

Professional Women's Alliance  
Bylaws

***Article 1: Name, Mission and Objective***

- A.** The **Name** of this organization shall be the Professional Women's Alliance ("PWA").
- B. Nonprofit Network.** PWA is a nonprofit organization as described in Section 501(c)6 of the Internal Revenue Code.
- C. Mission Statement and Objectives.** The mission of PWA shall be:

PWA provides a meeting space for professional women to meaningfully connect and become indispensable resources to each other and the community through personal and professional development achieved through the following objectives:

1. To facilitate the exchange of ideas and support through professional meetings, education, and social events;
2. To offer resources for professional and personal growth; and
3. To strengthen the St. Louis Metropolitan Community with philanthropic support.

***Article 2: Governing Guidelines***

- A. Governing Instrument** The organization shall be governed by its bylaws.
- B. Prohibited Activities**
  1. PWA is not to be used for any partisan political or controversial purposes.
  2. PWA prohibits all illegal activities.
  3. 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.
  4. No individual or corporate member may state or imply the sponsorship, approval or endorsement by PWA without prior approval of PWA.
  5. Without approval from the Board of Directors, members cannot use the 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.
  6. To maintain the integrity of the organization, marketing material and products will not be permitted at PWA events outside of the approved PWA methods.
- C. 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. Any postings in violation of the policies and procedures will be immediately removed, and the offender will be brought to the attention of the Board of Directors.
- D. 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' shall select a contractor by a majority vote.
- E. 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 at such time as the Board and members agree.

- F. 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 reapply for membership.
- G. 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.
- H. Non-discrimination.** PWA shall not deny membership on the basis of race, color, religion, national origin, ancestry, sex, disability, or age.
- I. Bartering Agreements.** Bartering relationships will be considered with organizations that directly impact PWA membership or marketing, subject to Board Approval.
- J. 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***

#### **A. Membership Criteria**

1. To maintain an **Individual Membership**, an individual must be a woman engaged in business in the St. Louis Metropolitan Area as disclosed on her membership application and pay annual dues each year.
2. **Corporate Membership** is maintained by a corporate, for-profit, not-for profit or governmental agency doing business in the St. Louis Metropolitan Area by its agreement to remain a Corporate Member and pay annual dues. With respect to Corporate Membership, any of such Corporate Member's women employees are eligible as Corporate Member participants to take part in PWA membership benefits, programs, and events.
3. **Honorary and Life Members.** The Board of Directors, may, from time to time, bestow an honorary membership or lifetime membership upon any individual they feel is deserving of such recognition, which membership shall be approved by a two-thirds majority of the Board in attendance at a meeting. 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. A Life Member may be a person nominated by the President who has made an outstanding contribution to PWA and has been an active member of PWA for no less than 5 years. No annual dues shall be required of said Honorary and Life Members. In addition, they shall have the same voting rights and privileges as Full Members.

#### **B. Member Responsibilities**

Members shall:

1. Pay all just debts and financial obligations to the organization.

2. Observe the highest ethical standards.
3. Follow the PWA Bylaws, and policies and procedures as may be adopted by the Board.

**C. Retaining Membership Status.** The Board of Directors will review each member's status on an annual basis. To retain membership status, each member is encouraged to:

1. Regularly attend general meetings and events.
2. Participate on a committee.
3. Contribute professionally to PWA.
4. If membership is cancelled or revoked, membership dues are non-refundable.

**D. Rights and Privileges**

1. Any member with an individual or corporate membership shall be entitled to hold office on the PWA Board of Directors. Corporate members are limited to three (3) seats on the Board of Directors in any year.
2. Voting rights are determined by current membership levels as approved by the Board of Directors.
3. 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.
4. 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.
5. Any guest is only allowed to attend two (2) events as a guest, then it is expected that they will join the organization as a member.

**E. Annual Dues.** Dues shall be determined by the Board of Directors on or before the November General Membership Meeting and members will be notified at said meeting. Dues are billed one (1) 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.

***Article 4: Composition and Authority of the Board of Directors***

**A. Board of Directors**

1. The Board of Directors shall consist of the following voting members: President, Past-President, President Elect, Vice President, Secretary, Treasurer, and each of the Committee Chairs as approved by the Board of Directors.
2. No member may simultaneously hold more than one (1) voting position on the Board.
3. For the support of the Board Members and in acknowledgment for their service to PWA, registration fees for PWA events shall be waived for each Member of the Board of Directors who actively participates in the planning, presentation, and hosting of a PWA event. The Finance Committee shall review the application of this policy when preparing the budget and will note applicable waived registrations with respect to each Committee budget.

**B. Duties of the Board.**

1. The Board shall meet at least every other month to develop and implement policies of PWA. A simple majority of the voting members of the Board shall constitute a quorum. Special Meetings of the Board may be called at any time by the President or by seven (7) voting members of the Board.

2. Each Board Year shall begin on January 1 and continue until December 31. Before the beginning of each year, the Board shall approve, with amendment if necessary, a budget proposed by the Executive Committee showing anticipated receipts and disbursements for the next following fiscal year.
3. 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.
4. 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 PWA. 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.
5. The Board of Directors must approve PWA's participation in any activity sponsored by another organization.
6. 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).

### **C. Removal from Board of Directors**

1. Any Board Member, including an Officer or Committee Chair, who misses three (3) consecutive, regularly scheduled Board meetings can be removed from office by a majority vote of the Board of Directors.
2. Any Board Member, including an Officer or Committee Chair, that is not fulfilling the responsibilities of her position as defined in the bylaws may be removed from office.
3. The Board shall appoint a replacement, as outlined in Article 9(D) who shall take office immediately and serve until the start of the next year.

### **D. Conflicts of Interest within the Board of Directors**

1. For purposes of this Section, a conflict of interest transaction is a transaction with PWA in which a Board Member has a material interest. No conflict of interest transaction between PWA and a member of the Board shall be voidable or impose liability on the Board Member solely on the basis of the conflict of interest, solely because the Board Member is present at or participates in the meeting of the Board, or solely because the Board Member's vote is counted for such purpose, if the material facts of the transaction and the Board Member's interest are disclosed or are known to the Board, and the Board reasonably believes in good faith that the transaction is not unfair to PWA.
2. Approval. A conflict of interest transaction shall be approved if it receives the affirmative vote of a simple majority of the Board Members who have no direct or indirect interest in the transaction, even though less than a quorum, but such a transaction may not be approved by a single Board Member. Common or interested Board Members may be counted in determining the presence of a quorum at a meeting of the Board.
3. Duty to Disclose. It is the duty of the interested Board 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 and calling for a vote.
4. Violation. If the Board has reasonable cause to believe a Board Member has failed to disclose actual or possible conflicts of interest, the President shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. Following the Board's review of the member's response and any further investigation, the Board may take action by majority vote as warranted by the circumstances.

**Article 5. Officers and Executive Committee.** The Officers of PWA shall consist of the President, the Past President, the President Elect, the Vice President, the Treasurer and the Secretary.

- A. The President** shall serve a one (1) year term and preside at all meetings of the Executive Committee, the Board, and General Membership Meetings and shall have the following duties:
1. Appoint all Chairs of all Committees with the approval of the Board;
  2. Exercise general supervision of all operations and personnel of PWA. The ;
  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 PWA;
  4. Review all financial bank and investment statements on a monthly basis;
  5. Approve the filing of annual reports, tax returns, corporate records, and other documents required for the operation and compliance of PWA;
  6. Chair the Bylaws Committee
  7. Serve as a member, with right to vote on any committee; and
  8. Perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.
- B. The Past President** shall serve a one (1) year term on the Board immediately following her term as President and shall attend all meetings of the Executive Committee, the Board, and General Membership Meetings and shall have the following duties.
1. 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 PWA;
  2. Perform such other duties and have such other authority and powers as the President may direct;
  3. Serve as a voting member of the Board of Directors;
  4. Serve as President of the STL PWA Foundation Board and conduct meetings for the Scholarship Fund.
- C. The President Elect** shall serve a one (1) year term immediately preceding her term as President and shall attend all meetings of the Executive Committee, the Board, and General Membership Meetings and shall have the following duties:
1. Work with the President in learning the role of the President and in assisting with the day-to-day supervision and coordination of PWA;
  2. Perform the duties of the President in the President's absence;
  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. 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. Identify and manage all partnerships/relationships with other professional groups and organizations;
  7. Actively identify and recruit future Board Members throughout her term;
  8. Solicit nominees for Voices Award from general membership and oversee selection process;
  9. Negotiate and maintain all PWA vendor agreements or delegate to the other members of the Board; and
  10. Compile, summarize, and monitor the completion of action items from each monthly Board Meeting.

- D. The Vice President** shall serve a two (2) year term and shall attend all meetings of the Executive Committee, the Board, and General Membership Meetings and shall have the following duties:
1. Assist the President and President Elect in carrying out the overall supervision and coordination of the organization;
  2. Serve as a Chair of the Finance Committee and liaison between the Board of Directors, catering manager at current venue and the Committees;
  3. Furnish the Committees with all documents and contracts required for the performance committee functions;
  4. Maintain a list of all Committees and their members;
  5. Negotiate the venue contract each year with the assistance of the President, President Elect, and Past President with negotiations commencing as soon as the Vice President takes office;
  6. Serve as a voting member of the Board of Directors; and
  7. Perform such other duties and have such other authority and powers as the President or the Board of Directors may prescribe;
- E. The Secretary** shall serve a two (2) year term and shall attend all meetings of the Board, and General Membership Meetings and shall have the following duties:
1. Make records of the proceedings of all meetings of the Board and the Membership, record all votes, actions and minutes of all proceedings;
  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. Serve as a voting member of the Board of Directors; and
  5. Perform such other duties and have such other authority and powers as the President or the Board of Directors may prescribe.
- F. The Treasurer** shall serve a two (2) year term and shall attend all meetings of the Board, and General Membership Meetings and shall have the following duties:
1. Maintain or have employees of PWA maintain regular accounts, which shall be open to inspection at all times by any member of the Board;
  2. Have custody of the organization's funds and shall keep full and accurate accounts of receipts and disbursements of the organization;
  3. Deposit all monies and other valuables in the name of and to the credit of the organization;
  4. Disburse the funds of the organization as necessary to pay liabilities and expenses;
  5. Sign checks and prepare financial statements at such intervals as the Board of Directors shall direct;
  6. Submit monthly financial reports at each Board of Directors meeting;
  7. Gather budget proposals from all Committee Chairs,
  8. Chair the Finance Committee;
  9. File all tax forms on an annual basis and take all actions necessary to maintain the organization's tax-exempt status;
  10. Serve as a voting member of the Board of Directors;
  11. Serve as Treasurer of the STL PWA Foundation;
  12. Perform such duties and have such authority and powers as the President or the Board of Directors may prescribe.

- G. The Director of Operations** shall be a paid employee of PWA who shall be responsible for the day-to-day operations of the organization, including but not limited to:
1. Processing membership applications, dues, and event registrations;
  2. Interfacing with the Web Hosting Company with regard to training or any other issues with the website as appropriate along with the Marketing Committee;
  3. Regularly review and update the materials posted on each page of the PWA website and any social media outlets used by the organization as appropriate along with the Marketing Committee; and
  4. Serve in this position from year to year by a majority vote of the Board of Directors.

The Director of Operations compensation shall be reviewed and approved annually by a majority vote of the Board.

**H. Vacancies**

1. 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.
2. 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.
3. 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 the process set forth in Article 9D.

- I. The Executive Committee** shall consist of the Past President, the President, the President Elect, the Vice President, the Treasurer and the Director of Operations. The Executive Committee shall 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 focus the subject matter of the monthly Board of Directors meeting and to serve as a support system to the President.

**Article 6. Committees.** Each Committee of PWA may have two (2) Co-Chairs who shall serve two (2) year staggered terms, hold voting rights, and attend Board Meetings, General Membership Meetings, and the Annual Planning meeting. For each Board Meeting at least one (1) Committee Co-Chair is required to be in attendance to report to the Board. The Committees consist of the following:

- A. The Finance Committee** is responsible for reviewing the financial operations of PWA with the Treasurer and Past President and to:
1. Make recommendations to the Executive Committee and each Committee Chair regarding financial matters;
  2. Prepare and submit annual budgets for PWA operations in general and each committee;
  3. One chair seat shall be filled by the Vice President;
  4. At least one (1) chair shall serve on the STL PWA Foundation board to advise on financial matters regarding annual fundraising and charitable activities;
  5. Meet and confer with the Past President with respect to the Scholarship Fund; and
  6. Perform such other duties and have such other authority and powers as the President or the Board of Directors may prescribe.
- B. The Fundraising & Philanthropy Committee** is responsible for planning and identifying fundraising and philanthropic activities which includes:
1. Formulate a committee and conduct regular committee meetings.
  2. Plan an annual fundraising event for membership when appropriate to support PWA and/or the STL PWA Foundation;

3. At least one (1) chair shall serve on the STL PWA Foundation board to coordinate annual fundraising and charitable activities
4. Negotiation of venue contracts for each fundraising event when appropriate. Venue options shall be presented to the Board of Directors for voting and final approval.
5. Schedule, coordinate, and market community service events with St. Louis metropolitan area charitable organizations that align with, relate to, or otherwise support the PWA mission.
6. 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; and
7. Evaluate the financial success of each event with the Finance Committee and report to the Board of Directors; and
8. Perform such other duties and have such other authority and powers as the President or the Board of Directors may prescribe.

**C. The Membership Committee** is responsible for maintaining communications with individual and corporate membership which includes:

1. Serve as the voice of PWA memberships; individual and corporate.
2. Organize and host membership drive events with the intention of gaining new individual and corporate members. Work with marketing chairperson to create engaging marketing to increase attendance.
3. Coordinate new member communication to share information about memberships, getting involved, and upcoming events.
4. Stay abreast of membership numbers, share numbers at board meetings calling attention if memberships decrease by sharing ideas to increase participation.
5. Formulate and maintain a committee by holding regular committee meetings, assigning work, and strategizing creative ways to recruit and maintain members, both individual and corporate.
6. Build and maintain relationships with individual and corporate members to keep a pulse on what is important to our members to stay current with membership benefits.
7. Partner with the marketing chairperson to ensure each corporation's updated logo is present on our website and marketing material.
8. Partner with corporate members (prospects and existing) to host events unique to their organization to continually educate organizations team members about upcoming events and getting involved as to get the most out of their benefits. All team members taking advantage of an organization's corporate benefits must be an active W-2 team member to benefit from said membership benefits.
9. Perform such other duties and have other such authority and powers as the President or the Board of Directors may prescribe.
10. Bring the concerns and suggestions of the membership to the Board of Directors.

**D. The Mentoring Committee** is responsible for the Mentoring Program within PWA which includes:

1. Soliciting and coordinating with PWA 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. Conducting meetings with the Mentoring Committee as appropriate;
3. Recruiting members to serve on the Mentoring Committee as appropriate; and
4. Serving as liaison between the Board of Directors and the Mentoring Committee.

**E. The Marketing Committee** is responsible for Communications, Digital Marketing, and Social Media published by PWA, which includes:

1. PWA's marketing plan, including Digital Marketing/Social Media, advertising campaigns, press releases, or other public relations material and to ensure all Officers and Committees are following the strategic marketing plan.
2. Schedule and lead Marketing Committee meetings.
3. Cultivate and build public relations and marketing opportunities.
4. Maintain communications about monthly speakers, specific items that need to reach the membership, the addition of new members, and invitations to PWA events.
5. Interface with the Web Hosting Company with regard to training or any other issues with the website as appropriate along with the Director of Operations.
6. Regularly review and update the materials posted on each page of the PWA website and any social media outlets used by the organization as appropriate along with the Director of Operations.

**F. The Programming Committee** is responsible for organizing programming for membership throughout the year, which includes:

1. Obtain professional speakers for the monthly meetings of PWA and 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; and
5. Serve as the liaison between the Board of Directors and the Programming Committee.

**G. The Social Events Committee** is responsible for planning and coordinating social events throughout the year, which includes:

1. Recruit members to serve on the committee and hold regular committee meetings.
2. Serve as the liaison between the Board of Directors and the Social Committee; and
3. Plan social activities at the frequency agreed upon by the Board.

**H. The Golf League Committee** is responsible for planning and coordinating the PWA Golf League and beginning in the Spring and ending in the Fall of each year with the Annual Golf Tournament, which includes:

1. Making necessary arrangements with the golf course for the season including negotiating terms for pricing, rainchecks, and number of reserved tee times;
2. Confirming tee time attendance with members for each week and accounting with golf course;
3. Coordinating the beginning of golf league season celebration and end of golf league season celebration;
4. Bring extra ordinary circumstances to the Executive Committee for review; and
5. Serve as the liaison between the Board of Directors and the Golf League

## **Article 7: Meetings**

**A. General Membership Meetings** are the general meetings of the PWA membership held once per 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 Membership Meetings shall be held at a time and place designated by the President, with approval of the Board of Directors.

**B. Annual Business Meeting and Notice.** The Annual Business Meeting of the organization shall be held in the fourth quarter of the fiscal year. Election of the incoming Board of Directors will be

completed prior to the Annual Business Meeting. 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.

- C. The **Annual Planning Meeting** 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.
- D. **Board of Directors Meetings** 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 every other 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 (2) days prior to the board meeting.
- E. **Special Meetings** may be called by the President or on the request of ten (10) percent of the membership.
- F. **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 present. In the event of a tie vote, the President shall make the determining decision.
- G. **Guests.** Nonmembers shall only be permitted to attend Board of Directors and Committee Meetings at the invitation of the Board or Committee as appropriate.

#### ***Article 8: Financial Matters***

##### **A. Financial Records**

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

##### **B. 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.

##### **C. 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 & Philanthropy expenditures at or above \$500, not previously included within the approved annual budget, require board approval.

##### **D. Scholarship Fund**

The PWA Scholarship Fund shall be managed by the Past President of PWA, along with the Finance Committee, and the STL PWA Foundation Board. The Past President shall serve as the President of

the STL PWA Foundation, and along with the Board of the STL PWA Foundation shall establish criteria from time to time for eligibility for the scholarship awards. On an annual basis the Finance Committee shall review the financial status of PWA and make recommendations to the Board with respect to designating funds, if appropriate, to be contributed to the STL PWA Foundation. Upon receipt of the report from the Finance Committee, the PWA Board of Directors shall vote on the recommendation.

## **Article 9: Elections**

### **A. 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 (2) 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

Treasurer  
Secretary  
Fundraising & Philanthropy-A  
Marketing -A  
Membership-A  
Mentorship - A  
Programming-A  
Social Events-A

#### Even Numbered Years

Vice President  
Golf League  
Fundraising & Philanthropy-B  
Marketing - B  
Membership-B  
Mentorship – B  
Programming-B  
Social Events-B

### **B. Nominating Procedures**

1. Four (4) months prior to the Annual Business Meeting, the President Elect will request and collect a list of referrals, recommendations, and others interested in the subsequent year's open Board of Director positions. The President Elect will follow up with those individuals.
2. Three (3) months prior to the Annual Business Meeting, the President Elect will provide a summary of incoming Board Member candidates to the Executive Committee for review.
3. Three (3) months prior to the Annual Business Meeting, the Executive Committee will review the President Elect's summaries and recommend who will fill the open positions.
4. Three (3) months prior to the Annual Business Meeting, the Board of Directors will review and vote on the Executive Committee's recommendations.
5. One (1) to two (2) months prior to the Annual Business Meeting, elected candidates will attend one board meeting and review the PWA Roles and Responsibilities sheet to understand the role in full.
6. The month of the Annual Business Meeting and prior to the Annual Business Meeting, the subsequent year's Board of Directors list will be sent to PWA membership.

**C. Time of Election.** Elections will normally take place prior to the Annual Business Meeting in December.

**D. Mid-Term Board Elections.** In the event a Board Member resigns or is removed prior to the end of her term, the following procedure shall be followed to conduct a mid-term board election.

1. A resigning board member shall submit a letter of resignation to the President within one (1) week of her 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 (3<sup>rd</sup>) occurrence of communication or after thirty (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 (7<sup>th</sup>) day.
2. President shall contact the Executive Committee to identify potential candidates. If the resigning or removed member is a committee chair, first consideration will be given to members of that committee.
3. Candidate(s) (no limit on number) shall submit a formal application and resume to the Board and attend the next Board meeting to become familiar with Board procedures and assess her level of interest.
4. Candidate(s) shall be re-contacted by President within three (3) days after the Board meeting to confirm interest.
5. Information on confirmed candidates shall be sent to Board Members and a vote shall be taken at the next Board meeting. Under pressing circumstances, a vote may be taken via Constant Contact.
6. The candidate receiving the majority vote is deemed elected.
7. President shall inform the elected Board Member.

#### ***Article 10: Amending Bylaws***

##### **A. The Procedure for the Board of Directors to Amend the Bylaws**

1. Member presents a request for amendment of the bylaws to the Executive Committee.
2. The Executive Committee creates a final draft of amendment and submits to the Board of Directors at next Board meeting.
3. If the amendment is passed, by a majority vote of the Board, the Board will submit a completed draft of the proposed amendment to all voting members of Professional Women's Alliance.
4. Members vote within seven (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.
5. Proposed bylaws will be voted on once per year by membership or as needed.
6. Amended bylaws shall be published on the PWA website.

REVISED AS OF NOVEMBER 11, 2023

APPROVED BY BOARD: NOVEMBER 11, 2023

APPROVED BY MEMBERSHIP: NOVEMBER 30, 2023