



## Bylaws

### Article I - Name

The name of the organization shall be Women Officials Network, hereinafter referred to as WON. It shall be a non-stock, non-partisan and nonprofit organization.

### Article II - Purposes

The principal purpose of the Network shall be to empower women leaders in the public sector. It will provide opportunities to become informed about, develop interest in, and discuss current issues of interest to women in elective and appointed office; to develop citizenship, leadership, networking, and personal skills; and to be a mentor to new or aspiring officer holders.

### Article III - Membership

Membership shall be open to any person who supports the purposes of WON without regard to sex, age, race, creed, color, national origin, sexual orientation or political affiliation. Members shall pay annual dues in an amount fixed by the Board of Directors. Dues-paying members shall have the right to vote and hold office.

### Article IV - Officers

Section 1. Number and Qualifications The officers of the Network shall be a President, a Program Vice-President, a Membership Vice-President, a Secretary and a Treasurer, who shall be elected at the annual meeting. All officers shall take office at the beginning of the next fiscal year.

Section 2. Term of Office A term of office shall be for one year. An officer may be nominated for a second term in the same position. No one may serve for more than four consecutive terms in any combination of offices. An interval of two terms must elapse before a member is eligible for reelection as an officer.

Section 3. The President The President shall preside at all meetings of the membership, the Board of Directors, and the Executive Committee; shall sign, with the

Secretary or such other officer as the Board may expressly authorize, any contracts or other instruments which the Board has authorized to be executed; shall be responsible for acquiring volunteers for the nominating committee, shall be, ex officio, a member of all committees except the nominating committee; may sign or endorse checks, drafts and notes in the absence of the treasurer; and shall perform such other duties as the board may direct. In the event of the disability, resignation or death of the President the Board shall fill the vacancy from among the members of the Board.

Section 4. The Program Vice-President The Program Vice President shall be responsible for programming for membership meetings and any other program activities of WON and shall perform such duties as the President and Board may from time to time prescribe. In the event of the temporary absence of the President, the Program Vice President shall chair the meeting(s) of the Board.

Section 5. The Membership Vice President The Membership Vice President shall be responsible for membership recruitment and retention; shall plan and execute any networking events outside of regular membership meetings; shall appoint, with approval of the Board, current members to serve as mentors, ambassadors or greeters for potential new members; and shall perform such duties as the President and the Board may from time to time prescribe.

Section 6. The Secretary The Secretary shall keep minutes of the meetings of the membership, the Board of Directors, and the Executive Committee; shall sign with the president all contracts and other instruments when so authorized by the board; and shall perform such other duties as the President and Board may from time to time prescribe.

Section 7. The Treasurer The Treasurer shall be responsible for all funds and securities of the Network and for the deposit of all moneys of the Network in such depository as shall be selected by the Board from time to time. The Treasurer shall in general perform all duties incident to the office of Treasurer and such other duties as the Board may from time to time prescribe.

## Article V - Board of Directors

Section 1. Powers The Board of Directors shall manage and supervise the business, affairs and activities of the Network. It shall have the power to create such committees as it deems necessary and shall perform such other duties as are specified in these bylaws.

Section 2. Selection, Qualification and Term The Board of Directors shall consist of the Officers of the Network, and ten Directors elected at the annual meeting. The Directors shall serve for a term of two years. Five shall be elected in the even-numbered years and five in the odd-numbered years. The Directors shall take office at the beginning of the next fiscal year. No member shall serve as a Director for more than two consecutive terms. An interval of two terms must elapse before a member is

eligible for reelection as a Director. Each Director shall be elected to serve a term of two (2) years and shall serve until a successor has been elected.

Section 3. Vacancies Any vacancy, other than the presidency, occurring on the Board of Directors by reason of the resignation, death, or disqualification of an officer or elected director may be filled until the next annual meeting from a list of names submitted by the nominating committee. Approval shall be by a majority vote of the remaining members of the Board. Three consecutive unexcused absences by a Board member from Board meetings shall be deemed a resignation. To be excused the member shall have contacted the President or Administrator in advance of the meeting.

Section 4. Meetings The Board shall meet at least three times annually. Special meetings of the Board can be called by the President or upon the written request of three Board members electronically at least ten (10) days in advance of the meeting. The Board may conduct its business, including voting, by any electronic means in accordance with the regulations of the Michigan non-profit corporation act.

Section 5. Quorum A majority of the members of the Board shall constitute a quorum.

#### Article VI - Committees

Section 1. Executive Committee The Executive Committee shall consist of the Officers of the Network. The Executive Committee will meet at the discretion of the President and shall be responsible for acting on the Network's business when necessary between regular Board meetings.

Section 2. Standing Committees The Standing Committees shall be Program, Membership, and Nominating. The Program Vice-President shall chair the Program Committee, and the Membership Vice-President shall chair the Membership Committee. These committees shall consist of not more than two board members, including the chair, and other members recruited from the general membership by the committee chair. All committee members shall be dues-paying members. The duties of the Standing Committees shall be those prescribed by these bylaws and the Board from time to time.

Section 3. Special Committees The President may appoint Special Committees, as needed, with the approval of the Board. The responsibilities and duties of the Special Committees shall be those specified by President.

#### Article VII - Nominations and Elections

Section 1. Nominating Committee The Nominating Committee shall consist of three members who shall be appointed by the President with the approval of the Board in July of each year. Two committee members shall be from the general membership and one from the Board. The chair shall have served on a previous Nominating Committee.

Section 2. Role of the Nominating Committee The Nominating Committee shall have the responsibility to prepare a slate of officers and directors for distribution and presentation to the membership in a timely way prior to the annual meeting. The Committee shall select a member who shall have the responsibility of participating in Board meetings to monitor needed critical skills. The Committee shall be prepared to provide the Board with a list of candidates when vacancies occur in officer (except the president) or director positions. The Nominating Committee should select candidates who possess a variety of skills and experiences that will enhance the Board's ability to support and promote the mission of WON.

Section 3. Report of the Nominating Committee The report of the Nominating Committee, containing its nominations for officers and directors, shall be sent to the members one month before the annual meeting. The report shall be presented to the annual meeting. Nominations may be made from the floor immediately thereafter provided the consent of the nominee has been obtained.

Section 4. Candidates Candidates for officer or director positions shall be any person who supports the purposes of WON.

Section 5. Election Election shall be by ballot except that if there is only one nominee for an office it shall be by voice vote. A majority of those dues-paying members present and eligible to vote shall constitute an election.

## Article VIII - General Membership Meetings

Section 1. Regular Meetings At least three meetings of the membership shall be held annually.

Section 2. Special Meetings Special meetings can be called by the President or upon written request of five members

Section 3. Annual Meeting The final regular meeting of the fiscal year shall be designated as the annual meeting. The annual meeting shall elect officers and directors; adopt a budget; and transact such other business as may properly come before it.

Section 4. Quorum Twenty (20%) of the members of the Network shall constitute a quorum at any membership meeting.

Section 5. Notice Written notice of the Annual Meeting shall be sent electronically to each member at such address as the member designates to receive notices at least thirty (30) days prior to the meeting. Special meetings shall be noticed electronically ten (10) days prior to the meeting. All subjects to be considered at a special meeting shall be stated in the call to the meeting and no other business shall be transacted.

## Article IX - Financial Administration

Section 1. Fiscal Year The fiscal year of the Network shall be from July 1st to June 30th of the following year.

Section 2. Dues The annual dues, as determined by the Board of Directors, shall be payable annually by July 1st.

Section 3. Budget A budget for the ensuing year shall be submitted by the Board to the annual meeting for adoption. A copy of the proposed budget shall be sent to all members thirty (30) days prior to the annual meeting.

## Article X - Indemnification of Directors and Officers

Section 1. Indemnification The Network shall indemnify its volunteer directors and officers to the full extent described and permitted under the provisions of Section 561 through 569 of the Michigan nonprofit corporation act as now written or as hereafter amended by such other provisions of the laws of the State of Michigan relating to indemnification as may from time to time be in effect.

Section 2 Rights The right of indemnification afforded to the Network's volunteer directors and officers shall not be exclusive of other rights to which they may be legally entitled.

Section 3 Insurance The Network may purchase and maintain insurance (and pay the premiums thereon) on behalf of any of the Network's volunteer directors and officers against any liability asserted against them and incurred by them in such capacity or arising out of their status as such, whether or not the Network would have the power to indemnify them under this Article XI or under provisions of the Sections 561 through 569 of the Michigan nonprofit corporation act as now written or as hereafter amended.

## Article XI - Amendments

These bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at the annual meeting, provided a copy of the proposed amendment has been sent to each member by electronic mail a month before the annual meeting.

## Article XII - Dissolution

In the event of dissolution of the Women Officials Network or the discontinuance of its activities, all assets remaining after payment of the Network's liabilities shall be donated to one or more organizations that qualify as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United State Revenue Law. Said recipient or recipients shall be determined by the majority of the

membership present and voting at a meeting duly called and noticed for said dissolution and distribution of assets upon the recommendation of the majority of the Board of Directors or other managing body then in office. The disbursements of the assets shall be made after a financial review.

### Article XIII - Rules and Regulations

Section 1 Rules and Regulations The Board of Directors may adopt additional rules and regulations, general or specific, for the conduct of their meetings, and additional rules and regulations, general or specific, for the conduct of the affairs of the Network.

Section 2 Parliamentary Authority The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern WON in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules of order.

Bylaws Amended:

June 4, 2007

June 8, 2012

June 10, 2016