

BYLAWS OF **WOMEN'S EXECUTIVE CLUB, INC.**

ARTICLE I. NAME AND PURPOSE

- Section 1. Name: The name of this organization shall be "Women's Executive Club, Inc.," hereafter referred to as WEC.
- Section 2. Purpose: The purpose of WEC is to give executives the opportunity of fellowship with their peers in diverse fields; to promote the image of the woman executive; to further the interrelationship of such executives, and to promote the general welfare of their business and professional community.

ARTICLE II. MEMBERSHIP

- Section 1. Qualification of Members: Each member must be a female executive of good character and reputation in conformity with the image of the ethical businesswoman. Female Executive: is defined to mean:
- A. One who is the owner or co-owner of a full time business and
 - (1.) who is responsible for the activities of at least one other person; or
 - (2.) who has been in this business at least two years;
 - B. A professional, such as a doctor, dentist, attorney, or accountant, by way of example but not necessarily limited to these categories;
 - C. A manager of a business at an executive level, including military officers ranked level 3 and above; or
 - D. An independent agent/contractor at a managerial level.
- Section 2. Membership Classifications
- A. Active Member: Meets qualifications under Section 1 of this Article, meets all attendance requirements, and has paid all assessments. This member shall be entitled to full voting rights in WEC.
 - B. Honorary Member: Shall be those individuals selected by the Board and approved by membership of WEC. They may attend any functions on a "pay as you go basis," and are not required to pay dues. Honorary members are not entitled to vote.
 - C. Sustaining Member: A member who can no longer meet the attendance requirements due to relocation of job outside of Broward County or due to a serious illness or personal tragedy, may become a sustaining member, upon approval by the Board, if they have been an active participant in WEC for at least three years. Application should be made in writing to the Vice President Membership and will be presented for approval by the Board of Directors. Sustaining membership will be granted for a period of one year and then reviewed annually. Sustaining members shall pay 50% of the yearly dues and may attend any functions on a "pay as you go" basis. Sustaining members are not entitled to vote.
- Section 3. Procedure for Admission: Each applicant shall within a six month period:
- A. Be sponsored by a WEC member.
 - B. Attend two luncheons. A paying guest may attend no more than three luncheons per year without applying for membership
 - C. Submit an application, non-refundable initiation fee, and resume.
 - D. Make herself available to be personally interviewed.
 - E. Comply with other reasonable procedures set forth by the Board.

F. A former WEC member may be re-admitted as a member upon submission of a completed application, including non-refundable initiation fee, so long as the category for which she is applying is not full.

Section 4. Approval by the Board:

A. Approval of the applicant shall be by majority vote by the members of the Board.

B. For membership to become effective, applicant must pay annual dues and other fees payable as determined by the Board.

Section 5. Limitation on Member of Same or Similar Business: There shall be no more than five (5) members or 10% of the total membership, whichever is greater, in the same or similar business at any time. However, if a current member with active standing changes her status and there are already five members in the same or similar business, such limitations shall not apply to her.

Section 6. Termination of Membership:

A. Delinquency. Membership of any person who fails to pay dues or other proper charges or bills within 45 days after billing shall be subject to termination by a majority vote of the Board.

B. Resignation. A member may resign by statement in writing to the President or Vice President of Corporate Records which shall be accepted by the Board at the first monthly meeting of the Board thereafter and shall become effective as of the date of acceptance.

C. Attendance.

(1.) Members must attend five club-sponsored functions each year to include monthly luncheons, Cannon Circles, social and fundraisers to sustain membership. The board reserves the right to terminate membership for non-participation.

(2.) A member may not send a guest in her place for her paid luncheon.

D. Board Termination for Cause.

(1.) Upon the request of any two members of WEC, the Board shall, at its next regular meeting, consider whether there is sufficient basis to have a member's membership terminated for cause (such member being referred to as "the Member"). If the Board so determines by an affirmative vote, the Board shall request the appearance of the Member at a special meeting of the Board to advise the member of the basis for such appearance.

(2.) The special meeting of the Board shall be a closed meeting attended by only the following:

- i. Members of the Board
- ii. The member.
- iii. Such counsel and/or witnesses as chosen by Member or the Board.

(3.) A majority affirmative vote of the Board is required to terminate the Member's membership.

(4.) The basis for termination for cause shall include improper and unethical behavior or any other basis deemed reasonable by the Board. It is the intent of these Bylaws that the procedures to be followed with respect to such termination strike an appropriate balance between protecting the rights and privacy of the Member and protecting the rights and reputation of WEC.

- E. Effect of Termination. Termination of membership shall not relieve any member of her obligation to pay any dues or charges accrued and unpaid and shall not entitle any member to a refund of any or all the dues which she has previously paid to WEC.
- F. Reinstatement: Any person who has resigned or terminated their membership excluding honorary and sustaining members, will be exempt from paying the new member application fee. The rejoining member will pay full regular dues if she rejoins before January and half dues after January. Members rejoining the club after an absence of 3 years or more will apply as a new member (unless WEC Board votes otherwise).

ARTICLE III. OFFICERS and BOARD MEMBER(S)

- Section 1. Officers: There shall be a President, President-Elect, and Immediate Past-President. There shall also be Vice Presidents for Corporate Records, Finance, Membership, Community Involvement, Internal Involvement, and Events. In addition, there shall be a Future Executive Mentoring Program Board Member, when a qualifying candidate is available and willing to serve
- Section 2. **The President:** The President shall be the chief executive officer of WEC, shall preside at all meetings of the Board and of the members; shall be an *ex-officio* member of all committees; shall have general and active management and control of WEC's affairs subject to the control of the Board; and shall see that all orders and resolution of the Board are carried into effect.
- Section 3. **President-Elect:** The President-Elect shall attend all meetings of the Board and of the Members; shall sit on the Budget Committee and shall in general prepare for her term of office which shall commence at the annual meeting immediately following the meeting at which she was installed as President-Elect. Fund Raising committee reports to the President-Elect. In addition, she will fill one of the other Vice-Presidency positions while serving as President-Elect. By default, that position shall be Vice-President of Events. The President-Elect has the option of choosing one of the other Board positions that aligns with her interests, in which case, another member will be elected Vice-President Events. The number of Board members remains the same.
- Section 4. **Immediate Past-President:** The Immediate Past-President shall serve as a member of the Board and shall perform the duties of President and exercise the powers of the President in the absence or disability of the President. She shall retain her signing capability on the accounts for her year in office. She chairs the Nominating Committee and arranges the Cannon Circles. She shall also be responsible for active membership retention.
- Section 5. **Vice President/Membership:** The Vice President for Membership shall keep all applicant and membership records and be responsible for membership development. She is additionally responsible for the club directory and web site.
- Section 6. **Vice President/Corporate Records:** The Vice President of Corporate Records shall take and record minutes of all meetings of the Board including all votes taken. She shall handle all correspondence for WEC at the direction of the Board, and is responsible for the Bylaws Committee and the job of Historian.
- Section 7. **Vice President/Finance:** The Vice President for Finance shall have care and responsibility for all WEC funds; shall keep full and accurate records of receipts and disbursements; shall bill members for membership dues and shall report the financial condition of WEC monthly to the Board and annually to the membership. She is also responsible for the Investment Committee.

- Section 8. **Vice President/Internal Involvement:** This Vice President is responsible for the Programs Committee, the Greetings Committee, and the newsletter.
- Section 9. **Vice President/Community Involvement:** The Vice President for Community Involvement shall be responsible for community outreach programs such as the Future Executive (FX) mentoring program, the Women Empowering Women (WEW) scholarship program, and any other programs the club may choose, including partnerships with outside organizations. She is also responsible for public relations.
- Section 10. **Vice President/Communications::** This position is responsible for the website, newsletters, and announcements.
- Section 11. Members not on the Board may serve as Committee Chairs and report to the appropriate Vice President. VPs will oversee committee activity and report to the Board. Committee Chairs may attend Board meetings whenever desired and/or appropriate.
- Section 12. **Compensation:** Officers shall not receive compensation for their services.
- Section 13. **Resignation:** Any officer may resign at any time by statement in writing to the Board which resignation shall take effect at the time specified therein, or if no time is specified, then at the time of its receipt by the Board.
- Section 14. **Termination:** Any officer's term may be terminated for absence from more than three (3) meetings of the Board. Furthermore, any officer may be removed for cause by the affirmative vote of a majority of the members of WEC entitled to vote.
- Section 15. **Vacancies:** If an office becomes vacant for any reason, the Board shall appoint a replacement. Any officer so appointed shall serve for the remainder of her predecessor's term.

ARTICLE IV. BOARD OF DIRECTORS

- Section 1. **Number, Term and Election:**
- A. **Number:** The Board of Directors shall consist of all officers and special board member(s). Additionally, a non-voting member of long-standing shall serve on the Board to assist with institutional memory.
 - B. **Term:** All Board members shall take office immediately following the June annual meeting.
 - C. **Election Procedures:**
 - (1.) **Nominating Committee:** The nominating committee shall be chaired by the Past-President and shall consist of the Past – President, President, President-Elect and two active WEC members to be appointed by the President. Suggestions for nominations may be sent to this committee by any voting member.
 - (2.) The Nominating Committee shall meet no later than February, finalize the slate and present to the membership in April, publish in the April newsletter, with the vote taken at the April membership luncheon. Installation shall be at the annual membership luncheon in June. Absentee ballots will be allowed only for those members who will be unable to attend the March meeting. A ballot must be requested from the chairman of the nominating committee and returned to her prior to the meeting at which the election is held.
 - (3.) All Board members, except the Immediate Past-President and the President, shall be elected by a plurality vote.

- (4.) To be eligible to run for the office of President-Elect, a candidate must have served on the Board for at least one year within the past three (3) years.
- (5.) Board members may serve no more than four (4) consecutive years unless serving as President-Elect, President or Past President. Board members will be eligible to serve as an officer or member after a minimum one (1) year absence.

Section 2. Meetings:

- A. Regular Meetings. Regular meetings of the directors shall be held at least once each month at such time and place as shall be determined by the Board.
- B. Special Meetings. Special meetings of the Board may be called by the President or by the Vice President of Corporate Records or the written request of any two directors on at least five days notice to each director.
- C. Quorum. The presence of a majority of all members of the Board shall constitute a quorum at all Board meetings. In the event less than a quorum is present, the meeting may continue. However any action taken must be ratified by the Board at the next regular meeting.
- D. Voting. A majority vote shall be necessary to constitute the valid action of the Board, except where otherwise specified in these Bylaws.

Section 3. Management: Management of WEC shall be vested in the Board which may exercise all powers to carry out that purpose.

ARTICLE V. AMENDMENTS TO BYLAWS

Section 1. Amendment to these Bylaws may be proposed by any member in good standing.

Section 2. The Bylaws Committee shall act in an advisory capacity to the Board concerning proposed Bylaws.

Section 3. Adoption of proposed Bylaws shall be by a two-thirds vote of the members voting at the annual meeting.

ARTICLE VI. MISCELLANEOUS

Section 1. Fiscal Year: The fiscal year of the corporation shall commence on the first day of July each year.

Section 2. Checks: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of WEC shall be signed by two officers, as determined by the Board.

Section 3. Budget: A budget for the ensuing year shall be submitted by the Board of Directors at the annual meeting for adoption by the members.

- A. The proposed budget shall be sent to all members one month before the annual meeting.
- B. A budget committee may be appointed by the Board of Directors at least two months prior to the annual meeting to prepare a budget for the ensuing year.

Section 4. Notice and Waiver of Notice: Any notice required to be given under these Bylaws shall be deemed sufficient when deposited in United States Mail, postage prepaid, addressed to the person entitled thereto at the address as it appears on the records of WEC, and such notice shall be deemed given on the day of such mailing. Members not entitled to vote shall not be entitled to receive notice. Whenever notice is required

to be given under these Bylaws, a waiver thereof in writing, signed by the persons entitled to said notice shall be deemed equivalent thereto.

Section 5. Binding Contracts: All contracts that bind the organization must be signed by the president, and if unavailable, the immediate past president or president-elect.

ARTICLE VII. MEETINGS OF MEMBERS

Section 1. Regular Meetings: Notice of regular member meetings shall be made in the newsletter.

Section 2. Annual Meetings: An annual meeting shall be held during the month of June, the exact date, time and place to be determined by the Board. The annual meeting shall:

A. adopt a budget and vote on changes in Bylaws (if any)

B. transact such other business as may properly come before it which has been slated in the notice of meeting.

Section 3. Special Meetings: Written notice, stating the place, date and time of the meeting, and the general nature of the business to be considered, shall be given to each member entitled to vote at her address as it appears on the records of the meeting. No business other than that stated in the notice shall be transacted at any meeting without the unanimous consent of all members entitled to vote thereof.

Section 4. Quorum: Except as otherwise required by law, by the Certificate of Incorporation of WEC or by these Bylaws, a majority of the members of WEC entitled to vote shall constitute a quorum at all meetings of the members.

Section 5. Voting:

A. Each member entitled to vote in accordance with the terms of the Certificate of Incorporation of WEC and in accordance with the provisions of these Bylaws shall be entitled to one vote.

B. The affirmative vote of the majority of the members at a meeting shall be necessary to constitute the valid action of WEC unless otherwise provided by the Certificate of Incorporation of WEC, these Bylaws, or the Laws of the State of Florida