

WRN Constitution and By-Laws

CONSTITUTION AND BYLAWS
WOMEN'S REFERRAL NETWORK OF MONTGOMERY COUNTY
Amended December 10, 2009

CONSTITUTION

Article I

Name

The name of this Organization shall be Women's Referral Network (WRN) of Montgomery County.

Article II

Objective

The objective of this Organization is:

1. To promote business opportunities among and for the members.
2. To enhance the professionalism of the members.
3. To promote, protect, and represent the interest of the members.
4. To further the education of members through seminars, scholarship and other programs of a non-political nature.
5. To "gain through giving" by presenting opportunities for philanthropy in the community.

Article III

Membership

Section 1. Types of membership

A. Regular Member

1. Persons who own or are in business in Montgomery County or surrounding areas.
2. Candidate must attend three meetings within a 6 month period.
3. Each member shall have one (1) vote. A member whose dues are not paid will not be able to participate in a vote. No proxies will be allowed.
4. Each member shall represent one (1) business only which will be the business shown on the membership form submitted for the current year.

B. Honorary Member

1. Designated person who can and will help promote the organization.
2. Voted upon by the Executive Board.
3. No annual dues required; however, luncheon fee is applicable.

C. Company Member

1. One representative is listed in the directory and receives all correspondence, the membership belongs to the company and pre-registered company representatives may attend WRN events at the discounted member rate.
2. The same representative listed in the directory shall have (1) vote.
3. If the representative is no longer employed by the company a new representative will be named by the Company. The membership is owned by the Company not by the individual representative.

Section 2. Benefits of membership

- listing in our annual Membership Directory (when you join by January 31st)
- an option to place a paid ad in the Membership Directory (when you join by January 31st)
- a lower luncheon/event fee
- a name badge announcing your business and WRN affiliation
- a 12 x 12 inch display of your products or services at networking events
- an opportunity to promote your business by donating a sponsor gift for use in our luncheon raffles and Business Excellence Award
- an opportunity to nominate or be nominated for the WRN Business Excellence Award
- a discounted vendor rate at our annual spring networking event
- an opportunity to apply for our annual WRN Scholarships

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- an opportunity to sponsor a WRN luncheon or event (includes providing a speaker gift which promotes your products or services)
- a link to your website from WRN's website
- an opportunity to post job openings on WRN's website
- the privilege of placing your card in the "member's only" business card box that is shared with all attendees at each luncheon or event
- the opportunity to take advantage of WRN Member to Member Discounts
- paper or on-line copy of the WRN Newsletter
- an opportunity to be highlighted in our WRN Newsletter
- an option to place a paid ad in the WRN Newsletter or on the WRN website
- an option to participate as part of a committee or be nominated to a position on the Executive Board
- and, a chance to verbally promote your business during introductions at WRN events

Section 3. Resignation: Any member may withdraw from the organization by giving notice of their intention to the VP of Membership. The acceptance of a resignation will not entitle a member to a refund of any dues.

Section 4. Termination of Membership: A member may be expelled at the discretion of the Executive Board after a) A default in dues for a period of three (3) months from the beginning of the membership year; b) After written notice for cause for conduct detrimental to the best interest of the organization.

Section 5. Annual Dues: Each October the Executive Board will determine the annual dues payable to the organization by its members for the upcoming year.

Section 6. Payment of Dues: Dues shall be payable in advance on the first of January in each fiscal year. The cost when joining, January through June, will be \$75.00. For new members joining after June dues of \$50.00 will be payable at the time of joining. A discount will be given to those who pay their dues by the January meeting. Company dues January through June will be \$250.00. For Companies joining after June dues of \$175.00 will be payable at the time of joining.

Article IV

Fiscal Year

The fiscal year of the organization shall begin on the first day of January and end on the last day of December.

Article V

Meetings.

Section 1. Regular meetings will be held the second Wednesday of the months September through July except as requested by the Executive Board and with notification to the general membership.

- A. Reservations must be made by the Monday before the luncheon, and can be canceled up to 48 hours before the meeting.
- B. Cost for these meetings is determined by the Executive Board. In year 2010, the rates are as follows: \$20.00 members/ \$25.00 non-members.
- C. Meeting Format:
 - 11:30 to 11:45 Networking/Registration:
 - Noon to 12:20 Announcements are made, guests and members introduce themselves and their business, exchange business cards
 - 12:20-12:25 Luncheon Sponsor Presentation
 - 12:25 to 12:55 Educational speaker
 - 12:55 to 1:00 Closing and reminder of next luncheon date

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- D. Tables will be available for the display of literature of members. Displays should not exceed a width of 12 inches.

Section 2. The Executive Board will meet the first Tuesday after each month's regular membership meeting.

Section 3. Other Standing Committees shall meet as required.

Section 4. The Nominating Committee will be appointed by the Executive Board in June and will begin the process of recommending the slate of officers. The Committee shall meet as often as necessary to fulfill their duties.

Section 5. Business card exchanges, social events or fund-raisers, not classified as meetings, may be voted upon and arrangements made at regular Executive Board meetings. Such events should be coordinated through Vice President of Programs who may delegate specifically to the Programs Committee.

Section 6. The annual meeting of the Organization shall be the first regular meeting of the fiscal year. The agenda shall include, but not be limited to:

- A. Introduction of officers;
- B. Year-end Financial Report;
- C. Membership Report;
- D. Report of the Organization's progress and goals for the upcoming year.

Article VI

Officers

Section 1. The officers' term of office shall be two years, coinciding with the fiscal year, as determined by the By-Laws, but each officer shall serve until his successor is duly elected. An officer may be re-elected to serve in the same office for succeeding years.

Section 2. The Executive Board, selected from the members in good standing by majority quorum vote (except for the President Ex-Officio), shall be:

- A. President
- B. Vice President I — Membership
- C. Vice President II — Programs
- D. Vice President III — Publicity
- E. Vice President IV — Communications
- F. Secretary
- G. Treasurer
- H. President Ex-Officio (immediate Past President)

Section 3. Resignation in writing of any officer must be accepted by the Organization. Temporary replacement of the officer may be made by the Executive Board if it deems such action necessary, but a new officer shall be elected at the next regular meeting of the Organization to fill the unexpired term.

Section 4. Temporary absence of an officer will follow Roberts' Rules of Succession with the order as listed in the above Section 2.

Section 5. In the event no other members of the Executive Board can be present, the President may appoint an officer pro-tempore, and notify the permanent officer of the appointment as soon as possible.

Article VI

Financial

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Section 1. The local financial obligations shall be defrayed as set forth in the Organization's By-Laws. Any proposed increase in dues must be voted on by the Executive Board in a regular meeting at least two months before said increase and presented to the membership at the December meeting.

Section 2. Excess Funds: Excess treasury funds may be donated to local charities or used for outside speakers upon approval of the Executive Board.

Article VII

Amendments

Section 1. The Constitution and By-Laws may be amended at any regular meeting providing a copy of the proposed amendment(s) shall have been submitted in writing to the Executive Board 30 days prior to the date of that meeting and a copy available to members on the website.

Section 2. To adopt an amendment to the Constitution and/or By-Laws, a two-thirds vote of the membership in attendance shall be required.

BY-LAWS

Article I — Quorum

Five percent of the membership shall be present at the regular meeting to constitute a quorum.

Article II — Fiscal Year

The fiscal year shall begin January 1st of each year and end the 31st of December each year.

Article III — Voting

Section 1. Only members in good standing may vote. Each member or Company representative is entitled to one vote.

Section 2. A majority vote of attending members in good standing shall be sufficient to decide matters before the meeting.

Section 3. Method of Election: The past President is responsible for announcing the slate of officers for a term of two (2) years. (In the absence of the Past President, the Executive Board would elect a representative.) Voting by ballot may be dispensed with if there is but a single candidate for each office. If ballots are needed, then they will be available at the November meeting. Members will cast their votes and return their ballots to the past President who shall tabulate the ballots and announce the results at the December meeting. The candidate with the greatest number of votes will be elected. Officers will assume their official duties as of January 1.

Article IV — Executive Board

Section 1. The Executive Board shall consist of the elected Officers: President, Vice-Presidents I thru IV, Secretary, Treasurer, and the immediate Past President. The appointed chairperson for standing committees may attend Executive Board meetings, but are non-voting members.

Section 2. An Executive Board quorum shall consist of a majority of the elected members of the Board.

Section 3. Duties and responsibilities of the Executive Board shall include but not be limited to:

- A. Establish policy, recommendations, opinions, and declarations of the Organization and assure coordination of these policies, recommendations, opinions and declarations with any other organization with which the Organization is involved.
- B. Approve the disbursement of the Organization's funds.
- C. Plan the activities of the Organization and assign priorities of action.

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- D. Prevent and discourage attempts outside the Organization to commercialize, for pecuniary profit, the activities of the Organization or its members.
- E. Designate (when necessary) a member to assume, temporarily, the duties of an officer who has tendered her resignation.

Article V

Standing Committees

- A. Executive Board consists of the President, Vice President I through IV, Secretary, Treasurer, and President Ex-Officio (see Article IV).
- B. Membership Committee chaired by the Vice President with as many volunteer members as needed.
- C. Publicity Committee chaired by the Vice President with as many volunteer members as needed.
- D. Program Committee chaired by the Vice President with as many volunteer members as needed.
- E. Community Outreach Committee chaired by appointee with as many volunteer members as needed.
- F. Memories Committee chaired by the Historian with as many volunteer members as needed.

Special Committees

- A. Nominating Committee shall be appointed by the Executive Board in June of an election year to contact prospective candidates, obtain their consent to serve if elected, and to finalize the slate to be presented to the general membership by mail prior to the general meeting in November.
- B. Other committees shall be appointed by the President or Executive Board as the need for them arises.

Article VII — Duties of the Officers and Committee Chairwomen

Section 1. President

- A. Preside at all Organization meetings and be the responsible formal agent of the Organization in matters pertaining to liaison with Government, commercial or private agencies or enterprises as well as providing general supervision of the business and affairs of the organization.
- B. Be accessible by the membership to review and explain the reasons for courses of action taken or to be undertaken by the Executive Board.
- C. Coordinate the activities of the Organization through the meetings of the Executive Board.
- D. Delegate to the other officers and members such duties as may be necessary to facilitate and expedite the aims and objectives of the Organization.
- E. Establish, with Executive Board, yearly goals (membership, retention, scholarship, other)
- F. Sign all contracts, subject to the approval of the Executive Board.
- G. Become an ex-officio member of the Executive Board at end of term

Section 2. Vice President I — Membership

- A. Shall preside at meetings and any function of the Organization and of the Executive Board in the absence of the President.
- B. Maintain member rolls.
- C. Maintain hard copy binder of membership forms and paid status.
- D. Coordinate dues payment with Treasurer.
- E. Obtain member badges.
- F. Oversee providing member information to the VP — Communications for the Membership Directory.
- G. Respond to membership inquiries directed to connect@wrnmontco.com.
- H. Maintain member business card boxes.

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Section 3. Vice President II — Programs

- A. Shall preside at meetings and any function of the Organization and of the Executive Board in the absence of the President and VP I.
- B. Coordinate speaker arrangements.
- C. Coordinate events not classified as meeting, e.g., card exchanges, social events, and annual Business Fair.
- D. Maintain a list of past/prospective speakers.
- E. Obtain all necessary information from speakers requested on the Speaker Information Form (due at least 1 month prior to speaking). Provide information to VP of Communications, VP of Publicity and Newsletter Editor.
- F. Write thank you notes to speakers and communicate with potential speakers.
- G. Coordinate speaker gift basket with luncheon sponsor or arrange for a basket.
- H. Coordinate arrangements with facility where event is to be held including room set-up and layout.
- I. Oversee Programs Committee

Section 4. Vice President III — Publicity

- A. Shall preside at meetings and any function of the Organization and of the Executive Board in the absence of the President and VPs I and II.
- B. Shall be responsible for the Organization's publicity program including:
 1. Media contact including newspaper, radio and TV
 2. Press Releases
 3. Print and Web ads
- C. Oversee Memory Committee.
- D. Oversee Community Outreach Committee.

Section 5. Vice President IV — Communications

- A. Shall preside at meetings and any function of the Organization and of the Executive Board in the absence of the President and VPs I, II and III.
- B. Shall provide and produce all written and visual communications for the organization including but not limited to:
 1. Brochures
 2. Display posters
 3. Signage
 4. Membership Directory
- C. Shall gather and compile pertinent information for monthly newsletter:
 1. Monthly newsletter article written by the President
 2. Committee reports for publication in the newsletter
 3. List of door prize donations and new members for the newsletter
 4. Member Highlight information
- D. Exports mailing lists for newsletters and other mailings.
- E. Shall provide management of the website and Webmaster to include:
 1. Maintains registration for the URL - www.WRNmontco.com
 2. Facilitates hosting services
 3. Keeps website content up to date
 4. Revises design and navigation in accordance with goals
 5. Works with VP of Publicity to promote the site online and offline
 6. Analyzes site statistics
 7. Responds to email inquiries directed to webmaster@wrnmontco.com

Section 6. Secretary

- A. Keep official records of the Organization including minutes of the Executive Board meetings as well as regular and special meetings.

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- B. Gather and compile pertinent information for special function notices.
- C. Take meeting reservations and confirm final attendance with meeting location.
- D. Take notes from presentations at meeting events and provide a final copy to the VP Communications by the Friday following the Executive Board Meeting.
- E. Prepare and transmit to membership all invitations and notices in coordination with the VP Communications

Section 7. Treasurer

- A. Be the responsible agent for maintaining the Organization's funds.
- B. Submit monthly status of the Organization's treasury to the Executive Board and to the general membership as requested by the Executive Board.
- C. Submit annual fiscal reports.
- D. Make disbursements only upon original bills or properly executed vouchers signed by authorized personnel. Note: Any expenditure that is a) non-routine, or b) a routine budgeted expense that exceeds the Board approved budget for that respective category, must be approved by a majority of the Executive Board.
- E. Oversee scholarship fund and disburse amount to awardees.
- F. Determine 50/50 amount at meetings.
- G. Shall set-up and administer sign-in table at meetings and events along with members of the Membership Committee.
- H. Provide monthly attendance/membership reports and guest list for newsletter.
- I. Coordinate Career Wardrobe collections and oversee delivery of collected donations.

Section 8. President Ex-Officio

- A. Give guidance and support to the President and Executive Board for at least one year.
- B. Assists with continuity of direction and planning for future.

Section 9. Committee Chairmen

- A. Community Outreach Committee
 - 1. Overseen by VP Publicity.
 - 2. Led by an appointed Committee Chairman.
 - 3. Committee Chairman - selects own committee members.
 - 4. Community Outreach - Reminding members to place the WRN brochures in their stores/offices. Finding places where we can place brochures and event posters. Keeping brochures stocked. Participate at local tradeshows and events to recruit members. Be responsible for scholarship criteria. Review and selection of scholarship winners for final approval by Executive Board.
- B. Memories Committee
 - 1. Overseen by VP Publicity.
 - 2. Led by an appointed Committee Chairman (Historian).
 - 3. Historian selects own committee members.
 - 4. Develop and maintain picture display.
 - 5. Memory Book - Write-ups, pictures of events held by WRN. The memory book will be a great publicity tool to show at meetings and outreach events.
- C. Nominating Committee
 - 1. Open nominations will be made at the September general meeting.
 - 2. The slate will be approved by the Executive Board at the September Executive Board meeting.
 - 3. The approved slate will be presented to the general membership in writing prior to the October and November general meetings.
 - 4. The general membership will vote on the slate of officers at the November general meeting, with final nominations from the floor prior to the vote.

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5. Elected officers will be expected to attend interim Executive Board meetings prior to taking office.
6. Introduction of officers will take place at the annual meeting in January.

Section 10. Vacancies: All vacancies in any office shall be filled by the remaining officers without undue delay, at a regularly scheduled meeting or at a meeting specifically called for that purpose.

Section 11. Compensation of Officers: The officers shall not receive any compensation.

Article IX — Expenses

The Organization will cover its day-to-day operational expenses through the payment of dues by each member in the amount currently specified as well as proceeds from each general meeting's luncheon costs and 50/50 raffles. In the event further funding is required to meet the Organization's objectives, special fund-raising activities and programs may be initiated.

Article XI — Amendments

The Constitution and By-Laws may be amended in accordance with Article VII of the Constitution.

Rules of Order

'Robert's Rules of Order' shall govern all business when not in conflict with the Organization's Constitution or By-Laws.

Constitution and By-Laws adopted October 20, 2009 and supersedes all others. Amended December 10, 2009.