting:

- a. Introductions of members attending the meeting

- b. Introductions of guests by the appropriate member
- c. Any relevant organizational business
- d. Networking
- e. Business showcase with raffle drawing
- f. Testimonials/Announcements (optional)
- g. Program/Speaker

Section 3. At the discretion of the President, Board meetings may be held monthly or quarterly depending on the volume of matters needing the Board's attention. The Board shall review and approve any necessary amendment to the by-laws yearly.

Section 4. Special membership meetings or special Board meetings maybe called at any time by the President or by a quorum of the Board of Directors or upon the request of five members of the general membership. The call for a special meeting shall state the business to be transacted and no other business shall be transacted except that stated in the call.

ARTICLE VIII: QUORUM AND VOTING

Section 1. One-third (1/3) of the current year's membership shall constitute a quorum at regular meetings.

Section 2. A quorum at the Board meeting shall be a simple majority of the Board of Directors.

Section 3. Except as otherwise provided herein, a majority of the Directors at a meeting at which a quorum is established shall be required to approve any action. In the event that Board action is necessary between regularly scheduled Board meetings, the Board may approve action via electronic mail pursuant to the policies and procedures established by the Board from time to time. In the event action is approved via electronic mail, the Secretary shall maintain a record of all electronic mail messages related to the action and its approval.

ARTICLE IX: OFFICERS

Section 1. There shall be a minimum of seven officers, expanding to up to fifteen positions to serve on the Board of Directors from January through December of each year.

- a. Additional Board positions may be created by a majority vote of the Board of Directors to respond to changing needs of the organization.
- b. Board positions may have more than 1 incumbent.
- c. Positions that will make up the Board of Directors include: President, Vice President, Treasurer, Secretary, Membership Director, Program Director, Publicity Director, Website/ Director, Events Director, Member at Large and Past President.

Section 2. The term of office for each officer shall be one year. However, based on the election results, officers, with the exception of President, may hold their position for up to 10 years. The President may not hold the position of President for more than two consecutive terms if there is no one to serve after the term of the current President is up

ARTICLE X: BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of up to 15 positions held by members. This may include President, Vice President, Treasurer, Secretary, Membership Director, Program Director, Publicity Director, Website Director, and other positions deemed necessary by a

majority vote of the Board of Directors to carry out the work of the organization. Each position may have more than 1 incumbent.

Section 2. Elections to the Board of Directors shall be as follows:

- a. Nominations will be open to the entire current membership beginning August 15 or August membership luncheon, whichever is earlier, through October 1 for all Board positions, excluding Past President.
- b. The Board of Directors shall discuss and select the positions from the nominations by October 15.
- c. The Board will confirm with the selected individuals and then present the next term's Board to the Network by the October Appreciation Dinner.
- d. In the event that a position is not filled, the Board can reopen nominations for that position at its discretion.

Section 3. It shall be the responsibility and obligation of the Board of Directors to carry out the following activities. However, the duties and responsibilities outlined below are illustrative of the scope of work expected of each Board position, and actual duties may be different depending on the needs of the organization. Realignment of duties may be done at the discretion of the President after consulting with the Board of Directors.

- a. Transact all business of the Network not otherwise provided for, fill all vacancies as provided in Article X, Section 4; act upon recommendations of the membership; designate a place for deposit for the funds of the Network; and provide for routine review of the Network's accounts.
- b. Meet on a schedule adopted depending on the needs of the Network and pursuant to a majority vote of the Board on an annual basis.
- c. Set goals and other policies for the Network.
- d. Determine the direction and objectives of the Network.
- e. Approve payment of obligations of the Network as presented to the Board. Notwithstanding the foregoing, payment of obligations less than \$100 shall not require Board approval but shall be subject to Board ratification at the meeting following such payment.

Section 4. If an officer, other than President and Immediate Past President, leaves his/her position for whatever reason, the Board of Directors shall elect his/her replacement from the general membership. If the President leaves his/her position, the Vice President shall assume the Presidency, and the Board of Directors shall fill the Vice President position as stated above in this section. If the immediate Past President leaves his/her position, that position will remain vacant for the remainder of the term.

Section 5. Board members are required to attend all Board meetings. In the event that a Board member is unable to attend, he/she is responsible to inform the President prior to the meeting and provide the President with a status report with regard to his/her duties.

Section 6. A Board member may be dismissed by a majority vote of the Board of Directors for dereliction of duties or excessive absences. No Board member shall vote on any disciplinary issue in which she/he or his/her committee may be involved.

Section 7. All Board members shall serve on a volunteer basis. Monies spent by Board members shall be reimbursed pursuant to policies and procedures adopted by the Board and reviewed on an annual basis.

ARTICLE XI: DUTIES OF THE OFFICERS

- Section 1. Duties of the President shall be: to prepare agendas and chair all meetings of the Board of Directors; to introduce Board members at Network luncheons and announce events; and to insure that the other officers are fulfilling their responsibilities.
- Section 2. Duties of the Vice President(s) shall be: preside at Board meetings and luncheons in the absence of the President; assist the President with projects as necessary, to secure, organize the monthly networking luncheon venue, and to report attendance numbers to the meeting facility's designated representative prior to the monthly meeting; and to manage the nominations process.
- Section 3. Duties of the Secretary shall be: to prepare minutes of the Board of Directors meetings; to handle routine correspondence; to create and distribute literature for members or prospects, as needed; to monitor compliance of bylaws; and maintain all organizational legal documents.
- Section 4. Duties of the Treasurer shall be: to collect all money due to the Network and keep an accurate record thereof; to deposit funds in the Network bank account; to pay bills; to receive and balance bank statements; to create and maintain an annual budget; to pick up mail; to prepare a statement of account; and to compile all accounting records of receipts and disbursements for the year.
- Section 5. Duties of the Membership Director(s) shall be: to encourage membership growth of the organization and to plan activities to support such growth; to activate approval of new members on the website; to coordinate membership information with the Website Director; to check in members at meetings; and to give the Website Director an accurate roster of the membership;.
- Section 6. Duties of the Program Director(s) shall be: to coordinate the program for each meeting; to introduce the program at the Network meetings; to arrange for guest speakers at designated meetings; to coach speakers on meeting requirements; and to send thank-you notes to guest speakers.
- Section 7. Duties of the Publicity Director shall be: to liaison with newspapers and other media avenues; to ensure meetings are advertised appropriately and to look for other ways to gain community exposure, such as editorials, the SVBWN Facebook page and other appropriate placement; to create and issue press releases and coordinate media presence at meetings or special events; to gather information about the member of the month and advertise such through e-blasts, Facebook and other appropriate avenues.
- Section 8. Duties of the Website Director shall be: to coordinate information for the on-line Membership Directory; to obtain copy from the Network's officers for inclusion on the website; to manage online store offerings; to oversee domain renewal and webhosting for svbwn.org.com; to manage site functionality as requested by the board.
- Section 9. Duties of the Events Director(s) shall be: to coordinate and oversee committees for all special events, including but not limited to Business Expos and the Annual Membership Appreciation Dinner; to assist where needed at luncheons and to take pictures, when appropriate, at Network luncheons. It is also the duty of the Special Event Director to

coordinate business showcase scheduling with members and to coach showcase presenters on meeting requirements.

Section 10. Duties of the Member at Large Director shall be: to explore, plan, and coordinate social events for the network that might or might include fundraising activities and to head the grants and scholarship committee as necessary.

Section 11. Duties of the Past President shall be: to continue to serve on the Board of Directors for the term of her successor; to advise and mentor the President; and to assist with projects as necessary.

ARTICLE XII: COMMITTEES

Section 1. A committee shall be formed for any necessary event or function that the Board of Directors deems necessary for the successful operation and functioning of the Salinas Valley Business Women's Network.

Section 2. The Events Director will establish and coordinate all committees. The Events Director will assign a chair to each committee and either serve directly on the committee or choose an available Board member to serve.

Section 3. Membership on any committee is voluntary. However, all committees will have at least one Board member serving on them. This person will be responsible to keep the Board of Directors informed of the committee's status.

Section 4. No committee shall contract for an expenditure of Network funds in contravention of policies and procedures adopted by the Board and reviewed annually.

ARTICLE XIII: BY-LAWS AND AMENDMENTS

Section 1. The By-laws shall be altered and amended only in the following manner: by a two-thirds vote of the Board of Directors.

The By-laws were unanimously approved, as amended, on the twenty fifth day of April 2012 by the following members of the Board of Directors:

Nikki Ashley, President
Wendy Ross Elliott, Vice President
Cecilia Kennedy and Tracy Burke, Co-Membership Directors
Kiely Holcomb, Treasurer
Leinette Limtiaco, Secretary
Roseann Orlebeck, Publicity Director

Michael Laroco, Program Director
Lori McDonnal, Website Director
Amanda Bakker and Diana Guzman, Co-Events Directors
Tammy Gasperson, Member-at-large
Helen Dunston, Past President