**Bylaws of WiNGs**

**Effective January 1, 2007**

**Revised**

# ARTICLE l. Name and Territorial limits

Section l. This organization shall be known as WiNGs (Women’s Networking Group).

Section 2. The territorial limits of this organization shall be confined to Centre and Adjoining Counties: Clinton, Union, Mifflin, Huntingdon, Blair, and Clearfield Counties.

# ARTICLE II Objectives

Section l. The objective of this Organization is to establish a network of noncompeting women entrepreneurs or small business owners for the purpose of enhancing each other’s professional and career advancement.

# ARTICLE III Membership

Section l. Membership shall consist of the Active Members, Inactive Members and Mentees, and membership should not exceed 35 members.

**Active member:** In order to maintain active membership and secure your business category, dues must be paid in full within 30 days of board approval for new members. For current active members, dues must be paid before or at the time of the January meeting, otherwise the member’s amount due will increase by $10. Nonpayment of dues will be grounds for dismissal on a case-by-case basis. Member must attend no fewer than 6 meetings in one calendar year and are not to miss 3 consecutive meetings. Active membership automatically ceases if member fails to meet the above attendance criteria, without having been granted inactive status. Upon missing either 3 consecutive meetings or 6 meetings in one calendar year, the business category will be considered available and open to new membership. In order for a meeting attendance to count as attended, you must attend a meeting for a minimum of 45 minutes. Any dues paid by the member are non-refundable.

**Inactive member:** Active members are eligible to request inactive status for extenuating circumstances. Each request will be submitted to the Board of Directors, reviewed and either approved or denied. A member may apply for inactive status for up to 3 meetings. After 3 meetings, normal attendance requirements for active members will apply for maintaining membership in their specified business category. Dues and member fees applicable are not exempt during the inactive period and remain due. A member wishing to avoid inactive status may send a female representative from her business to stand in her place and have her attendance count.

**Mentees**: A Mentee, or member of the WiNGs Mentorship program, is a woman who does not yet have an established business, but is working toward achieving that goal.

Mentees are considered Active Members, and must adhere to the policies regarding

Active Members, but are exempt from paying dues for 1 Year. After that time, the

Mentee can either choose to renew their status as Mentee, pending a review by the Board, or join the group as a full Active Member. Mentees may be exempt from category duplication with voted approval.

Section II. Dues. Dues for current members will be $45 and for new members, $55. Dues will increase by $5 every 2 years, or at the board’s discretion.

# Admission to Membership and Resignation

Section l. Applicants for active membership shall be admitted to membership according to the following procedure:

# a. Eligibility

To be eligible for membership, the applicant must meet all of the following criteria:

* Be a woman entrepreneur or business owner (minimum 50% ownership) or a non-profit resource for women-owned businesses.
* Have 50 employees or ~~less~~ fewer.
* Not be a duplication of an existing member’s business category.

# b. Application process

As a means of allowing every member to have a voice in the membership of the group, the following membership application / approval process has been adopted: **For any available business category:**

* Prospective member **must** attend **at least 1** meeting as a guest, prior to submitting an application. Prospective members are allowed to attend up to 2 meetings prior to their submission of an application for membership.
* Prospective members who wish to attend as a guest, or current members who are inviting a guest, should inform membership prior to the meeting that a guest will be attending.
* All guests must be approved by the Membership Officer in order to determine if the business category is available and to keep track of attendance.
* Applications for membership will be accepted at any point and must be submitted to the Membership Officer and/or President.
* Membership applications for any given business category will be voted upon on a first come / first served basis.
* All current members of WiNGs as of January 1, 2007 are considered charter members and are exempted from the application / approval process.

**c. Upon submission of application:**

Applications will be voted upon by all current members following applicant’s submission.

Voting / Approval Process:

* Prospective member’s name and business will be distributed to members and members will be asked to notify the Membership Officer if there is a business category conflict.
* Member application will be presented to the group for approval/denial before next member meeting. This will be done via email to the membership. The membership will have a minimum of 5 business days to obtain more information about applicant or to voice an objection to the applicant’s membership.
* Vote will be a simple yes/no reply to the emailed Member Application. A non-response will be counted as a “Yes” vote.

Approval / Denial criteria:

* All members will vote on membership applications presented.
* Majority votes will carry the decision.

Applicant Notification:

* Applicant and membership will be notified by the Membership Officer of voting results within 5 business days of vote.

Section 2. Any member may resign from this Organization provided all indebtedness to this Organization has been paid. The resignation shall be submitted in writing to the Board of Directors or effective by verbal mutual agreement.

# Meeting Snow Policy

The snow policy applies to both board and general meetings. Both board and general meetings will be canceled if the State College Area School District (SCASD) cancels or experiences a delay. There will be no makeup date.

# ARTICLE IV Discipline

Section 1. Any Active member who fails to attend two consecutive meetings (except approved Inactive Status) shall receive a notice forewarning of possible termination if a third consecutive meeting is missed. The notice, by mail, email, phone or otherwise, will also notify the individual of the procedures to apply for an “inactive status”. Upon failure to attend three consecutive meetings, the member will be considered terminated, the business category will be reopened, and the individual will be notified of this action.

Section 2. Any member violating the organization’s code of ethics may be given a warning regarding the violation and if another violation of the code of ethics occurs, may be terminated. Certain violations may result in immediate termination and will be voted upon by the board. In both cases, a vote of two-thirds (2/3) of the entire Board of Directors shall be necessary to terminate membership.

Section 3. Any person whose membership in this Organization has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this Organization.

Section 4. Any elected officer or director may, after due and proper hearing before the Board of Directors, be removed from office due to failure or unwillingness or inability to serve, malfeasance, or conduct unbecoming a member. In such a case, a vote of two-thirds (2/3) of the entire Board of Directors shall be necessary to sustain the removal.

# ARTICLE V Officers

Section l. The Officers of this Organization shall be: President, Vice President,

Secretary, Membership, and Treasurer. The officers also comprise the Board of Directors. It shall not be presumed the Vice President automatically assume the President’s position the following year.

Section 2. Each officer shall be an Active member in good standing.

Section 3. All officers shall take office on the first day of January of each year following their election, and shall serve for a term of two years, or until their successors shall be duly elected and qualified. Section 4. The duties of the officers shall be as follows:

1. The President shall be the executive officer of this Organization and shall preside over all meetings of this Organization and of the Board of Directors. The President shall appoint and be an ex officio member of all Standing and Special Committees. He or she shall perform such other duties as usually pertain to the office of President. The President shall have signing authority for all checks and/or commitments for the organization.
2. The Vice President, in the absence of the President, shall preside at all meetings of this Organization and the Board of Directors. The Vice President shall also perform such other duties as may be assigned by the President of the Board of Directors. The Vice President shall be responsible for overseeing all committees and shall collect funds in absence of the Treasurer.
3. The Secretary shall be responsible for minutes of the meetings of the Organization and the Board of Directors. This person shall submit a report of the highlights of the year at the annual meeting of this Organization and at such other times as the President of the Board of Directors may require. She shall submit to the proper officials and committees, or to this Organization, all communications received.
4. The Treasurer shall collect all funds due this Organization and shall deposit such funds in the Organization's official depositories, and shall disburse such funds on the order of the Board of Directors. The Treasurer shall sign or countersign all checks, shall at all times have the Organization’s accounts and books open to inspection by the President, the Board of Directors, or any authorized auditors. The Board of Directors, at its discretion, may require the Treasurer to make bond. The Treasurer shall prepare or have prepared a standard financial report (income statement) and submit the report at the annual meeting of this Organization and at such other times as the President of the Board of Directors may require; and shall be responsible for the completion and submission of forms required by laws governing the administration and/or tax status of this Organization. The Treasurer will have signing authority for all checks and/or other commitments for the organization.
5. The Membership shall be responsible for keeping the records of membership, accepting and processing the applications of potential new members, and communication with new, potential, and current members regarding membership status, attendance, and disciplinary information. The Membership Officer will be responsible for presenting a membership update and report at each meeting including the number of current members, and any additions or members who have left the group. The Membership will be responsible for keeping track of meeting attendance and notifying any members if they are in violation of attendance policies.

# ARTICLE VI Board of Directors

Section l. The Board of Directors shall consist of the 5 officers described in Article V.

Section 2. Officers will be elected to the Board of Directors to serve a two year term which will begin on the first day of January of the year of their election. President and Treasurer will serve their term starting in even numbered years, while Vice President, Secretary, and Membership Officer will serve terms starting in odd numbered years.

Section 3. The Board of Directors shall determine the policies and activities of this Organization, elect and discipline members, approve the budget, approve all expenditures and authorize all disbursements, take counsel with committees and have general management of the Organization and its affairs. The Board of Directors, may employ, or authorize the employment of, paid personnel and fix the terms and conditions of such employment.

Section 4. The Board of Directors shall meet once each month and at the call of the President.

Section 5. The meetings will be on the second Wednesday of each month, unless otherwise scheduled.

Section 6. Board members may miss one meeting. Two consecutive missed board meetings will result in termination of board member position.

Section 7. All decisions of the Board of Directors shall be final and binding upon this Organization unless 2/3 majority vote of the membership determines otherwise.

# ARTICLE VII Nominations and Elections

Section 1. The election of Officers to the Board of Directors shall be held on the next to the last Wednesday of November (Annual Meeting), of this Organization.

Section 2. At least two months before the Annual Meeting, the President shall appoint a Committee on Nominations and Elections. The duties of this committee shall be to solicit, receive and prepare nominations and to have general charge of the election, including the preparation, distribution, collection and counting of the ballots.

Section 3. The Committee on Nominations and Elections shall cause a ballot to be prepared presenting a slate of officers. Nominations from the floor will be permitted. Upon a second and if said floor nomination carry; said nomination shall be added to the proposed slate of officers. Such proposed slate of officers shall be voted on at the Annual Meeting, of this Organization. Write in nominations will not be allowed on the ballot.

Section 4. Voting shall be by secret ballot. Only Active members in good standing present at the annual meeting may vote. There is no voting by proxy.

Section 5. The nominee for the Board receiving a majority of all votes cast shall be declared elected. In event of a tie, an additional ballot or ballots shall be taken to determine which of two or more shall be elected based upon a majority vote.

Section 6. The Board of Directors will select from the Active membership, a replacement for the remainder of a term should an unexpected vacancy become available.

# Article VIII Chapters

If a current, active member in good standing wishes to start a chapter of WiNGs outside of the group’s stated membership territory, the terms for creating a chapter shall be discussed with the Board of Directors on an as-needed basis.

**ARTICLE IX Committees**

Committees for special needs and interests will be formed on an as-needed basis.

# ARTICLE X Meetings

Section l. This Organization shall hold a monthly meeting and at such time and place as shall be determined by the Board of Directors. It may hold such other meetings as the Board of Directors or membership may desire.

Section 2. The Annual Meeting of this Organization is the third Wednesday of November.

Section 3. A fifty one (51%) quorum of Active members of this Organization shall be required for voting.

# ARTICLE XI Revenue

Section 1. Each member of this Organization shall pay annual dues. Such annual dues shall be payable on the first day of January of each year.

# ARTICLE XII Finance

Section 1. The fiscal year of this Organization shall begin on the first day of January of each year.

Section 2. No later than the Annual Meeting of each year, a budget of estimated income and expenditures for next fiscal year shall be adopted by the Board of Directors.

Section 3. The Organization’s books and records shall be available to the membership.

Section 4. The Board of Directors shall determine the official depository or depositories for Organization funds and shall designate one or more persons in addition to the Treasurer to sign or countersign checks or other document for the disbursement of such funds.

Section 5. Upon dissolution of this Organization, all remaining assets shall be transferred to a charity to be determined by the existing Board of Directors.

# ARTICLE XIII Approval of Bylaws and Amendments

Section 1. Any amendment of these Bylaws may be adopted by a two-thirds (2/3) vote of the Active members present at any meeting of this Organization; provided that written notice of the meeting and of the proposed amendment shall have been given to the members at least one meeting prior to the meeting and provided further that a quorum is present at the meeting.

Section 2. These Bylaws and any amendments thereto shall be effective only when submitted to and approved by two-thirds vote of the Active membership present.

# ARTICLE XIV Member Gifts

Section 1. Gifts may purchased for members and outgoing board members. Gifts will be determined by approval of the Board of Directors. The maximum expenditure is $60.

