

**NOTICE OF**  
**FORUM OF EXECUTIVE WOMEN**  
**ANNUAL BUSINESS MEETING**

Please be advised that the Forum of Executive Women (“FEW”) annual business meeting will be held on Wednesday, November 11, 2009, at 11:30 a.m. at the Radisson Suite Hotel, located at 404 St. Germain Street West, St. Cloud, Minnesota. The following items will be discussed and voted upon at the meeting:

**1. Proposed slate of officers and board of directors for 2010.**

**2. Proposed amendments to FEW Bylaws. A copy of the current bylaws are attached to this notice.**

2.(a). Amending Section II to include being present by email, the revised section shall read as follows:

5.(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.

2.(b) Amending Section II to include attending the annual business meeting by email, the revised section shall read as follows:

5.(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.

2.(c) Amending Section V to include voting by email, the revised section shall read as follows:

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.
- 2.(d) Amending Section V to include membership present by email, the revised section shall read as follows:
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.
- 2.(e) Amending Section VIII as follows:
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.(f) Amending Section IX to revise the titles of certain officers as follows:
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.(g) Amending Section IX to revise titles of officers, include immediate past president and allowing an officer to vote by email. The revised section shall read as follows:
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.

2.(h) Section IX shall be revised to read as follows:

5. The responsibilities of the Board of Directors and officers shall be established by the Board of Directors.

2.(i) Section X shall be amended to reflect the name change of scholarship to academic membership as follows:

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.(j) Section X shall be amended to reflect the name change of the scholarship committee to academic membership committee as follows:

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.

2.(k) Amending Section XIII to include voting by email as follows:

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.

**3. Proposed amount for dues for 2010 in the amount of \$170. This represents no change from the previous year.**

**4. Financial information as of October 31, 2009. Year-to-date financial information and the 2010 proposed budget will be presented at the annual meeting.**

If you are not able to attend the annual meeting, you are invited to vote by absentee ballot or proxy. An absentee ballot will be provided at least five (5) days prior to the annual meeting.