

WOMEN'S COUNCIL OF GREATER BATON ROUGE

BYLAWS

ARTICLE I

NAME

The name of this organization shall be the Women's Council of Greater Baton Rouge.

ARTICLE II

MISSION AND PURPOSE

SECTION 1 MISSION

The WCGBR 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:

- Identify key issues, provide information, pool resources, encourage leadership and advocate responsible action addressing the well-being of women in our community;
- Provide a forum to discuss platforms important to women including the issues of healthcare, education, family, community, economics, business, politics, government, sports, arts and humanities;
- Strengthen the bond among women in the Greater Baton Rouge area;
- Showcase and share the strengths of women and women's groups;
- Explore the role of women in shaping our community;
- Serve as a catalyst for positive action through collective community advocacy.

ARTICLE III

DEFINITIONS

Advisors – shall include all Charter Members and all past Presidents or former Chairs of Women’s Council. Advisors shall serve as ex-officio, non-voting members of the Board.

Board – shall include the Executive Committee and eight (8) Board Members elected by the Full Council.

Charter Members – shall include all members who were members of the Women’s Council during its first year of existence in 1993 – 1994.

Executive Committee - shall include the President, Vice President, Secretary, Treasurer, Historian, and Immediate Past President.

Full Council – shall include all Members in Good Standing, Advisors, and Board members.

Members in Good Standing – shall include all members who have paid their dues for the current year.

Officers – shall consist of the President, Vice President, Secretary, Historian and Treasurer.

ARTICLE IV

MEMBERSHIP

SECTION 1 MEMBERSHIP

Membership in this organization is open to both individuals and women's groups.

SECTION 2 MEETINGS

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

SECTION 3 NOTICE OF MEETINGS

Notice of the membership meetings shall be posted on the website, and shall be forwarded to all Members in Good Standing at least seven (7) days prior to such meetings. Members in Good Standing may request that notices of the meetings be provided via either email or fax by providing this information to the Membership Committee chairperson.

SECTION 4 ANNUAL MEETING

The Annual Meeting shall take place in January of each year. Notice of the Annual Meeting shall be provided to all Members in Good Standing by first class mail at least seven (7) days prior to said meeting.

SECTION 5 QUORUM

For purposes of voting on any action, a quorum shall consist of those Members in Good Standing who attend the meetings.

SECTION 6 VOTING

All Members in Good Standing shall be entitled to one vote. A majority vote of those Members in Good Standing voting in person or by proxy shall carry any action.

SECTION 7 PROXIES

A proxy may be given by any Member in Good Standing to another Member in Good Standing, in writing or via email. Such proxy must be delivered to the presiding Secretary prior to the counting of any votes.

ARTICLE V

TYPES OF MEMBERSHIPS 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.

SECTION 2 SMALL BUSINESS, INCLUDING ANY BUSINESS 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 your business in the newsletter and at the general meetings.
- A copy of the membership directory.
- Your company name, contact information and website link displayed on the WCGBR website and the opportunity to place the WCGBR link on your website.

SECTION 3 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 your business in the newsletter and at the general meetings.
- A copy of the membership directory.
- Your company name, contact information and website link displayed on the WCGBR website and the opportunity to place the WCGBR link on your website.
- Opportunity to promote your organization's fundraising activities and events at WCGBR meetings and on the WCGBR website.

SECTION 4 LARGE BUSINESS / 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 your business in the newsletter and at the general meetings.
- Copy of the membership directory.
- Your company name, contact information and website link displayed on the WCGBR website and the opportunity to place the WCGBR link on your website.
- Your company LOGO, contact information, your website link and brief business description in the WCGBR Pink Pages.

SECTION 5 SUPPORTER / PATRON – ANY INDIVIDUAL WHO WANTS TO BE A FINANCIAL SUPPORTER OF THE ACTIVITIES OF THE WOMEN’S COUNCIL

- 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.
- Your name listed on the WCGBR website.

ARTICLE VI

DUES

SECTION 1 AMOUNT

The amount of Dues, based on the Membership category, shall be determined by the Board of Directors and approved by a majority of the members present and voting at the annual meeting.

SECTION 2 MODIFICATION

Modification of the dues structure for the Women's Council may be proposed by a committee appointed by the Board for that purpose. Any such recommendation for modification shall then be brought before a regular meeting of the Board of Directors of which notice of the purpose was duly given at least two weeks in advance.

SECTION 3 BOARD APPROVAL

If the Board of Directors approves the proposed modification by a simple majority vote of those present and voting, it shall then be presented at the Annual Meeting, notice of which shall include the proposed revisions and be given at least seven (7) days prior to the Annual Meeting.

SECTION 4 PAYMENT

Dues shall be due and payable on the anniversary of a member's renewal date each calendar year, and shall be considered delinquent 30 days from said member's renewal date if unpaid. If dues are not paid, Member shall not be in good standing and shall have no vote on any matter brought before the Full Council.

SECTION 5 NEW MEMBERS

New members who join during the timeframe of Women's Week shall be considered paid through December 31st of the following calendar year. New members who join prior to and/or after Women's Week shall pay their dues for their Membership category and be up for renewal on the date of payment.

ARTICLE VII

BOARD OF DIRECTORS

SECTION 1 ELECTION AND TERM OF OFFICE

The Board of Directors shall be elected for two-year staggered terms at the annual membership meeting by a majority vote of those members present and voting.

SECTION 2 DUTIES OF THE BOARD OF DIRECTORS

- Transact the business of the Women's Council of Greater Baton Rouge
- Review operations;
- Manage resources effectively;
- Determine and monitor the organization's programs and services;
- Oversee future planning of the organization;
- Implement policies;

- Assure smooth operation of the organization between regular meetings of the Full Council.

SECTION 3 ELIGIBILITY

All board members must be Members in Good Standing of the organization.

SECTION 4 ATTENDANCE AT MEETINGS; REPLACEMENT

Board Members shall make every effort to attend all board meetings. Any Board Member who misses three (3) meetings is subject to being replaced.

SECTION 5 VACANCY

Vacancies on the Board of Directors (including any vacancy caused by failure to attend meetings as provided above) will be filled by the President with the approval of the Board of Directors.

SECTION 6 MEETINGS

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

SECTION 7 NOTICE

Notice of regular meetings of the Board of Directors shall be given to all Board Members at least 7 days prior to such meeting, unless a written waiver of such notice is received.

SECTION 8 QUORUM

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

SECTION 9 VOTING

All Board Members shall be entitled to one vote. In the event of a tie vote, the Immediate Past President shall cast the deciding vote.

SECTION 10 PROXIES

A proxy may be given by any Board Member to another Board Member, in writing or via email. Such proxy must be delivered to the presiding Secretary prior to the counting of any votes.

ARTICLE VIII

OFFICERS

SECTION 1 PERSONNEL AND DUTIES

The officers shall consist of a President, Vice President, Secretary, Treasurer and Historian who shall perform the normal duties associated with these offices.

Duties of the President:

- Provide leadership to the Council;
- Prepare Agenda for all meetings;
- Preside over meetings of the Full Council, Board of Directors and Executive Committee;
- Encourage the Board of Directors' role in strategic planning;
- Appoint the chairpersons of the committees (except the Nominating Committee) from among elected Board Members in consultation with the other members of the board;
- Serve as ex officio member of committees and attend their meetings when invited;
- Discuss issues confronting the organization with the Board of Directors;
- Help guide and mediate Board of Directors' actions with respect to organizational priorities and governance concerns;
- Evaluate annually the performance of the organization in achieving its mission.

Duties of the Vice President:

- Perform President's responsibilities when the President cannot be available;
- Work closely with the President and the Council members;
- 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.
- Ensure that speakers for Membership meetings are procured by the Program Committee.
- Serve as ex-officio member of committees and attend such meetings when President is unable to attend.

Duties of the Secretary:

- Record and maintain minutes of all proceedings;
- Maintain records of the Council and all committees, and ensure effective management of organization's records;
- Maintain official membership roll (unless this duty is assigned to another person) and attendance records of meetings;
- Ensure minutes are distributed to Members in Good Standing before each meeting, and are made available to all Members in Good Standing upon reasonable request;
- Ensure that all Members in Good Standing receive timely notice of all meetings;
- Notify officers, committee members and directors of their election or appointment;
- Sign all minutes or other necessary documents or acts as approved by the Board;

Duties of the Treasurer:

- Manage finances of the organization;
- Administer fiscal matters of the organization;
- Provide annual budget to the Council for Members in Good Standing's approval;
- Serve as Chair of Budget Committee;
- Send notice of annual dues, and ensure that payment of all Member dues is current.

Duties of the Historian:

- Organize the Women's Council Files and Historical Documents
- Preserve Women's Council History
- Research and compile Women's Council history

SECTION 2 ELIGIBILITY

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

SECTION 3 NOMINATION AND ELECTION

Officers shall be elected by majority vote at the annual meeting in January from a slate submitted by the Nominating Committee. Terms of office shall be one year and officers may succeed themselves. The operational year of the organization shall be from February of each year through January of the following year. Officers shall take office in February of each year and their terms shall expire at the end of the organization's operational year.

ARTICLE IX

COMMITTEES

SECTION 1 EXECUTIVE COMMITTEE

The Executive Committee shall include the President, Vice President, Secretary, Treasurer, Historian and Immediate Past President. The Immediate Past President shall serve as an advisor and cast the deciding vote in the event of a tie vote.

SECTION 2 STANDING COMMITTEES

There shall be the following standing committees:

- **Budget Committee-** (Chaired by the Treasurer) Prepares and submits to the membership at the Annual Meeting a proposed budget for the upcoming year.
- **Public Relations Committee-** Establishes marketing means to enhance and promote the Council's image within the community as well as publish and distribute the newsletter. Prepare and encourage publicity of Council events in local newspapers, broadcast media and other publications whenever possible. Investigate and develop philanthropy projects that are appropriate for Council participation and, with the Board of Directors' approval, coordinate these activities and promotions.
- **Membership Committee-** Increase the value of membership in WCGBR thereby attracting quality member organizations and individuals. Responsible for directing the activities associated with recruiting new members, retaining current members, as well as processing all changes in membership and maintaining membership records. Keep the Council roster up to date and complete. Distribute the Council roster to new members and coordinate council website maintenance, updates and information posting and archives as directed by the Board of Directors.
- **Programs Committee-** With prior notification and approval of the Board of Directors, plan programs for the year including speakers, facility arrangements, menus, decorations, etc.
- **Fundraising Committee-** Develop and carry out all fundraising projects of the Council to maintain sufficient funding for the general fund operating accounts. All projects shall be presented and approved by the Board of Directors and in favor of the membership.

SECTION 3 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, without limitation:

- **Nominating Committee** – Shall send out call for nominations to all members in good standing in November of each year. Shall meet prior to the Annual Meeting in

January to prepare a slate of proposed Officers and Directors. Shall present the slate of nominees at the Annual Meeting in January, and shall take any nominations from the floor.

- **Women’s Week Steering Committee** – Shall coordinate all activities and sub-committees related to Women’s Week, including speaker, luncheon, activities, publicity, sponsors and any other sub-committee deemed necessary.

SECTION 4 DUTIES OF THE COMMITTEE CHAIRS

- Set the tone of the committee work;
- Ensure that members have the information needed to do their jobs;
- Oversee the logistics of committee operations;
- Report to the President and the Board of Directors on the committee’s decisions/recommendations;
- Assign work to the Committee members, set the agenda and run the meetings, and ensure distribution of meeting minutes;
- Initiate and lead the committees’ annual evaluation.

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 voted on.

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.

Revisions:

1. January 12, 2008
2. April 12, 2007