



# BYLAWS OF WOMEN BUSINESS OWNERS OF SOUTHEASTERN MICHIGAN

## **ARTICLE I: NAME**

The name of the organization is WOMEN BUSINESS OWNERS OF SOUTHEASTERN MICHIGAN (“WBO”).

## **ARTICLE II: PURPOSE**

WBO is a community that supports women growing their businesses, provides a forum for sharing their challenges and celebrating their successes, and addresses issues unique to their role as women business owners.

## **ARTICLE III: MEMBERSHIP**

### **Section 1: Eligibility for Membership**

Application for membership shall be open to any woman business owner, business, or individual committed to the purpose of WBO. Membership is granted after completion of a membership application and receipt of annual dues.

### **Section 2: Resignation of Membership**

Any member may resign by submitting a written resignation to any member of the Board of Directors. No portion of any dues shall be refunded to the resigning member. Resignation shall not relieve a member of any charges previously accrued.

### **Section 3: Termination of Membership**

The Board of Directors may terminate the membership of any member for good cause after a fair hearing by an affirmative vote of the majority of the Board of Directors present at the meeting. The action of the Board of Directors is final. Any membership terminated may be reinstated in accordance with these Bylaws. No portion of any dues shall be refunded as a result of termination.

#### **Section 4: Annual Dues**

Annual dues shall be established for the next fiscal year, January 1 to December 31, by the Board of Directors. Annual dues entitle the member to one year of membership from the date paid unless otherwise approved by the Board of Directors.

#### **Section 5: 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. Members may vote in person or by responding to an official online voting survey.

### **ARTICLE IV: MEETINGS**

#### **Section 1: Annual Meetings**

Annual meetings of the organization shall be held during November of each year unless adjusted by an affirmative vote of a majority of the Board of Directors present at a meeting. The time and place of the annual meeting shall be determined by the Board of Directors at least ten (10) days prior to the meeting. At the annual meeting, the members shall elect officers, vote on other matters brought to membership, receive reports on the activities of the organization, and provide feedback on the direction of the organization for the coming year.

#### **Section 2: General Meetings**

General meetings of the members shall be held at least nine times during the year at a time and place designated by the Board of Directors.

#### **Section 3: Special Meetings**

Special meetings of the organization may be called by the President at any time 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. The membership shall be notified at least ten (10) days prior to the meeting.

#### **Section 4: Board Meetings**

The Board of Directors shall meet a minimum of ten (10) times during the fiscal year. Board meetings will be held on a day and time of the Board of Directors' choosing. The date of the Board meeting may be changed by a majority vote of the Board of Directors in order to accommodate their needs. The Board of Directors may take action outside a formal meeting if all sitting Board members agree on the action.

## **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 of the Board then in office shall constitute a quorum.

## **ARTICLE V: BOARD OF DIRECTORS**

### **Section 1: General Powers**

The business and affairs of WBO shall be managed by its Board of Directors. The governance and policy-making responsibilities shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

### **Section 2: Composition of the Board of Directors**

The Board of Directors shall consist of the elected Executive Officers as set forth below in Section 3, the appointed Coordinators, and the Immediate Past President. Only members in good standing may serve on the Board of Directors, and only members in good standing who have been members for at least six (6) months may serve as Executive Officers. Members of the Board shall be elected or appointed to serve for one year or until their successors have been duly elected and qualified or appointed.

### **Section 3: Executive Officers**

The elected Executive Officers shall be President, President-Elect, Secretary, and Treasurer.

#### **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 of the Board of Directors, appoint and assign all non-elected positions. The President serves in the capacity of Immediate Past President in the subsequent year. (See current job description for a full list of tasks and functions)

#### **B. PRESIDENT-ELECT**

The President-Elect shall be vested with all the powers and shall perform all the duties of the President during the President's absence. The President-Elect will assist as directed by the President. The President-Elect serves in the capacity of President in the subsequent year. (See current 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 meetings, being the official keeper of all business documents, and performing other duties as appointed by the President. (See current 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. (See current job description for a full list of tasks and functions)

**Section 4: Removal of Officers / Vacancies**

An Executive Officer may be removed from office for good cause by an affirmative vote of the majority of the remaining Board of Directors present at a meeting. Any vacancy may be filled for the remaining term by a nominee elected by a majority of the Board of Directors at any duly called meeting of the Board.

**Section 5: Coordinators**

The President shall, with the approval of the Board of Directors, determine the appropriate Coordinator positions needed to conduct the business and affairs of the organization. The President will appoint members in good standing to the Coordinators' positions after approval by a majority of the Board of Directors at any duly called meeting of the Board. (See current job description for a full list of tasks and functions)

**Section 6: Nominations**

Nominations for elected Officers may be made by any member of WBO in good standing. All nominations received at least ten (10) days before the Annual Meeting will be communicated with the notice of the meeting's date, time, and location. Nominations will stay open until the time of the vote.

**Section 7: Seating of New Officers**

Elected Executive Officers shall serve a term of one (1) year, commencing the first of the month, following elections.

## **Section 8: Prohibition Against Succession**

Any member shall be disqualified from holding the office of President for more than one (1) successive term unless otherwise authorized by these Bylaws. 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 institution 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 of Directors.

### **Section 3: Budget**

As soon as possible after the election of the Executive Officers, the Treasurer shall compile a budget and submit it for approval of the Board of Directors.

### **Section 4: Books and Records**

WBO shall keep correct and complete books and records of accounts, membership, and minutes of all meetings.

## **ARTICLE VII: PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's 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 Bylaws and any special rules WBO may adopt.

## **ARTICLE VIII: AMENDMENTS**

These Bylaws may be amended or altered by a majority vote of the members of WBO voting on the issue, provided that notice of such voting 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 of the membership. Notice of the vote called for such purpose shall be sent to the membership at least ten (10) days prior to the voting.

#### **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.