



WOMEN BUSINESS OWNERS
SOUTHEASTERN MICHIGAN

BY-LAWS

Updated October, 2016.

ARTICLE I: Name

The name of the organization is WOMEN BUSINESS OWNERS OF SOUTHEASTERN MICHIGAN, hereafter called 'WBO'.

ARTICLE II : Purpose and Objectives

The purposes for which the organization is organized are:

1. To promote the support, advancement, and recognition of achievements of women business owners of southeastern Michigan, and within the southeastern Michigan business community;
2. To provide a forum for women business owners to discuss issues of interest and concern to them, and to provide an atmosphere conducive to the sharing and dissemination of information of interest to women in business;
3. To foster and provide educational programs, general assistance, networking and referral opportunities specifically oriented toward the needs of women business owners;
4. To encourage women business owners to grow their businesses through active participation in, and/or promotion of, other business-oriented organizations and events within southeastern Michigan.

ARTICLE III: Membership, Admission, Resignation, Expulsion/Suspension, Fiscal Year, Dues and Voting

Section 1: Qualifications for Membership. A member shall be a business owner, or a person interested in starting a business, who is, or who is planning to become, an individual, partner or stockholder actively involved in a business, and who is committed to the purposes of WBO.

Section 2: Admission. Any person interested in becoming a member of WBO shall submit, in writing, a signed application on a form approved by the Board. Upon payment of registration fees and dues, the applicant shall become a member.

Section 3: Resignation of Membership. Any member may resign by filing a written resignation with the Membership Coordinator. No portion of any dues shall be refunded to the resigning member.

Section 4: Expulsion or Suspension of Members. The Board of Directors may suspend or expel any member of WBO for good cause by affirming vote of a majority of the Board present and voting at a meeting, after a fair hearing. The action of the Board of Directors is final. Any member suspended or expelled may be reinstated in accordance with these By-Laws.

Section 5: Fiscal Year and Dues. The fiscal year of WBO shall be from January 1 to December 31. Annual dues shall be established for the next fiscal year by the Board of Directors. The Board shall also implement procedures for the collection of such membership dues.

Section 6: Refund of Dues. Dues shall not be refunded to any member whose membership terminates for any reason.

Section 7: Voting. In any proceeding in which voting is called for, each member in good standing shall be entitled to one vote on each matter submitted for a vote of the membership. Membership may vote in person, or by responding to an official online electronic vote survey.

ARTICLE IV - Meetings

Section 1: Annual Meetings. Annual meetings of the organization shall be held during November of each other business of WBO. The time and place of the annual meeting shall be determined the Board at least ten (10) days prior to the meeting.

Section 2: General Meetings. General meetings of WBO shall be held monthly on the first Tuesday of each month at a place and time designated by the Board of Directors.

Section 3: Special Meetings. Special meetings of the organization may be called by the President at anytime or upon the written request of ten (10) members in good standing, and shall be held at a place and time designated by the Board of Directors.

Section 4: Regular Board Meetings. The Board of directors shall meet monthly a day or time determined by the sitting Board. Board meetings may precede or follow the regular monthly meetings of WBO, The date of the Board meeting may be changed by a majority vote of the Board in order to accommodate the needs of Board members.

Section 5: Committee Meetings. Committees may be formed and meetings called at any time by the President, President Elect or designated Coordinator.

Section 6: Quorum. The voting members present at any duly called meeting of the membership shall constitute a quorum for that meeting. At any duly called meeting of the Board of Directors, a majority of the members the Board then in office shall constitute a quorum.

ARTICLE V - Officers

Section 1: General Powers. The business and affairs of WBO shall be managed by its Board of Directors.

Section 2: Composition of the Board. The Board of Directors shall consist of the Elected Officers as set forth below in Section 3, the appointed Coordinators and the Immediate Past President. Only active members who have been members for at least six months may serve on the Board of Directors. Members of the Board shall be elected annually to serve for one year or until their successors have been duly elected and qualified. The governance and policy making responsibilities of WBO shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

Section 3: Elected Officers. The elected Executive Officers shall be President (for the fiscal year only), President Elect, Secretary and Treasurer.

Section 4: Duties of Officers. The Officers shall perform their duties as follows:

A. President. The President is the Executive head of the organization and shall preside at all meetings of the membership and all meetings of the Board of Directors. The President shall, subject to approval by the Board, appoint and assign all non elected positions. The President serves in the capacity of immediate Past President in the subsequent year. (See job description for a full list of tasks and functions)

B. President Elect. The President Elect assists the President in fulfilling the duties of the office of President in the absence of the President, is advisor to the President, and fulfills other duties as appointed by the President. The President Elect serves in the capacity of President in the subsequent year. (See job description for a full list of tasks and functions)

C. Secretary. The Secretary is responsible for recording and keeping the minutes of each meeting of the Board of Directors, recording a summary of the membership meeting for the website and newsletter, and other duties as appointed by the President. (See job description for a full list of tasks and functions)

D. Treasurer. The Treasurer is responsible for the safekeeping of all funds received and held by the organization, for proper record keeping of the finances, and for disbursement and budget duties as assigned by the President.

Section 5: Removal from Office; Vacancies. An Officer may be removed from Office for good cause by an affirmative vote of the majority of the voting Board. Any vacancy shall be filled for the remaining term by a nominee elected by a majority of the Board at any duly called meeting of the Board.

Section 6: Composition, Appointment, and Duties of appointed Coordinators. A Membership Coordinator, Program Planning Coordinator, Publicity Coordinator and Design/Printing Coordinator shall be appointed by the President. Additional Coordinators may be appointed by the President after approval by a majority of the Board of Directors. (See job description for a full list of tasks and functions)

Section 8: Nominations. Nominations for elected Officers may be made by any active member of WBO in good standing. Nominations shall be in writing and be submitted to the President of WBO by October 1.

Section 9: Notification to Members. Upon receipt of the nominations, the President shall immediately notify the general membership, by mail, of the members nominated for election to the Board of Directors.

Section 10: Seating of New Officers. All newly elected members of the Board of Directors shall be seated immediately following the completion of the balloting.

Section 11: Vacancies. Vacancies on the Board shall be filled by the majority vote of the remaining members of the Board.

Section 12: Prohibition Against Succession. Any member shall be disqualified from holding the office of President for more than one fiscal year period unless otherwise authorized by these By-Laws. This shall not apply to interim appointed Presidents holding a portion of a term

ARTICLE VI- Books and Records

Section 1: Funds. All funds of the organization shall be deposited to the credit of the organization in a bank or other depository as the Board of Directors may select.

Section 2: Disbursements. Upon approval of-the-operating-budget-by-the Board of Directors the treasurer is authorized to make disbursements on accounts and for the payment of expenses without further approval of the Board. -

Section 3: Budget. As soon as possible after the election of the Board of Directors, the Treasurer shall compile a budget and submit it for approval of the Board.

Section 4: Books and Records. WBO shall keep correct and complete books and records of accounts and minutes of all meetings.

ARTICLE VII- Parliamentary Authority

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall be the final source of authority in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules WBO may adopt.

ARTICLE VIII- Amendments

These By-Laws may be amended or altered by a majority vote of the members of WBO at any general meeting provided that notice of such meeting includes the substance of the proposed amendments, but not necessarily the entire text of the amendments. Officers shall adopt resolutions setting forth the proposed amendment and directing that it be submitted to a vote at a general meeting of the membership. Notice of the meeting called for such purpose shall be sent to the membership at least ten (10) days prior to the meeting.

ARTICLE IX- Waiver of Notice

Wherever notice is required under these ByLaws, a waiver signed by person(s) entitled to such notice, before or after the time stated, shall be deemed equivalent to notice.

ARTICLE X- Dissolution

WBO shall use its funds only to accomplish the purposes set forth in Article I of these ByLaws. Upon dissolution of the organization, and after all liabilities and obligations have been paid, satisfied and discharged, or adequate provision made otherwise, any remaining funds shall be distributed to one or more regularly organized and qualified charitable or educational organizations selected by the Board of Directors.