

## **FORUM OF EXECUTIVE WOMEN BYLAWS**

### **Section I – Purpose/Goals**

The Forum of Executive Women is a nonprofit corporation organized pursuant and subject to Minnesota Statutes Chapter 317A and Internal Revenue Code Section 501(c) (4) that operates primarily to further the common and general welfare of the people of the community by:

1. Providing networking opportunities among management/professional women in the community.
2. Increasing members awareness of current political, civic, and topical issues as they relate to the management/professional women.
3. Enhancing the image of management/professional women in the community.
4. Increasing status, authority, and influence of women in the management/professional community.
5. Sharing ideas and problem-solving techniques.
6. Sharing information on job, seminar, and program opportunities.

### **Section II – Membership**

1. Membership shall consist predominantly of career-oriented persons in positions of responsibility and influence.
2. Membership size shall be controlled to ensure a quality organization that will meet with members needs.
3. New members will be enrolled on such dates as may be prescribed by the Board of Directors. The membership year for enrolled members shall be from January 1 through December 31 of each year.
4. To be enrolled as a member:
  - a. A person must be engaged in one of the following career categories:
    1. A licensed or registered professional: i.e. doctor, lawyer, dentist, accountant, architect, engineer, minister or counselor/therapist;
    2. An owner and operator of a business;
    3. A corporate or company officer;
    4. A department head of an institution such as a college or hospital;
    5. A manager or department head of a business or agency;
    6. A college or university professor, or an academic who has otherwise made a notable contribution in their particular field;
    7. A person who demonstrates a history of employment similar to the above categories.
    8. Because it is impossible to detail all qualifying occupational categories, the Membership Committee shall have the discretion to admit a person who maintains a position of responsibility and influence which is consistent with the spirit of these bylaws.
  - b. Manager is defined as a person whose employment makes them responsible for the process of planning, organizing, leading and controlling the efforts of company members and the use of other company resources in order to achieve stated company goals.
5. Once a person has qualified for membership and as long as their dues are current, membership continues no matter what employment status is.
  - a. Since it is recognized that at some time a member may be between careers, membership will not be suspended during that time.
  - b. Membership renewal includes payment of dues and submission of a current information sheet. The information sheet will be used to update the Directory.
  - c. All members, other than affiliate members, current in payment of their dues shall have voting rights. A majority of the voting membership must be present in person, by proxy, email, or mail vote. No member shall be entitled to cumulative voting rights.
  - d. Members shall be allowed to vote at the annual business meeting held in November of each year at all regular monthly and special meetings by attending the meeting in person, by written mail ballot, email, or proxy. Mail ballot voting shall only be valid if FEW mails or delivers a written ballot to every member entitled to vote on the matter in question. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Solicitation for votes by written ballot shall also: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than election of Directors; and (3) specify the time by which the ballot must be received by the corporation in order to be counted. If a matter is to

be voted on by mail ballot only, without a meeting, the vote will be valid only if at least a majority of the voting membership casts ballots and at least a majority of the ballots cast approve the action.

- e. Members may vote by proxy by signing an appointment form either personally or by an attorney-in-fact. An appointment of a proxy is effective when received by the Historian/Board Secretary, and is valid for 11 months unless otherwise specified in the appointment (in no case to exceed three years from date of execution). Proxies may be revoked by attending a meeting and voting in person or signing a statement declaring that the appointment is revoked and delivering it to the Historian/Board Secretary.

### **Section III – Affiliate Membership**

1. Affiliate membership is available to current members who are unable to regularly attend meetings due to: (a. transition between jobs, not to exceed one year; or (b. illness of the member or member's family; or (c. relocation of fifty (50) miles or further from St. Cloud; or (d. retirement.
2. An affiliate member's dues are \$45.00 per year, plus the established guest fee for each meeting attended. Affiliate membership dues will include access to the membership directory and to the monthly newsletter.
3. Affiliate members will not have voting privileges but may attend all scheduled FEW activities at the established fee for guests.

### **Section IV – Guest Privileges**

1. A non-member may attend a maximum of three luncheon meetings per year, and then only as a guest of a FEW member, except if the non-member has applied for membership. All non-members must pay a guest fee for each meeting they attend. The Board of Directors may set the guest fee.

### **Section V – Members' Meetings**

1. Meetings will be held monthly on the second Wednesday of the month at 11:30 a.m. or such other time as the Board of Directors may set from time to time, with a program.
2. No notice shall be required for the regular monthly meeting of the members unless there will be issues to be voted on by the membership at such meeting, in which case notice shall be as prescribed for the annual meeting. If proxy, email, or mail voting is to be allowed at the meeting, the notice shall also inform members of the procedure for appointing proxies and/or voting by mail or email ballot.
3. Special meeting of the members may be called by the Board of Directors or by 10 percent of the members with voting rights by delivering to the president a written demand for a special meeting and describing the purpose for which it is to be held. Within 30 days after receipt of a demand for a special meeting from voting members, the Board shall cause a special meeting to be called and held on notice no longer than 90 days after receipt of the demand. Notice of a special meeting shall contain a statement of purposes of the meeting. Business transacted at all special meetings shall be confined to the objects stated in the notice.
4. If at any meeting 50 percent of the membership is not present in person, by proxy, email, or mail, the president shall have the power to adjourn the meeting, from time to time, without notice other than announcements at the meeting, until the requisite number of voting members shall be present. At such adjourned meeting at which the requisite number of voting members shall be represented, any business may be transacted which might have been transacted at the meeting as originally scheduled.
5. Parliamentary authority will be the current edition of Robert's Rules of Order, which rules may be suspended or waived by the president.

## **Section VI - Reimbursement Policy**

1. All expenses must be approved by a committee chair. Any expense in excess of \$500 must be approved by the Board of Directors. Purchases will be charged to FEW whenever possible. Otherwise, submit paid receipt to treasurer for reimbursement.

## **Section VII – Dues**

1. Dues include access to the Directory, the monthly newsletter and regular monthly meeting and luncheon costs. Dues will be collected on an annual basis at the beginning of each year. Dues are non-refundable and membership rights and privileges are non-transferable.
2. The amount of dues will be suggested by the Board of Directors and approved by the general membership at the annual business meeting. Membership dues for new members who are enrolled on effective dates other than January 1 will be as set by the Board of Directors for such short first-year membership. Dues are required to be paid in full upon acceptance as a member.
3. If dues are not received within one month of the due date, the member will be notified and their membership terminated if dues are not paid within one month of the notification.
4. In cases of financial hardship, current FEW members shall be allowed to pay the affiliate membership dues amount plus the guest fee for each meeting attended, for a period of one year. An explanation of the financial hardship must be submitted in writing by the member with payment of her dues.

## **Section VIII – Board of Directors**

1. The Board of Directors consists of the immediate past president and all officers. The Board will meet monthly on the third Wednesday of the month at 11:30 a.m., or at such other time as the Board of Directors may set from time to time. The Board will make the final decision regarding policies, based on recommendations of the appropriate committee. The immediate past president will serve as an ex-officio member with full voting rights.
2. Special meetings of the Board of Directors may be called at any time by the president upon notice thereof to the other Directors or in such other manner as provided by law.
3. No notice of the regular monthly meetings shall be required if the date, time, and place have been announced at a previous meeting of the board. Notice of special meetings will be personally served or mailed to each Director at least five days prior to the date such meeting is to be held. Any Director may make written waiver of notice before, at, or after a meeting. Appearance at a meeting is deemed a waiver unless it is solely for the purpose of asserting the illegality of the meeting.
4. At all meetings of the Board of Directors, each Director present will be entitled to cast one vote on any matter coming before the meeting. The presence of a majority of the Board of Directors, including the ex-official members, currently holding office will constitute a quorum at any meeting. A majority vote of those Directors present is required to pass a motion before the board. Proxy and mail ballot voting shall not be permitted at meetings of the Board of Directors.

## **Section IX – Officers**

1. The officers of the corporation shall be a president, treasurer, historian/board secretary, vice president for meeting coordination and such number of vice presidents and other officers as the members shall elect and the Board of Directors shall approve.
2. New officers shall be elected by the membership at the annual business meeting. The positions of president, immediate past president, vice president for programming, assistant vice president for programming, vice president for meeting coordination, assistant vice president for meeting coordination, vice president for membership, and assistant vice president for membership, vice president for communications/publicity, assistant vice president for communications/publicity, vice president for special projects and community, vice president for academic membership and assistant vice president for academic membership shall serve for one year terms. All other officers shall serve for two year terms commencing with those elected at the 1992 annual meeting. The term for each officer shall begin on January 1 of the year following the election. A

slate of officers shall be presented each year by the nominating committee to the membership and nominations can be made from the floor. Provided, however, that the position of president shall be filled by the current vice president for programming; the position of vice president for programming shall be filled by the current assistant vice president for programming; the position of vice president for communications/ publicity shall be filled by the current assistant vice president for communications/ publicity, the position of vice president for meeting coordination shall be filled by the current assistant vice president for meeting coordination, the position of vice president for academic membership shall be filled by the current assistant vice president for academic membership; and the position of vice president for membership shall be filled by the current assistant vice president for membership. Cumulative voting shall not be allowed. A member may vote in person, by proxy, email, or mail ballot for officers.

3. An officer may not succeed herself/himself within any office.
4. If an office is vacated mid-year, the Board of Directors will appoint a replacement
5. The responsibilities of the Board of Directors and officers shall be established by the Board of Directors.

## **Section X - Committees**

1. The Board of Directors may, by resolution passed by a majority of the whole board, designate one or more committees. Each committee, to the extent provided in said resolution, or in these bylaws, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation. Such committee or committees shall have the name or names as may be stated in these Bylaws or as may be determined from time to time by resolutions adopted by the Board of Directors. The standing committees of the corporation shall be as follows: programming, membership, communications/publicity, bylaws, nominating, and academic membership. All committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

2. **Programming Committee.** This committee will be responsible for organizing the program for each monthly meeting. The program chair will present periodic plans of programs to the Board of Directors.

3. **Membership Committee.** Handles all membership issues. The Membership Committee will maintain a mailing list of prospective members. This committee will review the credentials of all prospective members to determine eligibility based upon qualifications and the needs of the corporation.

The Membership Committee will review the composition of the current membership in January to determine specific occupational groups, which are not well represented in FEW. A subcommittee of this committee will then actively seek out and recruit potential members from these identified groups as well as other community leaders.

Notification of membership termination is the responsibility of the Membership Committee. The Membership Committee will develop a means of welcoming and introducing new members into the group.

4. **Communications/Publicity Committee.** This committee will be responsible for preparing and disseminating the group's monthly newsletter. The newsletter editor is a member of this committee. This committee will maintain a mailing list of all active members. This committee develops all official publications and communication. Editorial policies are also the responsibility of this committee. This committee will also develop educational materials for prospective members.

5. **Bylaws Committee.** The committee reviews bylaws prior to annual meeting. Proposed revisions will be distributed to all members 30 days prior to the annual business meeting. Any member may suggest bylaws changes to the Bylaws Committee by August 1. These proposed changes will be presented to the Board of Directors, which will have the authority to review and submit the proposed changes to the general membership with its recommendation.

6. **Academic Membership Committee.** This committee is responsible for coordination of the Student Guest Program with the area high schools. This includes the application process, functioning as a liaison with high school counselors and student guests, as well as the awarding of the annual scholarships.

In addition, this committee is responsible for the coordination of the Non-traditional Woman Student Guest Program with the area post-secondary educational institutions. This includes the application process and the awarding of the annual scholarships.

7. **Nominating Committee.** This committee is responsible for developing a slate of officers to be presented to the membership at the annual business meeting. The committee consists of five members: two from the Board of Directors, one of whom chairs the committee and three from the general membership.
8. **Task Forces.** Task Forces may be established by the president, as they are required in the future. Task force chairs will be appointed by the president and approved by the Board of Directors.

#### **Section XI - Business/Bylaws Decision**

1. Bylaws may be amended at the annual business meeting by the affirmative vote of a two-thirds majority of the members present. Proposed revisions will be distributed to all members at least 30 days prior to the annual business meeting.
2. Bylaws amendments will be affected January 1 of the following year unless otherwise noted in the amendment.

#### **Section XII - Statement of Non-Partisanship**


1. As an organization, we will not take a public stand either favoring or opposing any political or public issue. It shall be understood that any member who makes a public statement does so on her own behalf and not as a representative of this organization.
2. FEW may choose to associate with, by membership, other non-partisan organizations that reflect and promote its purpose/goals. Membership must approve such associations by vote as outlined in the bylaws.
3. As a non-partisan organization, FEW does not donate to organizations or individuals requesting funds. FEW may fund scholarships to area high school students and non-traditional women students.

#### **Section XIII - Annual Business Meeting**

1. The annual business meeting will be conducted at the November meeting and/or otherwise scheduled upon written notice by the Board of Directors. Any actions shall be approved by the affirmative vote of at least two-thirds majority of the members present and any proxy, email, or mail ballots received. At the annual meeting, there will be an election of successors for Directors whose terms have expired or will expire at the end of the year; there will be a report on the activities and financial condition of FEW and the members shall consider and act upon other matters as may be raised consistent with the notice of meeting requirements.
2. Notice of the annual meeting shall be given to each eligible voting member at least five (5) days before the date of the meeting and not more than 60 days before the date of the meeting. The notice will contain the date, time, and place of the meeting and details concerning the election of Directors and officers and other issues to be voted upon. Successors to the Board of Directors shall be elected by the affirmative vote of at least two-thirds majority of the members present and any proxy or mail ballots received. If proxy and/or mail voting is to be allowed at the meeting, the notice shall also inform members of the procedure for appointing proxies and/or voting by mail ballot.

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January 4, 2010

  
Carol M. Klaphake  
Vice President for Bylaws