

BYLAWS

ARTICLE I – NAME

The name of this not-for-profit organization shall be Bowling Green Business Women, Inc.

ARTICLE II – PURPOSE

The purpose of Bowling Green Business Women, Inc is to establish a network among women in which each member can potentially benefit within the network personally or professionally. The organization’s goals are to empower members (personally or professionally) through programs and speakers.

ARTICLE III – BOARD OF DIRECTORS

Section 1. **Membership of the Board of Directors:** The organization’s Board of Directors shall consist of no fewer than three (3) and no more than nine (9) members. The Directors shall be elected by the organization’s membership for terms set by the Board of Directors.

Section 2. **Duties of the Board:** The duties of the Board of Directors shall be to establish the general policies of the Corporation and ensure the business affairs of the Corporation are properly handled. The Board shall meet monthly with the time and date to suit the current Board. The official change of officer responsibilities, the file, financial affairs are to be completed by the close of business on the date of the January installation meeting or Board Meeting.

Section 3. **Vacancy:** Any vacancy on the Board of Directors may be filled by a vote of a simple majority of the entire Board of Directors. The President or any member of the Board of Directors may recommend one (1) nominee to the Board of Directors to fill each vacancy that occurs. The person coming into vacancy will be expected to fulfil the role for the remainder of the current year.

Section 4. **Election and Term:** September 1st-30th, any member may submit names of current members to the presiding President for nomination of elected officers and committee chairs. The President will communicate with nominees to determine if they would like to accept or decline their nomination and announce those who have accepted the nomination at the October membership meeting. In November, the membership will vote for the slate of nominated officers and committee chairs to be announced at the December membership meeting. The newly elected officers will be installed at the January membership meeting.

Section 5 **Removal:** Board members are subject to removal if found that they are not fulfilling duties as outlined in the bylaws and Board of Directors description. Attendance at all board meetings is strongly encouraged or notice given of inability to attend. The current Board of Directors reserves the right, upon majority vote, to remove a Board Member not upholding their responsibilities.

ARTICLE IV OFFICERS

Section 1 **Officers:** The Board of Directors shall consist of four elected officers - President, President Elect, Secretary and Treasurer as well as 3 elected Committee Chairs. Officers and elected Committee Chairs may not serve more than three consecutive terms of office in any capacity on the Board of Directors. Elected Committee Chairs are suggested to be the following (but not limited to these areas): a Professional Development Chair, Program Chair or Social Media/Website Chair. Those appointed to the Board that are not in an elected office capacity must hold a Committee Chair position.

ARTICLE V DUTIES OF THE OFFICERS

Section 1 **President:** The President of the Board of Directors shall preside at all meetings of the Board of Directors and monthly membership meetings. The President shall be an ex-officio member of all committees with the privilege of voting at all meetings.

Section 2 **President Elect:** The President Elect shall perform the duties of the President in the event of their absence, resignation, or inability to perform duties, in addition to other duties that may be delegated by the President. The President Elect will reside in the Presidency seat for the upcoming membership year.

Section 3 **Secretary:** The Secretary will prepare the minutes of the meetings of the Board of Directors. Minutes are to be submitted prior to the next month meeting for Board approval. The minutes will be available upon request of any active member.

Section 4 **Treasurer:** The Treasurer shall monitor all financial matters and report them to the Board of Directors. In addition, the Treasurer shall assist in developing the budget and the Corporation's financial reports. The Treasurer will hold in their possession a debit card (as well as the Board President) and the organization's checkbook. Treasurer will have access to the financial reporting within the website. Treasurer will be responsible for changing the membership fee proration, the first day of each month on the website.

Section 5 **Professional Development Chair:** The Professional Development Chair will bring awareness to the members of the guidelines to be a recipient of the \$250 quarterly professional development scholarship reimbursement. They shall be responsible for explaining how to apply and deadlines for the application.

Section 6 **Program Chair:** The Program Chair is responsible for scheduling guest speakers for each month's membership meeting. The January meeting will consist of the check presentation for the prior year's chosen Philanthropy, chosen Philanthropy will receive 20 minutes to speak. The remainder of the January meeting will be installation of the new Board of Directors and letting membership know the layout of the year. If the Philanthropy is unable to attend the January meeting, then the Program Chair is to line up a speaker. Efforts can be made to obtain a speaker from the membership. If a fee greater than \$100 is required by a speaker, then that fee must be approved by the Board of Directors. Speakers meeting fee will be waived. Speakers need to be able to provide inspiration, motivation, education, or enrichment to the membership. Program Chair's responsibilities also include coordinating a quarterly social for the organization's members and guests.

Section 7 **Social Media/Website Chair:** The Social Media/Website Chair will make posts to the Bowling Green Business Women's social media platforms and will maintain the website. They will provide local media with current information about the organization's activities. Keep in their possession the account usernames and passwords. Social media admins will consist of the President, President Elect and Social Media/Website Chair. This change will occur at the transition of January installation of officers.

ARTICLE VI - MEETINGS

Section 1 **Meetings of the Board of Directors:** The Board of Directors shall meet monthly at a time agreed upon by majority of the board. A board meeting may take place via conference call or electronic video screen communication, provided that all directors participating can hear one another.

Section 2 **Quorum:** A quorum shall consist of one-half (50%) of the current board members.

Section 3. **Monthly Membership Meeting:** Monthly Membership meetings may be held at any place that the Board of Directors designate with consideration of the membership and value of the venue.

ARTICLE VII - GUIDELINES OF OPERATIONS

Section 1 **File and Records:** Public Disclosure File and Records stays in the possession of Taylor, Polson and Company CPAs PSC.

Section 2 **Expenses:** Any expense outside the monthly membership meeting (food/venue fee) over \$100 must be approved by the Board of Directors.

Section 3 **Membership Dues:** \$120.00 per year, per person and are collected no later than January 31st of each year. Fees for new members joining throughout the year will be prorated by \$10 each month (with proration beginning February 1st and the 1st day of the month thereafter). Treasurer will update the prorated amount on the website the first day of each month. Dues support speaker fees, philanthropy, quarterly professional development reimbursement, quarterly events, membership perks and supplies needed to run the organization.

Section 4 **Monthly Membership Meeting Fee:** Members and guests will be responsible for paying a monthly meeting/networking fee to support the cost of the venue and meal provided.

Section 5 **Guests:** May attend a total of two paid monthly membership meetings within a calendar a year. Prior to the third visit membership application is to be submitted and dues must be paid via the website.

Section 6 **Financial Review:** The yearly review will be performed in the month of December by the President, President Elect, Treasurer and Treasurer Elect. The findings will be reported to the Board of Directors.

Section 7 **Philanthropy:** Bowling Green Business Women will make a yearly monetary donation of 10% of the membership dues collected during the current calendar year to a philanthropic effort. February 1st-28th the current membership may send nominations to the President. Philanthropies nominated must focus on helping women and be located in the Barren River Area District. March 1st the Board of Directors will review the suggested nominations from membership and ensure the philanthropies meet the guidelines. Mid-March the slate of non-profits will be presented to membership for voting. A check will be presented to the nonprofit at the January membership meeting of the following calendar year. The nonprofit will send a representative to present their mission for the January membership meeting. (Dates of nominating/voting edited on 11/24/2022).

Section 8 **Amendments:** These bylaws may be amended at any regular meeting of the Board of Directors or any special meeting upon the vote of majority of the Board of Directors. When amended, the amended bylaws shall be in immediate force and effect. An exception would be amendments to the annual membership dues and/or monthly meeting fees. Amendments to the annual membership dues and/or monthly meeting fees must be taken to vote by membership.

ARTICLE VIII - NONDISCRIMINATION

Section 1 The elected officers, directors, committee members, and the persons served by this corporation shall be based entirely on a non-discriminatory basis on age, gender, race, religion, handicap, national origin and sexual orientation.

BYLAWS OF BOWLING GREEN BUSINESS WOMEN, INC

- Established May 2022