

## PROFESSIONAL WOMEN'S INITIATIVE OF GALENA

### I. NAME

The name of the group is PROFESSIONAL WOMEN'S INITIATIVE OF GALENA.

### II. PURPOSE

The purpose of the group shall be to offer professional and social networking opportunities and is dedicated to be an active, innovative resource by providing support, offering opportunities for professional growth and development, while promoting the establishment of purposeful relationships between members.

The group maintains no affiliation with any national organization, but may make temporary alliances with other groups to promote the general purposes as determined by the Board of Directors.

### III. MEMBERSHIP

#### A. Definition

Any person residing or working in the Wisconsin, Illinois and Iowa tri-state area that is supportive of Professional Women's Initiative purposes is eligible for membership.

#### B. Application

New member applications are accepted at any time throughout the year. The Board of Directors may limit applications to maintain group size.

#### C. Dues

Annual dues are set as determined by the Board of Directors for the fiscal year March 1 to April 30.

#### D. Termination of Membership

Membership may be terminated voluntarily by written notice to the Director of Membership. The Professional Women's Initiative may terminate membership if dues and other financial obligations are not current and for just cause as determined by a majority of the Board of Directors, with appeal accepted for sixty (60) days.

#### E. Board of Directors

##### 1. Composition

The Board of Directors shall consist of officers (President, President-Elect, Past-President, Secretary, Treasurer) and Committee Directors.

##### 2. Tenure

No person may serve on the Board of Directors for more than four (4) consecutive terms. Terms for all positions are one-year terms.

##### 3. Duties of Officers

a. The President shall serve as the chief executive officer, presiding at all meetings. She shall be authorized to sign checks in the absence of the Treasurer.

b. The president-Elect shall act in the absence of the President and assist the President as requested.

c. The Secretary shall provide minutes of all meetings and have charge of such records as the Board may direct.

d. The Treasurer shall account for all Professional Women's Initiative funds, pay the bills in a timely manner and report the financial status monthly to the Board of Directors and at least annually to the membership as a whole.

e. The Directors and the Past President shall serve as members of the Board of Directors.

f. The Past President shall serve as Chair of the Nomination Committee.

g. The Executive Committee shall consist of the officers of the organization.

h. Board members are responsible for attending Board meetings. If a Board member is absent for 3 meetings within one year, the board may vote to remove that person from their position.

#### 4. Election of Officers

In February the slate of candidates prepared by the Nominating Committee shall be published in the monthly newsletter. At the March meeting, additional nominations for offices may be accepted from the floor. A written ballot will be distributed at the March meeting to all members in good standing. Members absent from the March meeting may vote by absentee ballot, having sent their ballot to the Chair of the Nominating Committee prior to the March meeting. The candidates receiving a majority of the votes shall be declared elected and assume office immediately.

#### 5. Vacancies

The current President, with Executive Board approval, may appoint any member in good standing to fill a vacant position. If the President's position is vacant, the President-Elect shall assume the office of President and continue that office through the vacant term.

#### 6. Meetings- Board of Directors

The Board of Directors shall meet monthly or as established by the President with Directors informed prior to the meeting. A simple majority of those present shall constitute a quorum.

#### 7. Meetings- Membership

Meetings shall be held at least ten (10) times per year on a regular calendar as established by the Board of Directors. The time and place of each meeting must be distributed to each member via the newsletter prior to the meeting. A simple majority of those present shall constitute a quorum.

#### 8. Policies and Procedures

The by-laws and policy and procedures shall be reviewed annually and revisions made as necessary by the Board of Directors and approved by the membership.

### IV. COMMITTEES

Standing committees shall be composed of at least two members (when deemed necessary), one of whom shall be the Committee Director and serve on the Board of Directors. Committee Chairs are appointed by the Professional Women's Initiative and also serve as the committee recorder. Committees are required to meet at least annually.

#### A. Membership Acquisition & Retention

The Membership Acquisition Committee shall assist in recruiting new members, retain current members, maintain records and follow-up contacts of guests and prospective members and any other duties deemed necessary by the Board of Directors.

#### B. Program

The Program Committee shall plan and present monthly programs of interest to the membership, and provide leadership in organizing an annual meeting for the membership when directed to do so by the Board of Directors and any other duties as deemed necessary by the Board of Directors.

#### C. Communication

The Communication Committee shall assemble and print the monthly newsletter and maintain the mailing list for the membership, sending material to the membership as needed, put press releases in the newspapers and any other duties as deemed necessary by the Board of Directors.

#### D. Hospitality

The Hospitality Committee is responsible for taking reservations for monthly meetings, collecting payment for each meeting and greeting members at meetings and other duties as deemed necessary by the Board of Directors.

#### E. Nominating

The Nominating Committee shall present a slate of candidates for the offices of President- Elect, Secretary and Treasurer (for the year elected) to the Board of Directors in March. The slate should indicate at least one candidate for each office.

#### F. Awards / Woman of Influence

The Awards Committee shall encourage and solicit applications for special awards and recognition of members. The intent of the Woman of Influence Award is to promote the achievement of members and encourage recognition.

The committee shall encourage members from all of the membership categories to apply and awards may be given to those meeting the qualifications.

### V. AMENDMENT OF THE BYLAWS

Any member may suggest a change to the bylaws in writing to the Board of Directors. Suggestions may be acted on at the next regular meeting of the Board of Directors. The Board must approve a bylaw change with a simple majority of those present. At the next monthly meeting of the membership, a majority vote by all members present and in good standing is needed to complete the change. Changes approved by the Board must be published in the newsletter prior to the monthly membership meeting for voting on the bylaw change.

### VI. NON-LIABILITY

Except as otherwise provided in the Illinois Nonprofit Corporation Act, an officer, employee or member of the Professional Women's Initiative is not liable for the Professional Women's Initiative debts or obligations and a director, officer, member or other volunteer is not personally liable in that capacity, for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of duty of loyalty to the Professional Women's Initiative, for the acts or omissions not in good faith or which intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper benefit.