

PROPOSED BYLAWS 2009

Of the East End Women's Network, Inc.

Article I

Name and Objects of the Corporation

Section 1: 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: 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 business networking; 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.

Section 3: Fiscal Year

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

Article II

Membership

Section 1: Membership

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. Membership Categories

a. Charter

Charter membership of the Network shall consist of those members who paid dues prior to October 15, 1980.

b. General

c. Junior

A separate category of membership shall be established for one half the cost of the regular 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.

d. Woman of the Year

Women of the Year shall be deemed honorary members for life and shall not be required to pay yearly membership dues to remain members in good standing.

e. Active

An active member is a charter, general, junior or woman of the year member who has attended at least four general meetings in the current program year.

Section 3. Privileges of Membership

a. Listing in annual directory

b. Receive annual directory

c. Advertise for a fee in newsletter and/or website

d. Attend meetings at reduced rate

e. Listing under discounts for members

f. Eligible to apply for scholarships

Section 4. Dues

a. Annual Dues

The annual dues of members for each year shall be fifty (50) dollars per person. Individual dues may be reduced or waived at the discretion of the Membership Committee on a showing of good cause.

b. 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. Invoices shall be sent to the past year's members by June 1st.

c. Nonpayment of dues

Any member whose dues remain unpaid by October 1 shall automatically cease to be a member of the East End Women's Network.

Section 5. Certificate Non-Assignable

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

Section 6: Vote

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

Article III

Governance

Section 1: 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 **fewer** than eight (8) and not more than twelve (12) members and will include the elected officers and chairpersons of all standing committees.

Section 2. 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 Directors' duty to carry out the purposes and objectives of the Network according to the Articles of Incorporation Bylaws.

Section 3. Eligibility

A candidate must have been an active member in good standing for one year and active immediately prior to serving on the Board.

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. Duties of officers are defined in Article VII of these By-Laws.

Section 5. President – A Committee Member

The President shall be a member ex-officio (non-voting) of all committees except the Nominating Committee. As the Past President, she shall be a member of the Board of Directors in the year following her term of office.

Section 6.: Advisory Board

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

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 sent and posted on the website 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 sent 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 mentioned in Sections 1-6.

Article V

Election of Officers and Committee Chairs

Section 1: Election of Officers

The Officers of the Network shall be elected at the annual meeting from a slate prepared by the Nominating Committee and any nominations from the floor. The election shall be chaired by the Nominating Committee Chair. Election shall be by a majority vote of the votes cast for the slate or individually when there are additional nominations. (See Article IX Section 6)

Section 2: Election of Committee Chairpersons

The committee chairpersons 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 serve as the Chair of the Woman of the Year Committee. ~~[Deleted: "be a member of the Program Committee and"]~~

Section 3: Secretary

The Secretary shall be responsible for the taking of minutes at Board meetings and the annual meeting, in addition to any other general meetings where business is being conducted and the president requests her to do so. ~~[Deleted: "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 an annual year-end report to the general membership at the September meeting. ~~[Replaces: "annual"]~~

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 President or the Treasurer.

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 & Powers of Board - moved to Article III Section 2]

Article VIII

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 IX

Committees

Section 1: Standing Committees

There shall be the following standing committees:

Membership Committee

Publicity Committee

Program Committee

Nominating Committee

Newsletter 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 up to 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 up to

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 up to 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 up to 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 [~~Deleted: “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 X now IX; Article XI Fiscal Year moved to Article I Section 3](#)

Article XII Dues - moved to Article II Section 4

Article X (was 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 sent 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 XI (was 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 2, will be considered. [to correct typo]

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 one per member in any two (2) year period up to a maximum of \$300. **The funds will be distributed upon proof of completion of the course or sooner at the discretion of the board.**

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.