

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 five (5) 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, and 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. Current board members cannot run for vacant board positions (Excluding the Vice President from fulfilling the presidential seat in which the President resigns). The person coming into vacancy will be expected to fulfill 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. One hundred percent of the annual membership dues will be waived for the President and fifty percent of annual membership dues will be waived for the Vice President in the year for which they are serving. As of July 26th, 2023 you must have served one full year on the Board of Directors to be nominated for President. As of October 3, 2024, anyone who has served any duration on the Board will be allowed to accept the nomination for President.

Section 5. Removal of Board Member: At the discretion of the board of directors, a board member is subject to removal if they are not fulfilling the bylaws, Board of Directors role description, or upholding the integrity of the organization. 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. If a Board Member is removed from the board of directors, general membership may be terminated with no refund.

ARTICLE IV OFFICERS

Section 1. Officers: The Board of Directors shall consist of four elected officers - President, Vice President, Secretary and Treasurer as well as five elected Committee Chairs. Officers and elected Committee Chairs may not serve more than three consecutive terms of office in one particular seat on the Board of Directors. Elected Committee Chairs are suggested to be the following: a Hospitality Chair, Membership Chair, Professional Development Chair, Program Chair, and Social Media/Website Chair.

ARTICLE V DUTIES OF THE OFFICERS AND COMMITTEE CHAIRS

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. Vice President: The Vice President 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.

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.

Section 5. Professional Development Chair: The Professional Development Chair will facilitate granting a recipient of the quarterly professional development scholarship reimbursement. The award may be granted to member(s) and may be granted to female college student(s) at the board's discretion. The Committee Chair shall be responsible for explaining to college administration and membership how to apply, criteria, and deadlines for the application.

Section 6. Program Committee Chair: The Program Committee Chair is responsible for scheduling guest Speakers and/or preparing programs for each month's membership meeting. If a speaker fee greater than \$100 is required, the fee must be approved by the Board of Directors. Speaker's meeting fee will be waived. Speakers need to provide enrichment to membership in the areas approved by the board of directors, and not for self-promotion, political beliefs, or religious proselytizing. Program Chair's responsibilities also include coordinating a minimum of one quarterly social for the organization's members and guests. The Program Committee Chair is also responsible for facilitating meeting sponsor applicants to the board for approval, as well as communicating meeting sponsor procedures and benefits.

Section 7. Social Media/Website Committee Chair: The Social Media/Website Committee Chair will make posts to the Bowling Green Business Women's social media platforms and will maintain the website. Social media admins will consist of the President, Vice President and Social Media/Website Committee Chair, who will each be knowledgeable of social media accounts and website credentials.

Section 8. Membership Committee Chair: The purpose of the Membership Committee Chair is to help the membership organization recruit, retain, engage, educate and encourage members by offering

advice, resources and/or programs. The Membership Committee Chair will oversee Membership activity within the organization and be responsible for keeping membership informed on activities within the organization, as well as a new membership report.

Section 9. Hospitality Committee Chair: Hospitality Committee Chair is responsible for making visitors feel welcome and boosting morale within the organization and BGBW related events. This chair is responsible for reaching out to members when they have life changes, birthdays, anniversaries, loss, or any other event to show support.

ARTICLE VI – MEETINGS

Section 1. Meetings of the Board of Directors: The Board of Directors shall meet monthly at a time agreed upon by the 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. Only members of the board can vote during board meetings. If a member requests to attend, said member must provide the President forty-eight hour notice in order to be added to the agenda during open floor where they will be allotted no more than ten minutes per person to speak.

Section 2. Quorum: A quorum shall consist of two-thirds (66%) of the current board members.

Section 3. Closed Meetings/Special Held Meetings: Only the President or Vice President can call closed or special held meetings. Closed Meetings and Special Held Meetings are to be attended only by current board members or the organization's registered agents. Closed meetings and special held meetings may be held in order to address immediate concerns and may be held as frequently as necessary. General members can not attend closed meetings.

Section 4. Monthly Membership Meeting: Monthly Membership meetings may be held at any place that the Board of Directors designate with consideration of the membership and the 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 prior to purchase. Reimbursement of expenses under \$100 is at the discretion of the board.

Section 3. Membership Dues: \$120.00 per year, per person and is 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). Dues support speaker fees, philanthropy, quarterly professional development reimbursement, quarterly events, membership perks and supplies needed to run the organization. Annual Membership fees may not be transferred to another name nor refunded once paid.

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. As of October 3, one hundred percent of the monthly membership meeting fees will be waived for the Board of Directors in the year for which they are serving.

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, Vice President, 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.

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.

Article 9: Dissolution Clause

Upon termination or dissolution of the Bowling Green Business Women, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Bowling Green Business Women hereunder shall be selected by the discretion of a majority of the managing body of the Bowling Green Business Women and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Bowling Green Business Women by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Kentucky.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Kentucky to be added to the general fund.