



Northern Arizona Professional Women's Group By-Laws

ARTICLE I- NAME

The group shall be known as Northern Arizona Professional Women's Group, hereafter known as PWG.

ARTICLE II- PURPOSE

1. Mission Statement

"The Professional Women's Group is committed to igniting personal and professional growth through events focused on inspiring women through networking and education."

2. Vision Statement

"Supporting, Inspiring and Empowering Women to Action."

The purpose of this organization is to promote and enhance development and education of professional women in business by honoring outstanding women in the Northern Arizona, raising money for scholarships for aspiring and worthy women, and contributing excess income to local charities.

ARTICLE III- MEMBERSHIP & CLASSIFICATION

The Professional Women's Group does not have a formal membership. There are no dues. However there are expectations for the women who attend the luncheons.

1. All are expected to maintain a professional demeanor.
2. All are expected to treat each other with courtesy and respect.

ARTICLE IV- REVENUE

1. Revenues received from sponsors and other contributions help pay for the lunches, meeting room, organization expenses, scholarships and charity donations.
2. Types of Revenue
 - a. Voluntary contributions at the door.
 - b. 50/50 Raffle
 - c. Sponsorships
 - d. Special event fees
 - e. Scholarship funds
 - f. Income for charity programs

ARTICLE V- SPONSORSHIP

1. The benefits of Sponsorship are:
 - a. Sponsor's business mentioned in flyers.
 - b. Sponsor's business prominently displayed at the luncheon.
 - c. Sponsor's business thanked at the luncheon.
 - d. Advertising piece (brochure, promo item, card, etc.) in "Goodie" bags for all attendees at the luncheon.
 - e. Sponsor's business is featured on the PWG website with a link directly to the Sponsor's business website. This will remain in place until we announce our next luncheon. The sponsor's logo will appear on prominently displayed board/s.
 - f. Sponsor's logo will appear on prominently displayed board/s.
 - g. The Sponsor will be given the opportunity to promote his/her business at the event at the discretion of the board.
 - h. Limit of only one sponsor within each industry category.

2. Sponsorship fees shall be set by a simple majority vote of the PWG board of directors.
3. Sponsorship shall be a set, uniform fee.
4. Eligibility of sponsors is at the sole discretion of the PWG Board.
5. Sponsorships are on a first paid, first served basis and sponsors from prior month are given first right of refusal.
6. Those wishing to sponsor must register each time they wish to sponsor unless they have prepaid or committed to pay for the year.
7. If a sponsor represents more than one business, they must declare one business, or pay for separate sponsorships.
8. Sponsorships may not be shared between companies.
9. Sponsorship is only recognized upon receipt of payment.
10. In-kind sponsorships are accepted with documentation of what the in-kind services are.

ARTICLE VI- BOARD OF DIRECTORS / OFFICERS

Section 1: PWG shall be governed by the PWG Board. The board shall consist of eleven (11) or fewer members.

Section 2: The PWG Board shall consist of a Past President, President, Vice President, Secretary, Treasurer and such additional committee chairs as determined by the board.

Section 3: Each member of the PWG Board has one vote on issues required to be determined by vote.

Section 4: Voting may take place in person at a board meeting or via email. An email vote must receive a 100% in favor vote from each board member

for the motion to pass; otherwise, the vote must take place at a board meeting where motion discussion is possible.

Section 5: In the event of a PWG Board seat becoming vacant for any reason whatsoever, such vacancy shall be filled by action of the PWG Board, and such appointee shall serve for the duration of the term of the individual being replaced. Election shall be determined by a simple majority vote on the nominees brought forth by the PWG Board.

Section 6: Removal. Any PWG Board member may be removed from the PWG Board due to unsatisfactory service or non-performance of duty by a two-thirds vote of the remaining members of the PWG Board

Section 7: Each Board Member shall take an active role in the business of the Board and is expected to attend every meeting of the Board.

Section 8: The PWG Board shall have control and management of all PWG activities and determine all policies or adapt bylaws, and generally supervise the affairs of PWG.

Section 9: In the event of an even number of PWG Board members being present when a vote is required, the Past President shall abstain from voting.

Section 10: The PWG Board shall meet as needed. A majority of attendance shall indicate a quorum. The quorum consists of $\frac{1}{2}$ of the board members plus 1. Majority vote of those in attendance gives effect of any action to the Board.

Section 11: PWG Board Members shall respect the privacy and confidentiality of the event attendees. The contact information that the attendees provide shall be used only for PWG business. At no time shall any Board Member use this information to market his/her own business.

Section 12: Board duties shall be as follows:

Revised and approved by Board of Directors 12/05/2016

1. President

- a. The President shall serve as the executive officer of the PWG Board and preside at all meetings of the Board.
- b. The President shall create and send out agendas for each PWG Board meeting.
- c. The President shall be the principal representative of PWG at all functions where PWG is represented.
- d. The President shall perform the following tasks in relation to each luncheon:
 - i. Coordinate with the chosen facility for all aspects of set up for each luncheon.
 - ii. Address the attendees at each event or assign another board member to do so.

2. Vice-President

- a. The Vice-President shall fulfill the duties of the President whenever the President is unable to do so.
- b. The Vice-President shall perform duties that may be assigned by the President.

3. Secretary

- a. Take minutes order at each Board Meeting.
- b. Email said minutes to all board members within 7 days of the meeting.
- c. Create and send out the agenda for PWG Board meetings at the direction of the president.

3. Treasurer

- a. The Treasurer shall keep and maintain the finances of PWG.
- b. The Treasurer shall prepare and deliver a report of financial activity for each meeting of the Board.
- c. The Treasurer shall pay all bills and keep record of all transactions in the checking account.
- d. The Treasurer shall perform the following tasks in relation to each luncheon:
 - i. Make sure there is ample change for each luncheon

- ii. Count and deposit monies from each luncheon
- e. Create a detailed account of monies for each luncheon to be reported to the Board.
- 4. Past-President
 - a. The Past-President will act as consultant to the President and provide constructive support to the Board.
 - b. The Past-President shall be an ex officio (voting) member of the PWG Board.
- 5. Luncheon tasks performed by all on a rotation basis for each luncheon as assigned by the President:
 - a. Assist with Registration, Check In, Contributions, Door Prize and 50/50 Raffle ticket sales.
 - b. Act as host at the luncheons.
 - c. Set up prior to and clean up after the luncheons.

ARTICLE VII- COMMITTEES

The PWG Board shall determine the number and purpose of all special and standing committees necessary to the achievement of the objectives and purposes of PWG. Each committee shall report directly to the PWG Board for the period that the committee exists.

- 1. Issues that would require the approval of the board are
 - a. Expenditure of money
 - b. Decision on catering for an event
 - c. Issues that conflict with these by-laws
- 2. Every Committee shall have at least one current board member.

ARTICLE VIII – ELECTION PROCEDURE

Section 1: Succession of top officers shall be President to Past. All the other positions can be filled by Election.

Section 2: Election Process:

1. PWG Board shall meet in September to discuss nominations of officer(s) and explore the desires of existing board to fill those positions.
2. If there are any remaining office(s) that will be open for the coming year, a committee will be formed to make nominations.
 - a. This committee may contain members not on the board.
 - b. The Past President of the Board will chair this committee
3. Nominations shall be due back to the PWG Board by the beginning of December.
4. The PWG Board will meet in the first (1st) week of December to review nominations received and vote to fill the vacant office(s).
5. New Officers shall be inducted during the January meeting.

Section 3: There shall be no term limit to being on the PWG Board. Each Office shall have no Term Limits.

Section 4: To be eligible for office, a person must commit to at least one (1) year of service.

Section 5: In the case of a vacancy in the office of President, the Vice President shall succeed to that office until the current term expires. In the case of vacancies in any other office, volunteers will be solicited from the PWG Board first.

ARTICLE IX – BY-LAWS

The PWG Board shall have the power to make such by-laws as may seem expedient, but such by-laws shall be subject to repeal or amendment by any meeting of the PWG Board, where a quorum is present, by a three/fourths (3/4th) majority vote.

ARTICLE X – AMENDMENTS

These By-Laws may be amended at any regular or special meeting of the PWG Board, where a quorum is present, by a three-fourths (3/4th) majority vote.

ARTICLE XI – DISSOLUTION

After fulfillment of the requirements of the law on dissolution or after discontinuance of business and payment of debts, any surplus shall be transferred as a gift to a worthy charity or cause upon unanimous vote of the PWG Board.

ARTICLE XI – INDEMNIFICATION

The Northern Arizona Professional Women’s Group shall, to the full extent permitted by law, indemnify any Board Member against expenses including attorney’s fees, judgments, fines and amounts paid in settlement reasonable incurred in the defense of any action, suit or proceeding, civil or criminal, in which they are made a party by reason of being or having been a member of the Board, except in matters in which it is finally adjudged in such action, suit or proceeding that they are liable for negligence or willful misconduct in the performance of their corporate duties.

ARTICLE XII – HANDLING DISPUTES

The PWG Board has final determination on any dispute brought before the Board by any attendee of our luncheons.

Board members in dispute shall accept binding arbitration by the Past President, with no further recourse.