

# **MEMORIAL WOMEN'S BUSINESS NETWORK BY-LAWS**

## **ARTICLE I - Club Name, Year and Election of officers**

1. The name of the Club shall be: **Memorial Women's Business Network.**
2. The fiscal year of the Club shall be the calendar year ending December 31st.
3. Election of officers shall be through a Nominating Committee. This committee shall consist of the Past President serving on the current Board and two members of the current Board who have excluded themselves from candidacy for the next Board and who shall be elected by the Board (excluding the President) to represent them at the nominating committee meeting. Additionally, one past Board member who has excluded herself from serving on the new Board shall be randomly selected to serve on the nominating committee.
  - a. The Nominating Committee shall meet prior to the last regular meeting in November, at which meeting it shall, recommend nominations for President, Vice-President, Secretary, Treasurer, Membership Chairperson, and Social Chairperson, to serve with the past President as Board of Directors.
  - b. Elections shall be held at the first meeting in December. At this meeting, nominations may be received from the floor.
4. No officer shall serve more than two consecutive terms in any office.
5. To fill a vacancy in an office, the President shall poll the board of Directors to select a successor.

## **ARTICLE II - Board of Directors**

1. The governing body of the Club shall be the Board of Directors.
2. The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, Past President, Membership Chairperson and Social Chairperson. If the Immediate Past President is unable to serve on the current year Board, the seat reverts to the next Past President able to serve going in reverse order from the current year until the vacancy is filled.

### **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 club and of the Board of Directors, to coordinate the activities of the various committees and officers, to supervise induction of new members, to co-sign the bank authorization card, to conduct quarterly reviews/ audits on the bank account to ensure financial accountability and to perform all other such duties as ordinarily pertain to her office.
2. It shall be the duty of the Vice-President to reside at the meetings of the Club and the Board of Directors in the absence of the president, to coordinate meeting programs, to schedule meeting facilities, to aid other officers in the performance of their duties and to perform all other duties as ordinarily pertains to her office.
3. It shall be the duty of the Secretary to keep records of meetings (including attendance), to provide correspondence deemed necessary by the President and/or Board of Directors, to provide revised documents for all members and to perform such other duties as usually pertain to her office.
4. It shall be the duty of the Treasurer to have custody of the funds (accounting to the Board of Directors upon demand), to co-sign the bank authorization card, to perform quarterly reviews/ audits on the bank account to ensure financial accountability and to perform such other duties as usually pertain to her office including delinquent notices.
5. It shall be the duty of the Membership Chairperson to gather information necessary to induct new members, to maintain the roster of the members, provide membership notebooks for new members, and provide any relevant membership material.
6. It shall be the duty of the Social Chairperson to make arrangements for activities that are sponsored by the Club outside the Club's regularly scheduled weekly meetings.

### **ARTICLE IV - Meetings**

1. The regular weekly meetings shall be held at 7:15 AM and shall be scheduled so that the social period breakfast and program shall normally end at 8:30 A.M.
2. The Board of Directors shall meet when called by the president. A majority of the Board shall constitute a quorum of the Board of Directors.
3. The location of the regular weekly meetings shall be reviewed by the Board annually. A change in location shall be made by the Board of Directors and 2/3 vote of the members present.
4. The last regular weekly meeting of each month is reserved for a business meeting of active members.

## **ARTICLE V - Dues and Fines**

The amount of dues shall be determined by the Board of Directors. Dues are payable on an annual basis. Upon a member joining the club, that month will serve as the member's annual renewal date. For instance, if a member joins in March, her annual membership will renew the following March. Dues will not be refunded.

## **ARTICLE VI - Admission of New Members**

1. Any member may propose a candidate for membership in accordance with the limitations in the Club Constitution and Bylaws.
2. Although occasionally a guest may be invited to attend a meeting for reasons other than having her as a prospective member, generally only prospective members will be invited, Members will be responsible for, payment of a guest's fee at the meeting unless the guest elects to pay for her visit.
3. Before any person will be considered for membership, the prospective member must attend three meetings, have their sponsoring member submit a sponsorship form and submit a membership application. The Board will, then determine if any professional conflict exists with other members of the Club and whether the position held by the applicant is at a level deemed acceptable, and approve or reject the application.
4. The completed sponsorship form and membership application must be submitted to the Membership Chairperson to be maintained in the Membership files.
5. Members who have an objection to an applicant's membership should notify the Membership Chairperson 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 Chairperson no later than the Board meeting in which the prospective member is to be voted.
6. After the prospective member has attended three meetings, the Board shall vote on the membership application.
7. Only one member may represent a described field of business or profession as defined by the Board.
8. A Membership is granted strictly on a personal basis and is not to be considered a sustaining membership to a company, corporation, sole proprietorship, or partnership. A membership once relinquished by voluntary or involuntary means, may not be automatically passed to another person recommended for membership from the company, corporation, sole proprietorship, or partnership of the relinquishing member.

9. An Active Membership relinquished voluntarily or involuntarily will act to automatically place the business field or 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 on the Club, but will be submitted with all other membership applications.
10. A membership will be terminated automatically upon non-payment of dues. A membership may be terminated by a majority vote of the Board for cause, such as committing a felony, abusive language, violent actions, or other actions which are deemed unbecoming to a member of the club. Prior to a termination for cause, the member will be given a hearing to review the cause.
11. New applicants shall be personally and actively engaged in their particular line of business/ professional category for a period of at least six months in which she is classified in MWBN. If an existing member changes to an open category and has less than six months experience, then it will be at the discretion of the Board to accept or terminate her membership.

#### **ARTICLE VII - Committees**

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

#### **ARTICLE VIII - Outside Activities**

The Club shall not undertake or perform any civic, charitable, religious, or other unauthorized activity, without a three-fourths (3/4) vote of the members present at a regular meeting of the Club.

#### **ARTICLE IX - Leaves of Absence**

1. Upon written application to the Board of Directors setting forth good and sufficient cause, leaves of absence may be granted excusing a member of the Club from the regular meetings.
2. Leave of absence shall be limited to one-quarter duration.

#### **ARTICLE X - Ethics**

The Club recognizes that its members may be governed by canons or codes of professional conduct. Realizing in full that this is so, if any object or activity undertaken by the Club is deemed by a member to be against her professional ethics, then that member may refrain

from entering into such object or activity if she so desires. It shall be left to the sole judgment of said member to determine if such object or activity is unacceptable to her as she is more fully aware of her professional responsibilities than anyone else.

## **ARTICLE XI - Amendment of By-Laws**

These By-Laws may be amended at any regular scheduled meeting of the Club by a two-thirds (2/3) vote of the members present.

## **ARTICLE XII - Miscellaneous**

1. **Quorum** Fifteen (15) percent of the paid membership shall constitute a quorum for the transaction of business during regular and called meetings. Four members of the Board of Directors shall constitute a quorum of the Board members.
2. **Voting** shall be via voice, standing vote, show of hands, written ballot or telephone ballot.

# **CONSTITUTION OF MEMORIAL WOMEN'S BUSINESS NETWORK**

## **ARTICLE I**

### **NAME**

The organization was founded November 1, 1990, under the name of Memorial Breakfast Club at a meeting called by Dr. Catherine Delaney. The meeting was held at Le Notre Café, 21 Town. and Country Village, Memorial Drive at West Belt. In December of 1994 the name of the organization was changed to **MEMORIAL WOMEN'S BUSINESS TEAM** and in 1999 was changed to **MEMORIAL WOMEN'S BUSINESS NETWORK**.

## **ARTICLE II**

### **OBJECT**

The object of the Memorial Women's Business Network shall be to provide an association to promote the business and services of its members through the following methods:

1. By each member supplying information to her fellow members which may be of benefit to them.
2. By each member using the individual services or products of her fellow members. The standard which should be applied to this provision shall be: All other things being equal, I shall seek out the member representing a particular business or profession unless I feel that there is some reason this woman is not completely competent to fulfill my need or the price of her service or her product is not in line with the same service or product that I can obtain elsewhere.
3. By recommending to those outside the Club the services, products, or activities of members of the Club.
4. By employing any legitimate method available which she may aid her fellow member.

The Motto: Our achievements not only speak for us, they speak well for those persons... that have been active in our lives.

Anne Wilson. Schaef

### **ARTICLE III Meetings**

The Club shall meet regularly every week on the day and time designated in the By-Laws, for a good cause the President of the Club may change the regular meeting of any week to a different day or hour of the same week, or the Board of Directors may cancel the regular meeting of any week when a majority of the Board determines it is necessary or desirable.

### **ARTICLE IV Membership**

Active Membership and Associates Membership are the only types of memberships available. However, the Board may grant a leave of absence to any member, and the member shall pay one-half of the dues while on leave.

#### **ACTIVE MEMBERSHIP:**

1. Each member shall be classified in accordance with her business or profession.
  - a.) The classification of each member shall be that which covers the principal and recognized activity of the firm, company, or institution with which she is connected; or, if she be independently engaged, her classification shall be that which covers her principal and recognized business or professional activity.
  - b.) The Board may correct or adjust the classification of any member if circumstances warrant such action. Due notice of such proposed correction or adjustment shall be given to the member, and she shall be allowed a hearing thereon.
2. The membership shall consist of but one woman from each classification of business or profession.
3. Each member shall be of good character and good business or professional reputation, engaged in a particular line of endeavor, and personally and actively engaged within the Houston area in the business or profession in which she is classified in the Club.

#### **ASSOCIATE MEMBERSHIP:**

1. Person must have been an active member for three (3) years.
2. An Associate Membership is granted for substantial business or personal

reasons only and is reviewed for continuance of status. Member must submit written request that documents the business or personal reason(s).

3. Dues for Associate Members will be set at the discretion of the Board. Entire amount must be paid in advance on January 1 of each year (the first year pro-rated to January 1).
4. The slot for the profession of the Associate Member will be available for Active Membership
  - a.) For purposes of business exchange, an Active Member should be given first consideration to the person, holding an Associate Membership for the profession.
  - b.) An Associate Member may re-apply as an Active Member whenever the slot for her profession is re-opened.
5. An Associate Member may not serve on the Nominating Committee for election of the Board of Directors.
6. An Associate Member cannot hold office.

## **ARTICLE V**

### **Officers and Directors**

1. The governing body of the Club shall be composed of a Board of Directors to be constituted as the By-Laws of the Club provide.
2. Except as herein otherwise specifically provided, the decision of the Board of Directors in all Club matters shall be final, subject only to an appeal to the club. The Board shall have general control over all officers and committees, and may for good cause declare any office vacant.
3. On any appeal to the Club, a decision of the Board of Directors shall be reversed only by a three-fourths vote of the members of the Club present at a regularly scheduled meeting of the Club.
4. The officers of the Club shall be President, Vice-President, Secretary, Treasurer, and Social Chairperson.
5. Each officer shall serve from January 1<sup>st</sup> to December 31<sup>st</sup>.
6. In the absence of the President, the officers will assume her duties the following order: Vice-President, Secretary, Treasurer, and Social Chairperson.

**ARTICLE VI**  
**Dues**

1. The Board of Directors is empowered to set a nominal amount for dues to cover the cost of pricing, postage, administration and expenses incurred by officers and committee members in the discharge of their duties, as well as expense for breakfast.
2. Members shall pay dues as provided in the By-Laws.

**ARTICLE VII**  
**Duration of Membership**

1. Membership shall continue during the existence of the Club unless terminated as hereinafter provided.
2. Active Membership shall terminate if a person moves to another city, retires from business life or otherwise resigns.
3. Any Active Member who has changed her profession or business affiliation must re-apply for membership by a written notice of the changes to the Board of Directors. In a case where the change results in a duplication of another member's affiliation, the Board may, after discussion with all affected members, allow for representation of more than one member from a business affiliation. (This clause in no way amends or changes the provisions of the By-Laws for new members.)
4. Active Members who miss 50% or more of the meetings in one quarter, or are absent unexcused from three (3) consecutive regularly scheduled meetings, or fail to pay the previous quarter's dues, are subject to having their membership terminated. After the Board members officially discuss the member's attendance or delinquent payments with the offending member, the Board will, by majority rule, determine what action to take and notify the offending member in writing of the Board's decision.
5. An absence shall be unexcused unless the Secretary is notified before, or not later than the day following the meeting that is missed. If a member is unexpectedly out of town and misses a meeting, she should contact the Secretary immediately upon her return.

**ARTICLE VIII**  
**By-Laws**

The Club shall adopt By-Laws consistent with this Constitution.

**ARTICLE IX**  
**Amendments**

The Constitution may be amended at any regular scheduled meeting of the Club by a two-thirds vote of the members present.