

By-Laws of the Mohawk Valley Business Women's Network

Ratified 3/82; Revised 4/93, 10/96, 10/98, 10/00, 10/01, 10/03, 10/04, 5/05, 11/07

ARTICLE I - NAME

The name of this organization shall be the Mohawk Valley Business Women's Network, hereafter referred to as MVBWN or the Network,

ARTICLE II - OBJECTIVES

The objectives of this organization shall be as follows:

1. To generate and support women business owners and provide technical assistance and referrals to each other.
2. To support women business owners' participation in the economy through free enterprise.
3. To generate cooperation and creative competition.
4. To promote the development of a positive atmosphere in the business community.
5. To support women business owners and their importance in the business community.
6. To provide a congenial atmosphere for discussing issues and experiences relevant to women in business.
7. To encourage women to establish and operate their own businesses.
8. To act as a network to advise, assist and support women who assume risks and responsibilities of owning a business.

ARTICLE III-MEMBERSHIP & DUES

SECTION 1. General Membership in this organization is subject to the following qualifications:

1. Sole woman business owner.
2. A woman who is a partner involved in day-to-day decision making of a partnership.
3. A woman who is in a managerial position and is actively involved in the day-to-day decision making of the business.
4. Potential business owners. These women must submit a membership form and indicate, in writing, their intention to establish a business within one year.
5. A woman who is an officer of a Domestic or International Corporation.
6. A woman member of an LLC who is involved in the day-to-day decision making of the LLC.
7. A woman who is a consultant or advisor that is either private or public sector employed to provide business assistance and who supports the objectives in Article II.
8. Alumni Member: Any member who is retiring or retired her business that meets one of the qualifications of. 1-7.

SECTION 2. Associate members are defined as women who work with or for a general member.

SECTION 3. Dues will be determined by the Executive Board at the first Board meeting of the new membership year. Associate membership dues will be ½ the normal dues.

ARTICLE IV - OFFICERS & ELECTIONS

SECTION 1. The officers of the organization shall be a President, a President-Elect, a Recording Secretary, a Corresponding Secretary, and a Treasurer. These officers shall perform the duties prescribed by these By-Laws in Article VII.

SECTION 2. The officers shall serve for one year, and the term shall start July 1st and shall end the on June 30th of the following year.

SECTION 3. The Nominating Committee, chaired and chosen by the Past-President, shall present a slate of officers and at least two (2) Members-at-Large to the current serving board for approval, then to the membership at a general meeting in March and ask for any other nominations from the floor. Prior to the April meeting, members will be given, or sent, a ballot to be mailed to the P.O. Box or brought to the April meeting. The final slate of duly elected officers will be listed in the notice of the May meeting. The induction will take place at the regular meeting, as determined by the Executive Board and will be announced to the general membership in the notice of that meeting.

SECTION 4. If the President resigns during her term, the President-Elect will take over as President and the Nominating Committee and Executive Board will choose a candidate for an immediate election to fill the President-Elect position.

SECTION 5. If any other officer is unable to fulfill the term of office, then the President must be notified in writing and the vacancy will be filled by the Executive Board.

SECTION 6. No member shall hold more than one office at a time, and no member shall be eligible to serve more than two (2) consecutive terms in the same office.

SECTION 7. In the event that more than one officer resigns or is unable to fulfill the term of office, the ranking Executive Board member will call an Executive Board Meeting and will follow the procedures of Sections 4 & 5 of this article.

SECTION 8. Any member who is nominated for President-Elect must have held a seat on the Board for no less than 1 year and must be in good standing as determined by the Board, as she will be moving into the position of President after completing her term as President-Elect.

ARTICLE V - MEETINGS

SECTION 1. The regular meetings of the MVBWN will generally be held monthly, on the third (3rd) Wednesday, from September through June, except December, unless otherwise directed by the Executive Board.

SECTION 2. Special meetings can be called by the President or by the Executive Board. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least five (5) days notice shall be given.

SECTION 3. A quorum of the MVBWN shall constitute ten (10) percent of the total paid up membership.

ARTICLE VI - THE EXECUTIVE BOARD

SECTION 1. The officers of the MVBWN, the Members-at-Large and the immediate Past President shall constitute the Executive Board.

SECTION 2. The Executive Board shall have general supervision of the affairs of the MVBWN, and make recommendations to the MVBWN general membership.

ARTICLE VII - DUTIES OF OFFICERS

SECTION 1. The President shall oversee the entire organization and preside at all Board and general meetings. She shall set forth an agenda to be followed for both the Board meetings and the annual member business meeting. The President should communicate regularly with her Board and her Committee Chairs. The President shall enforce all rules of debate to maintain order and decorum and shall refer to "ROBERT'S RULES OF ORDER".

SECTION 2. The President-Elect shall follow into the President's position at the end of the President's first term, unless the President chooses to run for another term, or if the President should resign. She will also stand-in for the President when necessary. . The President-Elect shall also be available to Chair committees or assist other Committee Chairpersons, if necessary. The President-Elect shall also attend all monthly meetings and Board meetings.

SECTION 3. The Recording Secretary shall be responsible for taking and distributing the Board meeting minutes to all Board members within ten (10) days of the Board meeting. She shall also take minutes at the Annual Membership Business meeting and distribute copies at the next Board and General Membership meetings. She shall attend all monthly meetings and Board meetings. She shall keep an up-to-date minute book; take attendance at all Board meetings and file in the minute book any handouts distributed at Board meetings, as a permanent record of the Network.

SECTION 4. The Corresponding Secretary shall be responsible for mailing all correspondence for the organization, including but not limited to the announcement of the monthly meeting to the news media, thank you letters and greeting cards. She should also have the ability to keep and update a complete database of media contacts. She should obtain "NEW BUSINESS" mailing addresses as listed in local newspapers and mail an invitation out to all woman-owned new businesses for at least two (2) consecutive Network meetings. She shall also attend all monthly meetings and Board meetings.

SECTION 5. The Treasurer shall be responsible for the collection of all monies and the payment of bills incurred by the organization and shall report at regular meetings. She should form a budget for the current fiscal year and a report of the prior fiscal year to present at the Annual Business meeting. She shall attend all monthly dinner meetings and Board meetings. She should reconcile checking account monthly. She should keep a record of meeting attendance and send bills to members who reserved but did not attend a dinner meeting. She should provide a monthly record of receipts and disbursements by category.

SECTION 6. The Board shall meet no less than four (4) times a year. Special meetings of

the Board can be called by the President and/or upon the request of the members of the Board or the general membership.

ARTICLE VIII-MEMBERS AT LARGE

Members at large are elected positions on the Executive Board They will attend all membership and Board Meetings. They may be asked to serve on or Chair committees. This position acts as a training ground for future Officers.

ARTICLE IX- COMMITTEES/CHAIRS

Committee chairpersons will be appointed at the discretion of the President. The committee chairperson will serve for a full fiscal year. The committee chairperson forms her own committee body. If the chairperson cannot complete the full fiscal year then the President must be notified prior to the next scheduled meeting. Committee chairpersons are expected to attend Board meetings when they have information to report. If they cannot attend a meeting, a report should be submitted to the President at least 2 days before the meeting. Proposed committee expenditures must be approved by the Board, Committee members may be asked to present their activities to the general membership.

Community Outreach Chairperson: Responsible for announcing any upcoming activities (trade shows, home shows, chamber of commerce events, SBDC, entrepreneur center, etc.)

Dinner Chairperson: The Chairperson is responsible for booking locations and selecting the menu for the months of September, October, November, January, February, March, April, May and June. Dinner meeting locations should have the following items available: podium, check-in and display tables and credit card machine phone line hook-up. Dinner chair will accept dinner reservations and provide the completed reservation list to the treasurer before the dinner meeting. Non-members should be reminded that payment should be mailed prior to the meeting.

Directory Committee: Responsible for gathering required information, supervising production and distributing the Directory at the November meeting. If directory chairperson is also the directory bid winner, then she provides the directories in accordance with the accepted bid.

Endowment Fund Committee:

Committee Criteria: Committee should be made up of the committee chair and four committee members who are not applicants. The committee members must be unrelated, by business or family affiliation, to any applicant.

A co-chair may be assigned. The committee will

- draw up an application and submit it to the Board for approval
- send out applications
- receive and review all applications, choosing and presenting their top choice to the Board for final approval
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If any applicant is related to a Board member, that member will remove herself from the approval process.

Endowment Criteria: Applicant must be a general member in good standing. All applicants must complete a Board approved application including:

- Name, address and phone number of applicant
- Name, address and phone number of business

- Length of time in business
- Copy of DBA or other proof of business formation or license
- History of business
- Reason applying for endowment.

Fundraising Committee: Shall submit ideas for fundraising to the general membership for approval. At least one major fundraising event a year should take place. The committee is responsible for all aspects of running the event and encouraging member participation. The Fundraising Chairperson has a very important role in the Network. Although we are a non-profit organization, we need to have funds to operate the Network. Including the Endowment Fund and to fulfill our civic duties.

Historian: Responsible for maintaining the history of the organization, including photographing special functions and/or meetings. She should read and clip from newspapers all information pertaining to the Network and its members.

Membership Chairperson: Responsible for all material pertaining to membership of the Network. She shall review each membership application for completeness and obtain any missing information. She shall keep a copy of all membership forms and maintain a database of the membership, including a record of referred applicants by referral source. She shall also forward information for new members to the Newsletter and Website chairs.

Newsletter Chairperson: Responsible for organizing Network news and designing the monthly Newsletter in accordance with the annual contract. She will be responsible for compiling and distributing the monthly Newsletter.

Nominating Committee: Presided over by the Past-President, this committee will put forth a new slate of officers and committee chair suggestions at the March Board and general meetings. They will be responsible for contacting prospective candidates, presenting them to the membership and seeking nominations from the floor. In the event of a Presidential resignation, they will prepare a President-Elect candidate and hold an election immediately.

Program Chairperson: Responsible for planning the program of the year. She should arrange for a program or speaker at each monthly dinner meeting. Her duties include all pre-event communication with the speaker including confirming the meeting, obtaining dinner choices and biographical information for the newsletter. She is responsible for sending speaker information in timely fashion to the Newsletter Chair and Corresponding Secretary.

Phone Committee: Responsible for calling members with reminders.

Website Chairperson: Responsible for updating the website in accordance with the annual contract, including adding members, updating monthly meeting information and Network events.

ARTICLE X - PAST PRESIDENT The Past-President shall sit on the Executive Board until the current President completes her term. She shall be an advisor to the Network and shall be the Chairperson of the Nominating Committee until the current President completes her term. In the event of a Presidential resignation, the resigning President shall NOT become the Past-President

ARTICLE XI

These By-Laws may be amended, revised or altered in whole or in part at a regular meeting by a two-thirds (2/3) vote of the members present after a written notice has been sent to each member at least one week prior to voting.

ARTICLE XII

In the event of the dissolution of the Mohawk Valley Business Women's Network, all remaining assets will be distributed to another organization exempt under section 501 (a) of the Internal Revenue Code. In keeping with the goals of the Network, every attempt will be made to find a qualifying organization that benefits women-owned businesses.