

Bylaws of the East End Women's Network, Inc.

Article I - Name and Objects of the Corporation

Section I: Name

This corporation shall be known as the East End Women's Network, Inc. This shall be a not-for-profit corporation under the laws of the State of New York.

Section 2: Name Objects of the Corporation

The objects of the Corporation shall be to bring together women of diverse accomplishment and experience; to participate in directing women into policy-making positions through dissemination and sharing of information regarding career opportunities; to educate members and the public concerning issues affecting women on the East End; to assist all women in attaining their career goals by serving as a resource bank of career opportunities; and to promote the interests, conditions and positions of women in the professions, sciences, business, industry, labor, government, arts, education, theology, commerce, and public service in a manner consistent with the provisions of Section 501 (C) (3) of the Internal Revenue Code of 1954.

Article II - Membership

Section I: Membership

Charter membership of the Network shall consist of those members who paid dues prior to October 15, 1980. Application for membership shall be on the form prescribed by the Membership Committee and according to the rules and regulations established by that committee.

Section 2: Certificate Non-Assignable

The certificate of membership and rights and privileges of a member shall not be assignable.

Junior Membership - A separate category of membership shall be established for one half the cost of the regular membership fee for young women between the ages of 16 - 23. They will have the rights and responsibilities of full membership and will be known as Junior Members.

Section 3: Vote

Each member shall have one vote only at a meeting of the members.

Section 4: Woman of the Year

Women of the Year, honored during the years 1982 to 1992, shall be deemed honorary members for life and shall not be required to pay yearly membership dues to remain members in good standing. Women of the Year, honored in the year 1998 and continuing yearly thereafter, shall be deemed honorary members from the time of their induction to June of the year subsequent to induction and shall not have to pay membership dues during that specific time period to remain members in good standing.

Article III - Government

Section 1: Eligibility

A candidate must have been a member in good standing for one year immediately prior to serving on the board.

Section 2: Board of Directors

The general management of the affairs of the Network shall be vested in a Board of Directors, which shall consist of not less than eight (8) and not more than twelve (12) members and will include the elected officers and chairpersons of all standing committees.

Section 3: Advisory Board

The Advisory Board shall consist of members functioning in an advisory capacity. The members will be appointed from time to time.

Section 4: Officers

The officers shall consist of President, Vice President, Secretary and Treasurer, who shall be elected by the general membership as provided in Section 1 of Article V of these Bylaws.

Section 5: President - A Committee Member

The President shall be a member ex-officio of all committees except the Nominating Committee. The President shall be a member of the Board of Directors in the year following her term of office.

Article IV - Meetings

Section 1: Regular Meetings

Regular meetings of the Network shall be held at least six (6) times a year at such times and such places as the Board of Directors deems advisable and as many additional times as the Board of Directors deems advisable. Notice of all meetings shall be mailed at least ten (10) days before the meeting date.

Section 2: Annual Meeting

The annual meeting of the Network membership shall be held in June of each year except the annual meeting held in January 1980.

Section 3: Special Meetings of Members

Special meetings of members may be called by the President or upon the request of five (5) members made to the President or the Secretary in writing. Notice of the meeting shall be mailed to each member at least ten (10) days previous to the meeting and at such special meeting, there shall be considered such business only as is specified in the notice of the meeting.

Section 4: Quorum of Members Meeting

At all meetings of the Network, either regular or special, twenty (20) percent of all members in good standing constitute a quorum.

Section 5: Meetings of the Board of Directors

Meetings of the Board of Directors shall be called by the President when, in the President's judgement, it may be necessary, or by the Secretary, upon request of any two (2) members of the Board of Directors.

Section 6: Quorum for Board of Directors

A majority of the Board of Directors shall constitute a quorum.

Section 7: Robert's Rules of Order, Revised shall govern at the proceedings of all meetings.

Article V - Election of Officers

Section 1: Election of Officers

The Officers of the Network shall be elected at the annual meeting by a majority vote of the votes cast.

Section 2: Election of Committee Chairwomen

The four (4) committee chairwomen shall be elected at the annual meeting by a majority vote of the votes cast.

Article VI - Vacancies in Office

Section 1: Vacancies within the Board of Directors

If a vacancy occurs on the Board of Directors, such vacancy shall be filled for the unexpired term of office by a majority vote of all Board members then serving in office at any regular meeting of the Board or at a special meeting called for that purpose. Persons for the vacancy shall be nominated by the Nominating Committee, and the list of such nominees shall be included with the notice of the meeting at which the election is proposed.

Article VII - Duties of Officers

Section 1: President

The President shall preside at all meetings of the Network and the Board of Directors and shall appoint the heads of any ad hoc committees. She shall appoint such ad hoc committees as the President and the Board of Directors shall consider expedient or necessary.

Section 2: Vice President

In the absence of the President, the Vice President shall perform the President's duties. The Vice President shall be a member of the Program Committee and Chair of the Woman of the Year Committee.

Section 3: Secretary

The Secretary shall be responsible for the taking of minutes and for the mailing of notice for meetings of the Board of Directors.

Section 4: Treasurer

The Treasurer shall be responsible for receipts and monies of the Network and accounts of receipts and disbursements and shall give an itemized statement at regular meetings of the Board of Directors and a report to the general membership at the annual meeting.

Section 5: Execution of Instruments

The President and the Secretary or the President and the Treasurer shall, on being so directed by the Board of Directors, sign all leases, contracts, or other instruments in writing of the Network. Checks and withdrawal slips on behalf of the Network upon any and all of its bank accounts shall be signed by the Treasurer or the President.

Section 6: Resignation and Removal of Board Members

Any members of the Board may resign by giving written notice of their resignation to either the Board, the President, or to the Secretary. Such resignation shall take effect at the time specified in the notice and the acceptance of the resignation shall not be necessary to make it effective. Any member of the Board may be removed, with cause, at any time at any Board meeting at which a quorum is present by a vote of two-thirds of the Directors present. Cause for removal shall be: (a) absence from three consecutive Board meetings; (b) absence from five or more Board Meetings; and/or (c) dereliction in the performance of her duties to an extent or degree requiring another Board member or members to assume the derelict member's duties.

Article VIII - Duties and Powers of the Board of Directors

Section 1: Management of the Network

The Board of Directors shall have general charge and management of the affairs and funds and property of the Network. The Board of Directors shall have full power and it shall be the Board of Director's duty to carry out the purposes and objectives of the Network according to the Articles of Incorporation Bylaws.

Article IX - Terms in Office

Section 1: Elected Officers and Committee Chairpersons

President, Vice President, Secretary, Treasurer and Committee Chairpersons shall serve a one (1) year term. The President shall serve an additional term as a member of the Board of Directors after her term as President.

Section 2: Consecutive Terms

No elected officer or committee chairperson shall serve more than two (2) consecutive terms in that capacity.

Section 3: Length of Service

No person shall serve on the Board of Directors more than three (3) years in succession, except as provided hereafter in Section 4. However, after a two (2) year absence, such person is eligible for election as a new member of the board.

Section 4: Presidential Exception

A person elected to the Presidency of the Board of Directors at the close of either her second or third year of Board membership is eligible to serve as President for two (2) years and then as President Emeritus the following year.

Article X - Committees

Section 1: Standing Committees

There shall be the following standing committees:

Membership Committee
Development Committee
Program Committee
Nominating Committee

Section 2: Ad Hoc Committees

Ad Hoc committees may be appointed at the discretion of the President with the approval of the Board of Directors.

Section 3: Membership Committee

The membership committee shall consist of an elected chairperson and four (4) members of the general membership as selected by the chairperson with the approval of the Board of Directors. The committee shall be responsible for recruiting new members, receiving applications for new membership and publishing and updating the annual membership directory.

Section 4: Publicity Committee

The Publicity Committee shall consist of an elected chairperson and four (4) members of the general membership as selected by the chairperson with the approval of the Board of Directors. The Publicity Committee shall be responsible for publicity and public relations.

Section 5: Program Committee

The Program Committee shall consist of an elected chairperson and four (4) members of the general membership as selected by the chairperson with the approval of the Board of Directors. The Program Committee shall be responsible for developing and presenting programs of topical interest to the membership and establishing and maintaining a resource bank of contact persons.

Section 6: Nominating Committee

The Nominating Committee shall consist of an elected chairperson and four (4) members of the general membership as selected by the chairperson with the approval of the Board of Directors. The Nominating Committee shall be responsible for selecting a slate of candidates for all elected offices and committee chair positions. The Committee shall report by mail their recommendations to the general membership at least two (2) weeks in advance of the annual meeting. The slate of candidates so recommended shall be presented at the annual meeting. Nominations may also be made from the floor at the time of the election with prior consent of the candidates so nominated.

Section 7: Newsletter Committee

The Newsletter Committee shall consist of an elected chairperson and four (4) members of the general membership as selected by the chairperson with the approval of the Board of Directors. The Newsletter Committee shall be responsible for newsletter production and distribution and supervision of website updates.

Section 8: Committee Action

Action by a majority of the committee shall be deemed to be the action of the whole committee. Each member shall have one (1) vote only at a meeting of the Committee.

Article XI - Fiscal Year

Section 1

The fiscal year of the Network shall be from July 1 to June 30th of each year.

Article XII - Dues

Section 1: Annual Dues

The annual dues of members for each year, commencing with the year July 1, 1997, shall be forty (40) dollars per person. Individual dues may be reduced or waived at the discretion of the Membership Committee on a showing of good cause.

Section 2: Time for Payment

The annual dues shall be payable by all members on July 1st each year and shall be paid to the Treasurer of the Network.

Section 3: Nonpayment of dues

Any member whose dues remain unpaid shall automatically cease to be a member of the East End Women's Network.

Article XIII - Amendments

Section 1: Amendments

These Bylaws may be amended only by a majority vote of the members present at a regular or special meeting of the Network. Notice of the purpose of the proposed amendment must have been stated in the preceding newsletter or in the notice calling for a special meeting. A vote on a proposed amendment will be initiated by a petition in writing mailed to the Board of Directors and signed by no fewer than three (3) members in good standing which petition will include the purpose of the proposed amendment.

Article XIV - Scholarship and/or Grant

Section 1: Authority to Award Scholarships or Grants

The Board of Directors of the Network shall have the authority to award in any year it elects to do so a scholarship or grant to a qualified individual as defined in Section 2.

Section 2: Qualifications of Applicants

Members who have been active for at least one (1) year immediately prior to applying for grants or scholarships and whose objectives in applying for grants or scholarships fall within the purpose of the East End Women's Network, Inc. as described in the Bylaws, Article I, Section III, will be considered.

Section 3: Funding of Scholarships or Grants

The grant or scholarship will be funded from contributions, dues, profits from meetings and fundraising events and by any nonmember guest fees. Maximum grant or scholarship will be \$300.00 for any member in any two (2) year period.

Section 4: Selection Process

All applications must be submitted to the Board of Directors and may be submitted at any time. The Board of Directors will select the grant recipient(s) from among qualified applicants within ninety (90) days of receipt of completed application.