

Professional Women's Network of Houston

Doing Business With Integrity

Article I - Club Name, Incorporation and Election of Officers

1. The name of the group shall be: Professional Women's Network of Houston.
2. The fiscal year of the group shall be the calendar year ending December 31.
3. Election of officers shall be through a Nominating Committee. This committee shall consist of the Past President and 2-3 members at large who have excluded themselves from candidacy for the next board.
 - a. The Nominating Committee shall meet prior to the last regular meeting in November. At the last regular meeting in November the Committee shall present its slate for the Board. The slate consists of President, Vice President, Secretary, Treasurer, Membership Chair and Social Chair. These positions, with the Past President, will make up the Board of Directors. The Past President will serve as Parliamentarian.
 - b. Elections will take place at the first meeting in December. In addition to the proposed slate, nominations may be accepted from the floor.
4. No officer shall serve more than two consecutive terms in any Board position with the exception of the Treasurer, whose term may be extended,.
5. To fill a vacancy in an office other than that of the President, the President shall poll the Board of Directors to appoint a successor.

Article II - Board of Directors

1. The governing body of the group shall be the Board of Directors.
2. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Membership Chair, Social Chair and Past President. If the Immediate Past President is unable to serve on the current year's Board, the seat reverts to the next Past President who is able to serve, going in reverse order from the current year until the vacancy is filled.
3. Should the President be unable to fulfill her duties, the Nominating Committee will reconvene and nominate a successor within 2 weeks. Until the new President is elected, the Vice President shall serve as Acting President.

Article III - Duties of the Officers

1. It shall be the duty of the President to be the principal executive officer, to preside at meetings of the group and of the Board of Directors, to coordinate the activities of the various committees and officers, to supervise induction of new members and to perform all other such duties as pertaining to the office.

2. It shall be the duty of the Vice President to reside at the meetings of the group and the Board of Directors in the absence of the President, to coordinate meeting programs, to coordinate the sponsorship program, to aid other officers in the performance of their duties and to perform all other duties as pertaining to the office.
3. It shall be the duty of the Secretary to keep records of meetings, maintain attendance records, generate delinquent notices, to provide correspondence as deemed necessary by the President and/or Board of Directors, to co-sign the bank authorization card, to provide and maintain all documents for all members, to schedule meeting facilities and to perform all other duties as pertaining to the office.
4. It shall be the duty of the Treasurer to maintain and be responsible for all group funds, being accountable to the President and Board of Directors, to co-sign the bank authorization card and to perform all other duties as pertaining to the office.
5. It shall be the duty of the Membership Chair to process member applications, including checking of references, gather information needed to induct new members, maintain the roster of the group, provide membership notebooks for all members and perform all other duties as pertaining to the office.
6. It shall be the duty of the Social Chair to make arrangements for activities that are sponsored by the group outside the group's regularly scheduled meetings, and to perform all other duties as pertaining to the office.

Article IV - Meetings

1. The regular weekly meetings shall begin promptly at 7:30 a.m. and end at 8:30 a.m. Open for optional networking at 7:15 a.m.
2. The Board of Directors shall meet at 8:30 a.m. the first Tuesday of each month, following the regular meeting. Special meetings can be called by the Board as needed.
3. The location of the meetings shall be reviewed by the Board as needed. A change in location may be made by the Board of Directors and a 2/3 majority vote of the members.
4. Each month will have two (2) speakers from within the group, one (1) speaker (option of one maximum) from outside the group and one brainstorming meeting. Business meetings and social events will be held quarterly. The business meeting will take place the first week of the quarter. The guest speaker's presentation will be on topics deemed relevant by the Board. The Vice President will provide a monthly calendar to the group.
5. Business meeting agendas will have a call to order, welcome, old/new business, member introductions, referrals and close.
6. Any member wishing to place an item on the agenda for new business must notify the President in writing by the Friday prior to the following meeting. No member will be recognized from the floor for this purpose.

7. A member at large has the right to call for a vote of all the members regarding a decision voted on by the Board. To exercise this right, the member must notify the President in writing by the Friday prior to the next meeting, requesting that the issue be put to a group vote. In addition, the member must provide all of the members with a written explanation of her concerns. Should this situation arise, the Board will remain at the following Tuesday meeting after the meeting to have an open discussion on the issue. The group vote will be taken the following meeting.
8. All voting will be done by secret ballot.
9. Votes taken by the group, be it by the Board alone or the entire group, will require a 2/3 majority of the group.
10. Any issues arising requiring the attention of the Board at times other than the monthly Board meetings will be discussed as the Board sees fit - be it by email, phone or a special meeting.

Article V - Dues and Fines

1. The amount of dues is \$100.00 per year. Dues can be determined by the Board of Directors. Dues are payable annually, at the first meeting in January. New members' dues are pro-rated for the year according to their membership acceptance date.
2. A late fee of \$25.00 will be assessed for the month of February for non-payment of dues. The board may vote to automatically terminate a membership for non-payment of dues by March 1.
3. Dues are not refundable.

Article VI - Admission of New Members

1. Any member may propose a candidate for membership in accordance with the limitations set forth in the by-laws.
2. Although on occasion a guest may be invited to attend a meeting for reasons other than having her as a prospective member, it is preferable that only prospective members be invited. In the event of a fixed meeting fee, members will be responsible for ensuring that the guest's fee is paid.
3. Before any person will be considered for membership, the prospective member must attend three consecutive meetings, have their sponsoring member submit a sponsorship form and a membership application. The prospective member will provide three professional references, which will be checked by the membership chair. As the group grows, the group can elect committee members to assist the membership chair. The Board will then determine if any professional conflict exists with other members of the group and whether the position held by the applicant is at a level deemed acceptable. The Board will then approve or reject the application. Barring extenuating circumstances, the Board will complete the application process within a two week period.

4. The completed sponsorship form and membership application must be submitted to the Membership Chair to be maintained in the Membership files. The membership application should describe the business in sufficient detail as to accurately represent what the person does and to avoid potential conflicts among members.
5. Members who have an objection to an applicant's potential membership must notify the Membership Chair so that the sponsor will be informed before her guest is invited to attend another meeting. The objection by any one member will be reviewed by the Board of Directors. Objections must be given to the Membership Chair no later than the Board meeting at which the prospective member's membership is to be voted on.
6. Only one member may represent a described field of business or profession as described by the Board of Directors.
7. A membership is granted to one individual only, regardless of the size of the company. There can be no sharing of a membership by more than one person of the same company.
8. An active membership relinquished, either voluntarily or involuntarily, will act to automatically place the business category/profession open to the general membership for review, recommendations and sponsorship of candidates for that membership position. A recommendation for a replacement member by the relinquishing member will not be binding and will be submitted with all other membership applications.
9. The Board of Directors may vote to automatically terminate a membership for non-payment of dues, or for just cause, such as, but not limited to, committing a felony, abusive language, violent actions, unprofessional or unethical behavior or for other actions which are not in accordance with the goals and integrity of the group. Prior to a termination for cause the member will be accorded the opportunity for a hearing. Should this be necessary, the member will be informed that she will not be allowed to be present at the following meeting after said incident, but will be accorded a hearing at 8:30 that morning, after the regularly scheduled meeting.

Article VII - Committees

1. The President shall form any committee she feels necessary to accomplish a function of the group and shall appoint any member as chair of said committee.

Article VIII- Outside Activities

1. The group shall not undertake or perform any civic, charitable or other unauthorized activity, as representatives of the group, without a 2/3 vote of the members at a regular meeting of the group.
2. The group recognizes that its members may be governed by canons or codes of professional conduct. Realizing in full that this is so, if any project or activity undertaken by the group is deemed by a member to be against her professional ethics, then that member may refrain from entering into such project or activity if she so desires. It shall be left to the sole judgment of said member to determine if such project or activity is unacceptable to her.

Article XI - Amendment of By-Laws

1. These by-laws may be amended at any scheduled business meeting by a 2/3 vote of the members.

Article XII - Voting Procedures

1. A quorum shall represent 2/3 of all members of the group.
2. Voting shall take place by written ballot.

Article XIII - Attendance

1. If a member is unable to attend a meeting she must notify the secretary of the Board by phone or email prior to the meeting.
2. In case of emergency, she will notify the secretary of the Board as soon as possible.
3. If a member misses over three meetings in one quarter, the first quarter beginning with January each calendar year), her membership will be reviewed by the Board. The board will then meet with the member to discuss her interest in remaining an active participant in the group.
4. The following are Board Guidelines for reviewing membership:

Acceptable Absences

Illness
Jury duty/court dates
Vacation
Company-mandated meetings
Weather - related issues

Unacceptable Absences

Member-scheduled meetings
Regular attendance at other networking groups or meetings
Other personal duties presenting a conflict on a regular basis