



Professional Women's Alliance Bylaws

Amended February 28, 2018

Article 1: Name and Mission Statement

1. Name

The name of this organization shall be the Professional Women's Alliance.

2. Nonprofit Network

PWA is a nonprofit organization as described in Section 501(c) 6 of the Internal Revenue Code.

3. Mission Statement

The mission of this organization shall be:

More than a networking group, PWA provides a meeting ground for professional women to meaningfully connect and become indispensable resources to each other and the community through personal and professional development.

Article 2: Objective and Governing Instruments

1. Objective

The objectives of the organization are:

- a. To provide an organization of professionals with an environment for the exchange of ideas and support.
- b. To present resources for professional and personal growth.
- c. To strengthen the community at large with philanthropic support.

2. Prohibited Activities

- a. The PWA organization is not to be used for any partisan political or controversial purposes.
- b. The PWA organization prohibits all illegal activities.
- c. No individual may approach another group in the name of PWA for joint activities, co-sponsorship or as a speaker without prior approval of the Board of Directors.
- d. No individual or corporate member may state or imply the sponsorship, approval or endorsement by PWA without prior approval of PWA.
- e. Without approval from the Board of Directors, members cannot use PWA membership roster or PWA social media sites as a personal or professional mass media tool. This includes all marketing solicitation such as mass mailing or e-mailing lists.
- f. To maintain the integrity of the organization, marketing material and products will not be permitted at PWA events outside of the approved PWA methods.

3. Governing Instrument

The organization shall be governed by its bylaws.

4. Social Media Guidelines

The content posted on behalf of PWA on the PWA website or social media sites must comply with the PWA Internet and Social Media Policies & Procedures document. Any postings in violation of this document will be immediately removed, and the offender will be brought to the attention of the Board of Directors.

5. Bid Process

In the event PWA is requesting bids for contract work in the name of the organization, three (3) bids shall be obtained for review by the Board of Directors. After a thorough discussion, the Board of Directors' sealed voting results shall determine the elected contractor.

6. Failure to Comply

Failure to comply with the governing instruments or bylaws of the Professional Women's Alliance may result in the termination of membership.

Article 3: Membership and Dues

1. Membership Criteria

Individuals of the Greater St. Louis Metropolitan Area who pay dues and meet one or more of the following criteria are eligible for active membership:

- a. Self-employed.
- b. Employed by a corporate, not-for profit or governmental agency.
- c. Not employed, but actively pursuing professional employment or professional self-employment.
- d. Other applicants as approved by the Board of Directors.

2. Member Responsibilities

Members shall:

- a. Pay all just debts and financial obligations to the organization.
- b. Observe the highest ethical standards.
- c. Follow PWA bylaws.

3. Retaining Membership Status

The Board of Directors will review each member's status on an annual basis.

To retain membership status, each member should:

- a. Regularly attend general meetings and events.
- b. Participate on a committee.
- c. Contribute professionally to the organization.

If membership is cancelled or revoked, membership dues are non-refundable.

4. Rights and Privileges

- a. Any member with an individual or corporate membership shall be entitled to hold office. Corporate members shall have a two (2) position limit within the serving term of the Board of Directors.
- b. Voting rights are determined by current membership levels as approved by the Board of Directors.
- c. All members shall be entitled to a copy of the current bylaws of the organization and board meeting minutes. Both the board meeting minutes and bylaws will be posted on the website.
- d. Use of the roster for approved purposes is a privilege of membership. No such use may state or imply the sponsorship, approval or endorsement by PWA without prior approval of the Board of Directors.
- e. Any guest of the organization is only allowed to attend two events as a guest, then it is expected that they will join the organization as a member.

5. Annual Dues

Dues shall be determined by the Board of Directors by the November General Membership Meeting and members will be notified at said meeting. Dues are billed one month prior to each member's renewal date and are due within thirty (30) days of receipt. If dues are not paid by the due date, membership will be terminated and all rights and privileges of membership are relinquished.

6. Honorary Member

The Board of Directors, may, from time to time, bestow an honorary membership upon any individual they feel is deserving of such recognition. Any Honorary Member shall be selected by the Board of Directors for a term no longer than one (1) year from the date of appointment. No annual dues shall be required of said Honorary Member. In addition, they shall have the same voting rights and privileges as Full Members. If the Honorary Member decides to pass on their honorary membership, the receiving individual is still subject to the regular membership approval process by the Board of Directors.

Article 4: Composition and Authority of the Board of Directors

1. Authority of the Board of Directors

- a. The organization shall be governed by the Board of Directors consisting of the President, Past-President, President Elect, Vice President, Secretary, Treasurer, Fundraising Chairperson, Individual Membership Chairperson, Corporate Membership Chairperson, Mentoring Chairperson, Marketing/Communications Chairperson, Digital Marketing/Social Media Chairperson, Programming Chairperson, Social Events

Chairperson, Philanthropy Chairperson, and other Committee Chairs as approved by the Board of Directors. Co-chairpersons can be named with Board approval.

- b. The authority of the organization and the government and management of the affairs of the organization shall be vested in the Board of Directors. All powers, duties and functions of the organization shall be exercised, performed or controlled by the Board of Directors in compliance with the bylaws of the organization.
- c. The Board of Directors shall determine the organization policies. The Board of Directors may adopt, by majority vote, rules and regulations for the conduct of its business and the business of the organization. The Board of Directors may delegate certain aspects of its authority to selected committees. Committees may not take any actions which are inconsistent with the bylaws of the organization.
- d. The Board of Directors must approve PWA's participation in any activity sponsored by another organization.
- e. No Board member shall receive compensation for any service rendered to PWA in the scope of their volunteerism on the Board. However, they may bid on any job the organization would pay any other member or non-member outside of the organization to provide services which are in the scope or realm of their area of expertise. In this circumstance, the Board member shall comply with the Conflicts of Interest procedure.
- f. The Board of Directors may select, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs to carry out the purposes and functions of the organization (e.g. financial, strategic planning).

2. Regulations for Removal from Office

Any Board Member who misses three (3) consecutive, regularly scheduled Board meetings can be removed from office by a majority vote of the Board of Directors.

Any Board Member that is not fulfilling the responsibilities of their positions as posted in the bylaws and/or role definition form may be removed from office.

The Board shall appoint a replacement, as outlined in Article 8.5, who shall take office immediately and serve until the next annual election.

3. Conflicts of Interest within the Board of Directors

- a. Duty to Disclose – It is the duty of the interested Board of Director member to disclose the possible conflict of interest to the President. The President is therefore responsible for bringing this potential conflict to the Board of Directors. Potential conflicts include, but are not limited to; the member being the owner or employee of a potential contractor of PWA; the member being the spouse or significant other of a potential contractor of PWA; the member being on the Board of Directors of the benefitting group.
- b. After disclosure of all material facts of the potential conflict of interest, it is the responsibility of the Board of Directors to determine if the conflict of interest is valid through discussion and voting.
- c. Procedures. An interested person may make a presentation to the governing board or committee, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the potential conflict of interest.
- d. Violations. If the Board of Directors has reasonable cause to believe a Board of Director's member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the

alleged failure to disclose. If, after hearing the member's response and making further investigation as warranted by the circumstance, the Board of Directors determine the member's failure to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. Composition of the Board of Directors

a. President shall

1. serve a one (1) year term.
2. exercise general supervision of all operations and personnel of the organization. The President may also serve as a member, with right to vote, on any committee of the organization.
3. be authorized to sign checks, drafts and other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the organization.
4. grant requests, give statements and file reports required by various individuals or agencies (e.g. the charter of the organization).
5. perform such other duties and have such other authority and powers as the Board of Directors and the members may from time to time prescribe.
6. preside at all PWA Meetings and meetings of the Board of Directors.
7. appoint Committee Chairs with the approval of the Board of Directors.
8. serve as a voting member of the Board of Directors.
9. review all financial bank and investment statements on a monthly basis.
chair the Bylaws Committee.

b. Past President shall

1. serve a one (1) year term as President and then a one (1) term as Past President.
2. work with the President to assist in learning the role of the President and in assisting with the day-to-day supervision and coordination of the organization.
3. perform such other duties and have such other authority and powers as the President of the Board of Directors may prescribe
4. serve as a voting member of the Board of Directors.

c. President Elect shall

1. serve a one (1) year term as President Elect and then a one (1) year term as President.
2. work with the President in learning the role of the President and in assisting with the day-to-day supervision and coordination of the organization.
3. perform the duties of the President in the President's absence.
4. be authorized to sign checks, drafts and other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the organization.
5. perform such other duties and have such other authority and powers as the President of the Board of Directors may prescribe.
6. serve as a voting member of the Board of Directors.
7. identify and manage all partnerships/relationships with other professional groups and organizations.
8. actively identify and recruit future Board members throughout her term.
9. solicit nominees for Voices Award from general membership and oversee selection process.
9. negotiate and maintain all PWA trade agreements with the ability to engage other board members to maximize the relationship.

10. compile, summarize, and monitor the completion of to-dos from each monthly Board Meeting.

d. Vice President shall

1. assist the President and President Elect in carrying out the overall supervision and coordination of the organization.
2. serve as liaison between the Board of Directors, catering manager at current venue and the Committees and shall furnish the Committees all documents required for the performance of their duties. The Vice President shall maintain a list of all Committees and their members.
3. chair a committee to negotiate the venue contract consisting of the President, President Elect, and Past President. Negotiations shall begin as soon as the Vice President takes office.
4. perform such other duties and have such other authority and powers as the President or the Board of Directors may prescribe.
5. serve as a voting member of the Board of Directors.
6. serve a two (2) year term as outlined in Article 8:1.

e. Secretary shall

1. attend all regular and Board of Directors meetings and record all votes, actions and minutes of all proceedings in a book to be kept for that purpose.
2. keep on file all Committee reports and shall make the minutes and records available to members upon request.
3. in the absence of the President and President-elect, the Secretary shall call the meeting to order and preside until the immediate election of a chair pro tem.
4. perform such other duties and have such other authority and powers as the President or the Board of Directors may prescribe.
5. serve as a voting member of the Board of Directors.
6. serve a two (2) year term as outlined in Article 8:1.

f. Treasurer shall

1. have custody of the organization's funds and shall keep full and accurate accounts of receipts and disbursements of the organization. The Treasurer shall deposit all monies and other valuables in the name of and to the credit of the organization; disburse the funds of the organization; and shall have the authority to sign checks and prepare financial statements at such intervals as the Board of Directors shall direct.
2. submit monthly financial reports at each Board of Directors meeting.
3. gather budget proposals from all Committee Chairs and present to the Board of Directors for review and approval.
4. file all tax forms on an annual basis and shall maintain the organization's tax-exempt status.
5. perform such duties and have such authority and powers as the President or the Board of Directors may prescribe.
6. serve as a voting member of the Board of Directors.
7. serve a two (2) year term as outlined in Article 8:1.

- g. Fundraising Chairperson shall
 1. nominate a Fundraising Committee Head and work closely with this individual throughout the year.
 2. formulate a committee and conduct regular committee meetings.
 3. make recommendations to the Board of Directors regarding fundraising activities and explore ways to ensure that PWA meets its financial goals. This includes, but is not limited to, the negotiation of venue contracts for each fundraising event. Venue options shall be presented to the Board of Directors for voting and final approval.
 4. serve as ex-officio member of all fundraising committees and shall evaluate the effectiveness of each fundraising activity in meeting its financial goals.
 5. perform such other duties and have such other authority and powers as the President or the Board of Directors may prescribe.
 6. serve as a voting member of the Board of Directors.
 7. serve a two (2) year term as outlined in Article 8:1.

- h. Individual Membership Chairperson shall
 1. bring the concerns and suggestions of the membership to the Board of Director
 2. review the monthly attendance and new member report and contact members as directed by the Board of Directors.
 3. perform such other duties and have other such authority and powers as the President or the Board of Directors may prescribe.
 4. serve as a voting member of the Board of Directors.
 5. formulate a committee and hold regular committee meetings.
 6. serve as the voice of the PWA membership.
 7. organize and market new member events and welcome all new members to the organization.
 8. serve a two (2) year term as outlined in Article 8:1.

- i. Corporate Membership Chairperson shall
 1. cultivate new relationships.
 2. build and maintain relationships with PWA Corporate Members
 3. be the liaison between the Board of Directors and each Corporate Member. It is her responsibility to serve as each corporation's voice.
 4. work with the Digital Marketing/Social Media Chairperson and Marketing/Communications Chairperson to ensure each corporation's updated logo is present on our website and marketing material.
 5. organize and coordinate Corporate Membership Events.
 6. be a voting member of the Board of Directors.
 7. serve a two (2) year term as outlined in Article 8:1.

- j. Mentoring Chairperson shall
 1. be responsible for the Mentoring Program within PWA. This includes attracting members as both mentors and mentees, matching members and following up with all parties to ensure program is in alignment with each participants' expectations.
 2. conduct meetings of the mentoring committee
 3. serve as liaison between the Board of Directors and the Mentoring Committee.
 4. recruit members to serve on the Mentoring Committee.
 5. serve as a voting member of the Board of Directors.
 6. serve a two (2) year term as outlined in Article 8:1.

- k. Marketing/Communications Chairperson shall
 1. be responsible for PWA's marketing plan
 2. work closely with the Digital Marketing/Social Media Chairperson on advertising campaigns, press releases, or other public relations material and to ensure all parties are following the strategic marketing plan.
 3. schedule and lead Marketing Committee meetings.
 4. cultivate and build public relations and marketing opportunities.
 5. serve as a voting member of the Board of Directors.
 6. serve a two (2) year term as outlined in Article 8:1.

- l. Digital Marketing/Social Media Chairperson shall
 1. be responsible for PWA's marketing plan
 2. work closely with the Marketing/Communications Chairperson on advertising campaigns, press releases, or other public relations material and to ensure all parties are following the strategic marketing plan.
 3. post information about monthly speakers as well as any specific items that need to reach the membership.
 4. interface with the Web Hosting Company with regard to training or any other issues with the website.
 5. regularly review and update the materials posted on each page of the PWA website and any social media outlets used by the organization.
 6. serve as a voting member of the Board of Directors.
 7. serve a two (2) year term as outlined in Article 8:1.

- m. Programming Chairperson shall
 1. obtain professional speakers for the monthly meetings of PWA. She shall also introduce each speaker at the monthly meetings.
 2. work closely with the Marketing/Communications Chairperson and Digital Marketing/Social Media Chairperson to ensure speaking events are advertised properly and in a timely fashion.
 3. recruit members to serve on the Programming Committee.
 4. oversee the scheduling of all PWA events to ensure timeliness and content.
 5. serve as the liaison between the Board of Directors and the Programming Committee.
 6. serve as a voting member of the Board of Directors
 7. serve a two (2) year term as outlined in Article 8:1.

- n. Social Events Chairperson shall
 1. recruit members to serve on their committee and also hold regular committee meetings.
 2. serve as the liaison between the Board of Directors and the Social Committee.
 3. plan social activities at the frequency agreed upon by the Board.
 4. serve as a voting member of the Board of Directors.
 5. serve a two (2) year term as outlined in Article 8:1.

- o. Philanthropy Chairperson shall
 1. be responsible for all of PWA's community service and philanthropic efforts except for the annual fundraising event.
 2. work with the Marketing/Communications Chairperson and Digital

Marketing/Social Media Chairperson to coordinate all advertising and recognition of events, including press releases and social media attention.

3. formulate and conduct meetings of the Philanthropy Committee.
4. serve as a voting member of the Board of Directors.
5. serve a two (2) year term as outlined in Article 8:1.

5. Vacancies

- a. If a vacancy occurs in the office of the President, the President-elect shall assume the office of President for the duration of the term.
- b. If a vacancy occurs in the office of the President Elect, a special election will be announced by the Board of Directors to fill the un-expired term.
- c. A vacancy in any other office may be filled for the un-expired term by a member elected by a majority vote of the Board of Directors following standard PWA nomination process.

Article 5: Meetings

1. Membership Meetings

General meetings of the PWA membership will be held once a month. The Board of Directors may, by majority vote, cancel or postpone a meeting, should a situation arise which makes holding that meeting inadvisable. General meetings shall be held at a time and place designated by the President, with approval of the Board of Directors.

2. Annual Business Meetings and Notice

The annual business meeting of the organization shall be held in the fourth quarter of the fiscal year. Election of the upcoming Board of Directors will be held prior the annual business meeting by an online voting method. The installation of officers will occur at this business meeting. Notice of the time and place of the annual business meeting shall be given on the PWA website. This meeting serves as the start date of the subsequent term of the Board of Directors.

3. Annual Planning Meeting

The annual planning meeting of the organization shall be held in the fourth quarter of each year, as determined by the President Elect. Both outgoing and incoming Board of Directors shall be in attendance. During this session, budgets and the subsequent year's goals will be discussed. Note that the time and place will not be disclosed to the membership.

4. Board of Directors Meetings

Meetings of the Board of Directors shall be held at the discretion of the Board of Directors, but in no event shall the Board of Directors meetings be held less than once each month. The meetings shall be held at a location determined by the President or Vice President. Committee Chairs will be required to attend and provide an update regarding their committee. If a committee chair cannot attend a meeting they will provide a summary for their committee to the President or Secretary at least two days prior to the board meeting.

5. Special Meetings

Special meetings may be called by the President or on the request of ten (10) percent of the membership.

6. Vote Required for Action

All matters voted upon at annual, regular and Board of Directors meetings shall be determined by a quorum and majority vote of the eligible voting members, and, in the case of elections, who have

submitted ballots by the deadline. In the event of a tie vote, the President shall make the determining decision.

7. Guests

Nonmembers are not allowed to attend Board of Directors or Committee Meetings, except as allowed under Article 4.1.f.

Article 6: Financial Matters

1. Financial Records

The organization shall have a fiscal year starting January 1st and ending December 31st.

2. Distribution of Assets upon Liquidation

Upon cessation of operations of the organization for whatever reason, the Board of Directors shall promptly proceed to gather the organization's assets, collect any monies owed to the organization, and pay the debts of the organization (including monies owed to members). At such time as the organization has paid its debts and settled its obligations or established reserves for or otherwise made provision to pay such debts and obligations, the assets of the organization shall thereupon be distributed equally to selected charities or services chosen by the Board of Directors.

3. Miscellaneous Financial Matters

All expenditures over Two Hundred and Fifty Dollars (\$250) except for reoccurring expenses and expenditures previously approved by the board in the annual budget, must be approved by the Board of Directors. Fundraising expenditures at or above \$500, not previously included within the approved annual budget, require board approval.

Article 7: Miscellaneous

1. Books and Records

The organization shall keep correct and complete books and records of its activities and shall also keep minutes of proceedings of the Board and regular meetings. The organization shall keep a register or database containing the names and addresses of all members, and other matters pertaining to membership. Members, upon request to the Board of Directors, may have access to examine the books and records of the organization. Examination date to be agreed upon by all parties.

2. Organization Standards

a. Financial Obligation

All memberships are subject to review at renewal. If a member has not met her financial obligations to the organization, that individual will be dropped from membership and must petition the Board of Directors for reinstatement.

b. Professional and Ethical Standards

Members are expected to conduct themselves in a professional manner, whether at meetings or within general activities of business. Any member found in noncompliance may be subject to suspension or termination of membership without reimbursement for membership dues

3. Non-discrimination Clause

PWA shall not deny membership on the basis of race, color, religion, gender, national origin or age

4. Bartering Agreements

Bartering relationships will be considered with organizations that directly impact PWA membership or marketing, subject to Board Approval.

Article 8: Elections

1. Election and Term of Office for Board of Directors

The Board of Directors shall be elected by ballot. The candidates receiving the largest number of votes for the respective positions shall be declared elected. The current President shall break all ties. The term of the Board of Directors will be for two years for all positions except for President, President Elect and Past President, which shall remain one year terms. Chair position terms will start as outlined below and will start at the Annual Business Meeting in December and end in November.

Odd Numbered Years

Fundraising
Treasurer
Philanthropic
Individual Membership
Digital Marketing/Social Media
Secretary

Even Numbered Years

Programming
Marketing/Communications
Social Events
Corporate Membership
Mentoring
Vice President

2. Nominating Procedures

- a. Executive Committee will meet on an as needed basis, whether in person or via phone, to discuss major topics of PWA and to determine the annual slate for the following year's Board of Directors. The purpose of this committee is to also assist in the streamlining of the monthly Board of Directors meeting and to serve as a support system to the President.
- b. The Board of Directors will provide referrals for the subsequent year's Board of Directors to the Executive Committee. The committee will then discuss the nominations in full and provide the Board of Directors with a proposed slate. The final slate will then be voted upon by the Board of Directors. The slate will be sent out to the membership prior to the annual meeting.
- c. New potential board members must submit a formal application to the Board of Directors. These candidates are also encouraged to attend one board meeting and to review the PWA Roles and Responsibilities sheet to understand the role in full.

3. Voting Rights for Corporate Members

The annual voting for the subsequent term of the Board of Directors shall be controlled for Corporate Members. Each Corporate Member shall have an individual serve as their Corporate Liaison. The Board of Directors shall send ballot to the Corporate Liaison. It is the responsibility of the Corporate Liaison to discuss the voting options with their Corporate Members. Each Corporate Member shall retain one (1) vote for the subsequent Board of Directors to be communicated to PWA via their elected Corporate Liaison.

4. Time of Election

Elections will normally take place prior to the annual business meeting in December.

5. Mid-term Board Elections

- a. Current Board Member shall submit a letter of resignation to the President within one week of their decision to resign. However, if the current Board Member is not active in her position and fails to respond in either seven (7) days after the Board's third (3rd) occurrence of communication or after 30 days of inactivity and no response, whichever is sooner, it will be assumed that that Board Member will be resigning. A final resignation letter will be sent from the President, allowing another seven (7) days of response. If there is no response from the formal letter, then resignation is final on that seventh (7th) day.
- b. President contacts Executive Committee, to identify potential candidates. If resigning member is a committee chair, first consideration will be given to members of that committee.
- c. Candidate(s) (no limit on number) submits a formal application and resume to the Board and attends next Board meeting to become familiar with Board procedures and assess her level of interest.
- d. Candidate(s) are re-contacted by President within 3 days after Board meeting to confirm interest.
- e. Information on confirmed candidates sent to Board members and vote taken at next Board meeting. Under pressing circumstances, vote will be taken through Constant Contact.
- f. Candidate receiving majority vote is elected.
- g. President informs elected Board member.

Article 9: Amending Bylaws

1. Procedures for the Board of Directors to Amend the Bylaws

- a. Member presents a request for amendment of the bylaws to the Bylaws Committee.
- b. The Bylaws Committee creates a final draft of amendment and submits to Board of Directors at next Board meeting.
- c. If the amendment is passed, by a simple quorum, the Board will submit a completed draft of the proposed amendment to all voting members of Professional Women's Alliance.
- d. Members vote within 7 days from receipt of email. Any proposed amendment(s) is passed by a simple majority of the voting members who respond to the email.
- e. Proposed bylaws will be voted on once per year by membership or as needed.
- f. Amended bylaws sent to membership.