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# Clay County Women's Exchange

## By-Laws

(As Revised July 1996)

### ARTICLE I – NAME

The name of this organization shall be the *Clay County Women's Exchange*.

### ARTICLE II – PURPOSE

The purpose of this organization founded in 1987 is to provide women of diverse backgrounds the opportunity to meet and support each other through a network system in business and community involvement, and to support the general welfare of women in Clay County.

The Clay County Women's Exchange encourages women-owned businesses; fosters support for women in corporate management; encourages civic involvement; strives to develop camaraderie between members; is concerned with the quality of education and government; and encourages and supports women who are active in local, state and national government.

### ARTICLE III – MEMBERSHIP

#### Section 1. Qualifications

To become a member, a woman will:

- a. live, work or be doing business in Clay County,
- b. pay annual dues in a timely manner.

#### Section 2. Membership Classifications

- a. Active – any woman who lives, works or is doing business in Clay County whose dues are currently paid. Active memberships are not transferrable.
- b. Associate – women who do not or who no longer live or work in Clay County but who desire to affiliate with the organization.

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#### Section 3. Dues

- a. Annual dues are due January 1 and delinquent February 1. Unless a membership drive is in progress, new members joining on or after September 1 shall pay pro-rated annual dues. Potential members are allowed three visits.
- b. Dues are not refundable. Inactive members retain the privilege of remaining in the directory for the year and will continue to receive the newsletter for the year.

#### Section 4. Privileges of Membership

The privileges of voting and of serving on the board are granted to all active members whose dues are current. The privilege of the floor is extended to all members.

#### Section 5. Termination of Membership

The Board of Directors may terminate any membership for cause at any time by a two-thirds majority vote; and shall have full discretionary powers in doing so.

### ARTICLE IV – OFFICERS

#### Section 1. Personnel

The officers shall be President, Vice-President, Secretary and Treasurer. The officers shall compose the Executive Committee.

#### Section 2. Nomination

The Board of Directors shall appoint a nominating committee at the September meeting. This committee will consist of three members who shall prepare a slate of officers to be presented to the membership at the November general meeting. No member of the nominating committee shall be allowed to nominate themselves as a potential candidate. Nominations from the floor may be made with the consent of the nominee, at the November general meeting prior to election.

#### Section 3. Election

The officers shall be elected for a term of one

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year and allowed to run for a second consecutive term. No officer may serve more than 2 consecutive terms. A majority of the voting members shall elect the officers by silent ballot at the November general meeting. The officers shall assume office at the January meeting, following installation.

**Section 4. Duties and Powers**

- a. **President** – the President shall be the executive officer of the organization and shall preside at all meetings of the organization, of the Board of Directors and of the Executive Committee. She shall perform such other duties as usually pertain to that office, and shall be an ex-officio member of all other committees except Awards and Nominating.
- b. **Vice-President** – The Vice-President shall assist the President and assume the duties of the President in the absence of the President. She shall chair the By-Laws Committee.
- c. **Secretary** – The Secretary shall keep the minutes of the meetings of the organization, of the Board of Directors and of the Executive Committee. She shall have custody of the by-laws, records and general archives of the organization, except as they be expressly placed in the charge of others by the Board of Directors. She shall prepare the correspondence as directed by the President.
- d. **Treasurer** – the Treasurer shall be custodian of the funds. She shall receive all dues and shall pay bills authorized by the Board of Directors or the organization.

The Treasurer shall have the authority to withdraw funds from any depository upon signed check or withdrawal paper for the organization. She must account for any withdrawal made by other such persons as the Board of Directors may designate with the authority to withdraw such funds. (Specifically, the President and the Vice-President whose names will be included on

the bank signature card.)

The Treasurer shall make the books and accounts of the organization available to a committee of three persons selected by the Board of Directors, for an audit at the end of the fiscal year and at any other time upon the request of the Board of Directors.

**Section 5. Vacancies**

Vacancies may be filled by a majority vote of the Board of Directors.

**ARTICLE V – BOARD OF DIRECTORS**

**Section 1. Members**

The Board of Directors shall consist of the officers and the committee chairmen. The immediate past President and the two Founders shall serve as advisors ex-officio without vote.

**Section 2. Vacancies**

Vacancies may be filled by a majority vote of the Board of Directors.

**Section 3. Authority**

The board shall have general charge and control of the affairs and properties of this organization, shall approve policies and major undertakings of this organization, shall have full discretion in the termination of any officer with cause; shall have the power to appoint and remove committee chairs and prescribe their duties, and shall have power to enter into, release from or terminate legal and financial agreements of the organization.

**ARTICLE VI – COMMITTEES**

**Section 1. Standing Committees**

In addition to the Executive Committee, there shall be the following standing committees:

- a. **Membership** – works closely with the Treasurer to maintain current membership list. Responsible for gathering luncheon reservations and confirming such with restaurant. Along with the

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Treasurer, greets members and guests at meetings, helping collect money not previously mailed.

- b. **Hospitality** – committee member(s) are responsible for guest and member name tags, drawing names for prizes and maintaining list of members wishing to showcase their business.
- c. **Program** – solicits and arranges for monthly speakers at monthly luncheons.
- d. **Directory** – works with membership chairman to provide members with annual directory and updated information.
- e. **Profile Writer** – conducts interviews and writes member profiles for the monthly newsletter.
- f. **Awards** – conducts vote for Woman of the Year and other awards.
- g. **Public Relations** – places Clay County Women’s Exchange notices in community publications in a timely manner. Publicizes special events within the group and to the public.

### **Section 2. Additional Committees**

Additional committees may be appointed by the President with the approval of the Board of Directors. These include Nominating (see Article IV, Section 2.), Auditing (Article IV, Section 4. d), and may include Networking, Holiday Party and other committees as needed. All committee chairs communicate with the Board of Directors.

## **ARTICLE VII – MEETINGS**

### **Section 1. Regular and Annual Meetings**

Regular membership meetings shall be held on the second Tuesday of every month. The January meeting shall be the Annual Meeting. The Board of Directors shall meet once a month.

### **Section 2. Quorum**

Twenty percent of the active membership shall constitute a quorum at a membership meeting;

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a majority shall constitute a quorum at a board meeting; three officers shall constitute a quorum at an executive meeting for the approval of any transaction of business.

### **Section 3. Voting**

A simple majority of those active members in attendance at a meeting shall prevail.

## **ARTICLE VIII – AMENDMENTS BY-LAWS**

These by-laws may be repealed, altered or amended by a two-thirds vote of active members in attendance at the meeting, provided any alteration or proposed change shall first have been submitted to the Board of Directors and approved by a majority vote thereof.

Following approval by the board, the recording secretary shall notify in writing all active members of such proposed alterations and changes at least one month prior to voting by the membership.

Upon their adoption, all such by-laws supersede any conflicting former by-laws.

## **ARTICLE IX – PARLIAMENTARY AUTHORITY**

Robert’s Rules of Order, Newly Revised, shall govern this organization in all matters not provided by these by-laws.