

WOMEN'S COUNCIL OF GREATER BATON ROUGE BYLAWS

ARTICLE 1

Name

The name of this organization shall be the Women's Council of Greater Baton Rouge, sometimes referred to as "WCGBR," "Women's Council," "Council," or "Full Council."

ARTICLE II

Mission and Purpose

Section 1 **Mission**

The Women's Council is a network of organizations and individuals committed to enhancing our community by connecting, promoting, and empowering women.

Section 2 **Purpose**

The purpose of this organization is to strengthen the bond among women in the greater Baton Rouge area by

- Identifying key issues, providing information, pooling resources, encouraging leadership and advocating responsible action addressing the well-being of women in our community
- Providing a forum to discuss platforms important to women including the issues of healthcare, education, family, community, economics, business, sports, arts, and humanities
- Exploring the role of women in shaping our community

ARTICLE III

Definitions

Advisors – shall be comprised of all past Presidents or (formerly) Chairs of the Board of Directors and the Women’s Council. Advisors shall serve as *ex-officio*, non-voting members of the Board.

Board of Directors – shall be comprised of an odd number of no less than eleven (11) members and no more than nineteen (19) members, including the executive committee and members elected from Members in Good Standing of the general membership. The immediate past president shall be an *ex officio* member of the Board with voting rights only in the event of a tie.

Electronic Voting – Voting by means of any preservable electronic communication that has been approved by the Board shall be permitted.

Executive Committee – shall be comprised of the President, Vice President, Secretary, Treasurer, Assistant Treasurer, Historian, and the Immediate Past President.

Financial Procedure Manual – The manual that provides detailed directives for financial policies and procedure.

Full Council – shall be comprised of all members in good standing, advisors, and board members.

In Person – For purposes of voting, a Member in Good Standing or a Board Member votes “in person” when that member orally registers his vote while physically present at a meeting or while attending a meeting by conference call or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.

Member in Good Standing – shall mean a member who is current in payment of dues.

Officers – shall consist of the President, Vice President, Secretary, Treasurer, Assistant Treasurer, and Historian who are members in good standing.

Proxy – A proxy vote shall be written and dated, and shall be delivered by hand or electronically to the Secretary.

Roll Call Vote – is a vote called or requested by any Member in Good Standing for the purpose of determining whether a majority vote exists. Standing at the time of the vote shall be verified by membership chair or treasurer at the time of the vote or within 24 hours of the vote. Individual In Person votes shall be recorded by the Secretary at the time of the Roll Call Vote.

ARTICLE IV

Membership

Section 1 **Membership**

Membership in this organization is open to individuals, businesses, and organizations that support the mission of the organization.

Section 2 **Meetings**

Meetings of the general membership shall take place on dates and times to be determined by the President and the Board.

Section 3 **Notices of Meetings**

Notice of the meetings shall be posted on the website and/or sent to Members in Good Standing prior to the meeting. Notice shall include date, place, and time of meeting.

Section 4 **Annual Meeting**

The operational year of the Council shall be from January of each year through December of the following year. The Annual Meeting shall take place in January of each year. Installation of Officers and Board members shall be held at the Annual Meeting.

Section 5 **Quorum**

For purposes of voting on any action, a quorum shall consist of those Members in Good Standing who are in attendance at or have sent a proxy to the meeting at which the vote is taken.

Section 6 **Voting**

Each Council Member in Good Standing shall be entitled to one vote without regard to category of membership. Votes may be cast In Person, by Proxy, or by Electronic Voting. A simple majority vote of those Members in Good Standing who have voted shall prevail.

Section 7 **Roll Call Vote**

Any Member in Good Standing may call for a Roll Call Vote.

Section 8 **Proxies**

A proxy may be given by any Member in Good Standing to another Member in Good Standing and shall be written and delivered by hand or via e-mail to the Secretary.

Section 9 **Student**

Any full-time student in high school or beyond

ARTICLE V

Types of Membership and Privileges

Section 1 **Individual**

- Opportunity to network with other organizations and individuals committed to enhancing our community by connecting, promoting, and empowering women.
- Opportunity to participate in volunteer activities that support the women of our community.
- Access to all leadership development resources.
- Access to the online membership directory on the website.

Section 2 **Non-Profit Organization**

- Opportunity to network with other organizations and individuals committed to enhancing our community by connecting, promoting, and empowering women.
- Opportunity to participate in volunteer activities that support the women of our community.
- Access to all leadership development resources.
- Opportunity to showcase the non-profit organization in the newsletter and at the general meetings.
- Access to the online membership directory on the website.
- The non-profit organization's name, contact information and website link displayed on the WCGBR website and the opportunity to place the WCGBR link on the non-profit organization's website.

Section 3 **Small business**

--Any for-profit entity with less than 20 employees

- Opportunity to network with other organizations and individuals committed to enhancing our community by connecting, promoting, and empowering women.
- Opportunity to participate in volunteer activities that support the women of our community.
- Access to all leadership development resources.
- Opportunity to showcase the business in the newsletter, at the general membership meetings, and at the MarketPlace meetings.
- Access to the online membership directory on the website.
- The company's name, contact information and website link displayed on the WCGBR website and the opportunity to place the WCGBR link on the company's website.

Section 4 **Large Business or Corporation**

--Any for-profit entity with 20 or more employees

- Opportunity to network with other organizations and individuals committed to enhancing our community by connecting, promoting, and empowering women.
- Opportunity to participate in volunteer activities that support the women of our community.
- Access to all leadership development resources.

- Opportunity to showcase the business in the newsletter, at the general membership meetings, and at the Market Place meetings.
- Access to the online membership directory on the website.
- The company's name, contact information and website link displayed on the WCGBR website and the opportunity to place the WCGBR link on the company's website.

Section 5 **Student**

- Opportunity to network with other organizations and individuals committed to enhancing our community by connecting, promoting, and empowering women.
- Opportunity to participate in volunteer activities that support the women of our community.
- Access to all leadership development resources.
- Access to the online membership directory on the website.

ARTICLE VI

Dues

Section 1 **Amount**

The amount of dues shall be based on the membership category and shall be determined by the Board of Directors.

Section 2 **Payment**

Dues shall be due and payable on the first day of January of each calendar year and shall be considered delinquent as of February 28th of each year. If dues are not paid, Member shall not be in Good Standing and shall have neither a vote on any matter before the Full Council nor have access to other membership benefits.

Section 3 **New Members**

New members who join prior to September 1st of each calendar year shall pay the full amount of dues for their Membership category. New members who join and pay their dues on or after September 1st shall be considered paid through December 31st of the following calendar year.

ARTICLE VII

Board of Directors

Section 1 Composition

The Board of Directors shall be comprised of an odd number of no less than 11 and no more than 19 members, including the executive committee and members elected from Members in Good Standing of the general membership. The immediate past president shall be an *ex officio* member of the Board with voting rights only in the event of a tie.

Section 2 Election and Term of Office

Voting for Election of Officers and Board members shall be held each year at the November meeting of the Full Council. Newly elected Officers and Board members shall begin their service in January of the following year. Officers shall serve on the Board for the duration of their terms. The at-large members of the Board of Directors shall be elected for two-year staggered terms so that approximately half of the at-large members are retained and half replaced each year.

Section 3 Duties of the Board of Directors

The board of directors is the governing body of the Women's Council. The Board shall:

- Transact the business of the Women's Council of Greater Baton Rouge
- Review operations
- Manage resources effectively
- Approve the annual budget, annual report, and monthly financial reports
- Determine and monitor the organization's programs and services
- Hold all committee chairs accountable for all funds collected or expended by their committees
- Oversee strategic planning of the organization
- Implement policies

- Assure smooth operation of the organization between regular meetings of the Full Council
- Serve as a public figure for and enhance the public image of the Council
- Advocate for the Council
- Document policies and decisions to create an organizational memory
- Prepare for and attend board meetings
- Research and discuss issues before decisions are made
- Replace and orient board members when a vacancy arises
- Serve as a court of appeal
- Assess its own performance

Section 4 **Eligibility**

All Board Members must be Members in Good Standing of the organization.

Section 5 **Attendance at Meetings; Replacement**

Board Members shall make every effort to attend all board meetings. Any Board member who misses three (3) meetings in any calendar year without notification and good cause shall be removed by the Board.

Section 6 **Vacancy**

Vacancies on the Board of Directors may be filled by appointment, as the Board deems necessary.

Section 7 **Meetings**

The Board of Directors shall meet at such times as may be necessary as determined by the President or the Executive Committee. All regular Board meetings shall be open to all Members in Good Standing.

Section 8 **Notice**

Notice of regular meetings of the Board of Directors shall be given to all Members in Good Standing by first-class mail, fax, hand-delivery, telephone, e-mail, or other Board-approved electronic notice at least seven (7) days prior to such meeting unless a written waiver of such notice is received. Notice shall include the date, place, and time of the meeting.

Section 9 **Quorum**

A Quorum shall exist when a majority of the Board of Directors is present.

Section 10 **Voting**

Each Board Member shall be entitled to one vote, which can be cast In Person, by Proxy, or by Electronic Voting. A simple majority vote of Board Members shall prevail. In the event of a tie vote, the Immediate Past President shall cast the deciding vote. In the event of a tie vote, the Immediate Past President shall cast the deciding vote.

Section 11 **Proxy**

A proxy may be given by a Board Member to another Board member in writing or by Electronic Voting. Such proxies must be delivered to the presiding Secretary prior to the counting of any votes.

Section 12 **Conference Call**

Any Board Member may fully participate in a meeting of the Board by means of a conference call or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation of a Board Member by such means shall constitute presence at the meeting for the purposes of attendance and calculating a quorum. Oral statement of vote by a Board Member so participating shall constitute a vote In Person, and shall be recorded by the presiding Secretary.

Section 13 **Special Meetings**

Special Meetings of the Board may be held upon the call of any Board Member. Reasonable effort shall be made to notify all Members in Good Standing of any such Special Meeting by regular means of communication, and notice shall be posted on the Council website. Such notice shall specify the purpose, date, time, and place of the meeting. Such notice shall be given to Board Members via facsimile transmission, e-mail or other Board-approved electronic method of communication, telephone, or any other method by which a Board Member is most likely to receive actual notice. A copy of the notice, the mode of delivery, and, if not in writing, a log of who delivered the notice, how the notice was delivered, and the recipient's response, shall be made a part of the official minutes of the meeting. Business transactions of any Special Meeting shall be limited to those purposes stated in the notice of such Special Meeting.

Section 14 **Emergency Decisions**

An emergency decision requires at least three (3) Officers or two (2) Officers and two (2) Board Members. Prior to making the decision, the Officers and/or Board Members involved must make a good faith attempt to give notice to all members of the Board that an immediate decision is required. Such notice may be by any means likely to provide actual notice to each Board Member. A copy of the notice, the mode of delivery, and, if not in writing, a log of who delivered the notice, how the notice was delivered, and the recipient's response, shall be delivered to the Secretary and made a part of the official Council record and shall be reported to the Board at its next regular meeting.

ARTICLE VIII

Officers

Section 1 **Personnel and Duties**

The officers shall consist of a President, a Vice President, a Secretary, Treasurer, Assistant Treasurer, and a Historian, who shall perform the normal duties associated with these offices. At the end of her term, each officer shall review the applicable portions of the bylaws and the handbook that pertain to her office and shall deliver a written report to the Immediate Past President suggesting changes that may be required.

Duties of the President

The President shall preside over each meeting of the Board of Directors and of the Full Council. She is responsible for the general supervision and direction of the other officers, agents, and employees of the Council. She shall keep the Board fully informed and shall consult with the Board concerning activities of the Council. She has the power to sign alone, in the name of the Council, all contracts specifically authorized by the Board. In addition, the President shall:

- Provide leadership to the Council including helping to guide and mediate Board of Directors' actions with respect to organizational priorities and governance concerns
- State goals for the Council
- Prepare Agenda for all meetings
- Preside over meetings of the Full Council and the Board of Directors
- Discuss issues confronting the Council with the Board of Directors
- Appoint the chairpersons of the committees (except the Nominating Committee) in consultation with the other members of the Board
- Serve as *ex officio* member of committees and may attend their meetings
- Evaluate annually the performance of the organization in achieving its mission

Duties of the Vice President

The Vice President shall assist the President in the supervision of the Council activities and have such other duties and responsibilities as assigned by the President. In addition, the Vice President shall:

- Perform President's responsibilities when the President is not available
- Participate closely with the President to develop and implement officer transition plans
- Serve as President of the Women's Council of Greater Baton Rouge for the following year
- Take the minutes at Board and Membership meetings in the absence of the Secretary

Duties of the Secretary

The Secretary shall act as secretary of all meetings of the Board and Full Council. In addition, the Secretary shall:

- Ensure that all Members in Good Standing receive timely notice of all meetings
- Record and maintain minutes of all proceedings of the Board and Full Council
- Maintain records of the Council and all committees, and ensure effective management of organization's records
- Ensure that official membership roll and attendance records of meetings are maintained
- Ensure minutes are distributed to Members in Good Standing and are made available to all Members in Good Standing upon reasonable request
- Sign all minutes or other necessary documents or acts as approved by the Board

Duties of the Treasurer and Assistant Treasurer

The Treasurer and Assistant Treasurer shall keep each other informed of Council finances and operations, and shall check each other's actions and management of funds.

Treasurer

The Treasurer keeps, or causes to be kept, complete and accurate accounts of receipts and disbursements of the Council. She shall deposit all moneys and other valuable effects of the Council in the name of and to the credit of, the Council in banks or depositories designated by the Council Board. She shall, at all reasonable times, exhibit the books and accounts of the Council to any officer or Board member. She shall perform all duties incidental to the office of Treasurer, subject, however, to the control of the Board.

The Treasurer must always have a co-signature of the Assistant Treasurer and one additional officer, either the President or Vice-President on all council checks over \$500.00.

In addition, the Treasurer shall:

- Manage finances of the organization
- Reconcile with all committee chairs and individuals all funds collected or expended by their committees or themselves on behalf of the Council
- Administer fiscal matters of the organization
- Provide monthly reports, annual budget, and annual report to the Board for approval and to Members in Good Standing for review
- Follow all procedures in the Financial Procedural Manual
- Serve as Chair of Budget Committee
- Assist the Membership Committee in ensuring that payment of all Member dues is current
- Have signatures changed for bank accounts at the end of the term and ensure that the President and Vice President are authorized signers
- Transfer and assure custody of financial records at the end of the term

Assistant Treasurer

The Assistant Treasurer shall assist the Treasurer in following the Council's protocol for handling funds, and shall keep records and prepare reports as instructed by the Treasurer.

Duties of the Historian

The Historian shall maintain the factual integrity of the history of the Women's Council of Greater Baton Rouge, and specifically shall:

- Organize and preserve the Women's Council Files and Historical Documentation
- Research, compile, and preserve Women's Council history
- Provide historical information upon request

Duties of Immediate Past President

The Immediate Past President shall contribute to the smooth ongoing operation of the Council and shall have such other duties and responsibilities as assigned by the President. In addition, the Immediate Past President shall:

- At the beginning of her term, collect from each officer and each committee chair the written report she is required to prepare at the end of

- her term suggesting changes that may be required to the bylaws and the handbook
- Head the bylaws committee to review and update bylaws as necessary
 - Head the Council Handbook Committee to review and update handbook
 - Serve as advisor
 - Attend Board Meetings and vote to break a tie

Section 2 **Nomination and Election**

Officers shall be elected by majority vote at the Full Council meeting in November from a slate submitted by the Nominating Committee or from nominations from the floor. Term of office shall be from her installation to her successor's installation. Officers may succeed themselves, but may hold no more than two successive terms.

Officers shall take office each year in January at the annual meeting.

ARTICLE IX

Committees

Section 1 **Standing Committees**

The Board may create standing committees as deemed appropriate. No standing committee shall have the power to alter, amend, or add to these bylaws; make removals from office; amend or repeal any resolution of the Board; or submit to its members any action requiring members' approval by the Full Council.

There shall be the following standing committees:

Budget Committee, Chaired by the Treasurer, shall:

- Prepare and submit to the membership at the Annual Meeting a proposed budget for the upcoming year
- Collect all moneys and submit them to the Treasurer pursuant to Treasurer's Procedural Manual
- Review the financial records periodically

Public Relations Committee shall:

- Establish marketing means to enhance and promote the Council's

- image within the community
- Prepare and distribute a regular newsletter to all Members in Good Standing
 - Coordinate the distribution of information distributed through the Council's website, newsletter, and publicity information distributed to the public
 - Ensure that photographs are taken at all important Council events
 - Prepare and encourage publicity of Council events in local newspapers, broadcast media and other publications whenever possible

Membership Committee shall:

- Keep the Council roster up to date and complete and coordinate Council website maintenance, updates, information posting, and archives as directed by the Board of Directors
- Send notice of annual dues and work with Treasurer to ensure that payment of all Member dues is current
- Prepare membership profiles of new members and distribute them to Officers, Board Members, and Committee Chairs
- Process all changes in membership and maintain membership records
- Assist members as necessary

Programs Committee shall strive to increase the value of membership in the Council by attracting quality member organizations and individuals. This committee shall:

- Direct the activities associated with recruiting new members and retaining current members
- With prior notification and approval of the Board of Directors, plan programs for the year including speakers, facility arrangements, menus, decorations, etc.

Women's Week Steering Committee shall coordinate all activities and sub-committees related to Women's Week, including Speaker, Kick-off Luncheon, Women's Week Activities, Publicity, Activity Sponsors, Patrons, and any other sub-committee deemed necessary.

Fundraising Committee shall:

- Develop and carry out all fundraising projects of the Council to maintain sufficient funding for the general fund operating accounts
- Present all plans for projects and special events to Board of Directors and obtain approval prior to implementation
- Investigate and develop philanthropy projects that are appropriate for Council participation and, with the Board of Directors' approval, coordinate these activities and promotions.

Section 2 Ad Hoc Committees

The President and the Board of Directors shall have the authority to appoint other *ad hoc* committees of the Women's Council of Greater Baton Rouge as is necessary to carry out the mission of the Board. *Ad hoc* Committees shall include, but are not limited to:

Nominating Committee shall be comprised of five Board Members and shall be formed no later than the regular Board Meeting in August. The Board shall select five of its members who shall elect their Chair. This committee shall:

- Send out a call for nominations to all Members in Good Standing in August and again in September of each year
- Meet to prepare a slate of proposed Officers and Directors prior to the Full Council meeting in October
- Present the slate of nominees to the Board at the October Board meeting and to the Full Council at the October Full Council meeting
- Ensure that the slate is posted on the website
- Voting on the slate shall take place at the November meeting after nominations are taken from the floor

Section 3 Duties of the Committee Chairs

- Set the tone and oversee the logistics of the committee work
- Review the new member profiles as they are provided by the Membership Committee, and contact and discuss the committee's function with those new members who expressed interest in their committee or whose skills may enhance the committee's performance
Ensure that members have the information needed to do their jobs
- Report to the President and the Board of Directors on the committee's decisions/recommendations

- Attend Board Meetings during peak planning and work times related to the function of the committee and as requested by the President
- Assign work to the Committee members, set the agenda and run the meetings, and ensure distribution of meeting minutes
- Seek Board approval for any change in expenditures, policies, or procedures
- Account to the Board for and reconcile with the Treasurer on all funds collected or expended by the committee
- Initiate and lead the committees' annual evaluation, prepare report, and submit it to the Board
- At the end of her term, each committee chair shall review the applicable portions of the bylaws and the handbook that pertain to her committee and shall deliver a written report to the Immediate Past President suggesting changes that may be required

ARTICLE X

Amendments

Section 1 Proposed Amendments

Proposed Amendments to these bylaws shall be presented to all Members in Good Standing at least seven (7) days prior to the meeting at which the proposed amendment(s) will be presented to the Board for a vote.

Section 2 Amendments

Amendments to the Bylaws shall be approved by a two-thirds (2/3) vote of the Members in Good Standing present and voting at the meeting, notice of which was given in advance.

ARTICLE XI

Parliamentary Authority

Robert's Rules of Order Revised shall be the parliamentary authority for all matters of procedure not specifically covered by the foregoing.

ARTICLE XII

Governing Law

The Women's Council of Greater Baton Rouge shall be governed by the laws of the State of Louisiana.

Revisions:

January 6, 2011

January 12, 2008

April 12, 2007