

BYLAWS
OF
WOMEN’S EXECUTIVE CLUB, INC.

ARTICLE I.

NAME AND PURPOSE

Section 1.01 Name of this organization shall be “Women’s Executive Club, Inc.,” hereafter referred to as WEC.

Section 1.02 Purpose of WEC is to give executives the opportunity of fellowship with their peers in diverse fields; to promote the image of the woman executive; to further the interrelationship of such executives, and to promote the general welfare of their business and professional community. Members are encouraged to utilize one another’s services when applicable.

ARTICLE II.

MEMBERSHIP

Section 2.01 Qualification of members: each member must be a female executive of good character and reputation in conformity with the image of the ethical businesswoman.

Female executive is defined to mean:

- a. Owner or co-owner of a full-time business and responsible for the activities of at least one other person; or has been in this business at least two years.
- b. Professional, such as doctor, dentist, attorney, or accountant, by way of example but not necessarily limited to these categories.
- c. Manager of a business at an executive level, including military officers ranked level 3 and above.
- d. Independent agent/contractor at a managerial level.
- e. Retiree who has worked in their previous industry for over ten (10) years would qualify under this Article based upon their past employment history. (This category of membership will be limited to five (5) members).

Section 2.02 Membership classifications:

Active Member – member meets qualifications under Section 1 of this Article, meets all attendance requirements, and has paid all assessments. This member shall be entitled to full voting rights in WEC.

Sustaining Member - member who can no longer meet the attendance requirements due to relocation of job outside of the Tri-County Area (Miami Dade, Broward, and Palm Beach County), or due to a serious illness or personal tragedy, may become a sustaining member upon approval by the Board if they have been an active participant in WEC for at least three years.

Applications should be made in writing to the Vice President Membership and will be presented for approval by the Board of Directors. Sustaining membership will be granted for a period of one year and then reviewed annually. Sustaining members shall pay 50% of the yearly dues and may attend any functions on a “pay as you go” basis. Sustaining members are not entitled to vote.

Retired Member - A member who has been an active participant in WEC for two (2) years prior to retiring may continue their membership. Their seat and their respective business category will be vacated for new membership.

- Section 2.03 Procedures for admission: each applicant shall within a six-month period:
- a. Sponsored by a WEC member.
 - b. Attend two luncheons. A paying guest may attend no more than three luncheons per year without applying for membership.
 - c. Submit an application, non-refundable application fee, and resume (optional).
 - d. Make herself available to be personally interviewed.
 - e. Comply with other reasonable procedures set forth by the Board.
 - f. Former WEC members may be re-admitted upon submission of a completed application, including non-refundable application fee, so long as the category for which she is applying is not full.

- Section 2.04 Approval by the Board:
- a. Approval of the applicant shall be by majority vote by the members of the Board.
 - b. In order for membership to become effective, applicants must pay annual dues and other fees payable as determined by the Board.

Section 2.05 Limitation on Member of Same or Similar Business: There shall be no more than five (5) members, or 10% of the total membership, whichever is greater in the same or similar business at any time. However, if a current member with active standing changes her status, and there are already five members in the same or similar business, such limitations shall not apply to her.

Section 2.06 Termination of Membership:

Delinquency - Membership of any person who fails to pay dues, other proper charges, or bills within 45 days after billing shall be subject to termination by a majority vote of the Board.

Resignation - Member may resign by statement in writing to the President or Vice President of Corporate Records, which shall be accepted by the Board at the first monthly meeting of the Board thereafter and shall become effective as of the date of acceptance.

Attendance - Members must attend five club-sponsored functions each year to include monthly luncheons, Cannon Circles, social and fundraisers in order to sustain membership. The Board reserves the right to terminate membership for non-participation. A member may not send a guest in her place for her paid luncheon.

Board Termination for Cause - Upon the request of any two members of WEC, the Board shall, at its next regular meeting, consider whether there is sufficient basis to have a member's membership terminated for cause (such member being referred to as "the Member"). If the Board so determines by an affirmative vote, the Board shall request the appearance of the Member at a special meeting of the Board to advise the member of the basis for such appearance.

The special meeting of the Board shall be a closed meeting attended by only the following:

- Members of the Board
- Member
- Such counsel and/or witnesses as chosen by Member or the Board

A majority affirmative vote of the Board is required to terminate the Member's membership.

The basis for termination for cause shall include improper and unethical behavior, or any other basis deemed reasonable by the Board. It is the intent of these Bylaws that the procedures to be followed with respect to such termination strike an appropriate balance between protecting the rights and privacy of the Member and protecting the rights and reputation of WEC.

Effect of Termination - Termination of membership shall not relieve any member of her obligation to pay any dues or charges accrued and unpaid and shall not entitle any member to a refund of any or all the dues which she has previously paid to WEC.

Reinstatement - Any person who has resigned or terminated their membership within the previous three (3) years (except as provided in Section 2.03(f)), will be exempt from paying the new member application fee. The rejoining member will pay full regular dues if she rejoins before January, and half dues after January. Members rejoining the club after an absence of 3 years or more will apply as a new member, unless the WEC Board votes otherwise. Members can reinstate their membership once every three (3) years.

Member Reinstatement in the Current Year - Any person who resigns their membership at time of renewal in the current membership year cannot reinstate the following January with discounted dues as noted above.

ARTICLE III.

OFFICERS and BOARD MEMBERS

- Section 3.01 **Officers:** There shall be a President, President-Elect, and Immediate Past-President. There shall also be Vice Presidents for Corporate Records, VP of Finance, VP of Membership, VP of Community Involvement, VP of Internal Involvement and Events.
- Section 3.02 **President:** The President shall be the chief executive officer of WEC, shall preside at all meetings of the Board and of the members; shall be an *ex-officio* member of all committees; shall have general and active management and control of WEC's affairs subject to the control of the Board; and shall see that all orders and resolution of the Board are carried into effect.
- Section 3.03 **President-Elect:** The President-Elect shall attend all meetings of the Board and of the Members; shall sit on the Budget Committee and shall in general prepare for her term of office which shall commence at the annual meeting immediately following the meeting at which she was installed as President-Elect. Fundraising Committee reports to the President-Elect. In addition, she will fill one of the other Vice-Presidency positions while serving as President-Elect. By default, that position shall be Vice-President of Events. The President-Elect has the option of choosing one of the other Board positions that aligns with her interests, in which case, another member will be elected Vice-President Events. The number of Board members remains the same.
- Section 3.04 **Immediate Past-President:** The Immediate Past-President shall serve as a member of the Board and shall perform the duties of President and exercise the powers of the President in the absence or disability of the President. She shall retain her signing capability on the accounts for her term in office. She chairs the Nominating Committee and arranges the Cannon Circles and Business Showcases. She shall also be responsible for active membership retention.
- Section 3.05 **Vice President-Membership:** The Vice President for Membership shall keep all applicant and membership records and be responsible for membership development through technology (social media, membership drives, email). She is additionally responsible for ensuring the club directory remains updated as well as the Ambassador Committee.
- Section 3.06 **Vice President-Corporate Records:** The Vice President of Corporate Records shall take and record minutes of all meetings of the Board including all votes taken. She shall handle all correspondence for WEC at the direction of the Board and is responsible for the Bylaws Committee and the job of Historian.

- Section 3.07 **Vice President-Finance:** The Vice President for Finance shall have care and responsibility for all WEC funds; shall keep full and accurate records of receipts and disbursements; shall bill members for membership dues and shall report the financial condition of WEC monthly to the Board and annually to the membership. She is also responsible for the Investment Committee.
- Section 3.08 **Vice President-Internal Involvement:** This Vice President is responsible for the Programs Committee and the Greetings Committee.
- Section 3.09 **Vice President-Community Involvement:** The Vice President for Community Involvement shall be responsible for community outreach programs such as the Women Empowering Women (WEW) scholarship program, and any other programs the club may choose, including partnerships with outside organizations. She is also responsible for public relations.
- Section 3.10 **Vice President-Communications:** This position is responsible for the website, newsletters, announcements, social media and maintaining the membership website along with the VP of Membership.
- Section 3.11 **Committee Chairs:** Members not on the Board may serve as Committee Chairs and report to the appropriate Vice President. VPs will oversee committee activity and report to the Board. Committee Chairs may attend Board meetings whenever desired and/or appropriate.
- Section 3.12 **Compensation:** Officers shall not receive compensation for their services.
- Section 3.13 **Resignation:** Any officer may resign at any time by statement in writing to the Board which resignation shall take effect at the time specified therein, or if no time is specified, then at the time of its receipt by the Board.
- Section 3.14 **Termination:** Any officer's term may be terminated for absence from more than three (3) meetings of the Board. Furthermore, any officer may be removed for cause by the affirmative vote of a majority of the members of WEC entitled to vote.
- Section 3.15 **Vacancies:** If an office becomes vacant for any reason, the Board shall appoint a replacement. Any officer so appointed shall serve for the remainder of her predecessor's term.
- Section 3.16 **Assistant Vice Presidents:** Each VP listed above shall choose one member to serve as an Assistant VP. Such Assistant VP will not have board voting rights and will not be required to attend board meetings, unless specifically invited. Such member shall be ready to serve as VP should the current VP become incapacitated, resigns, or is terminated by the Board. The Board will vote to approve the appointment of the Assistant VP.

ARTICLE IV.

BOARD OF DIRECTORS

Section 4.01 Number, Term, and Election:

Number: The Board of Directors shall consist of all officers and special board member(s). Additionally, a non-voting member of long-standing shall serve on the Board to assist with institutional memory.

Term: All Board members shall take office immediately following the June annual meeting.

Election Procedures:

- a. **Nominating Committee** - The nominating committee shall be chaired by the Past-President and shall consist of the Past-President, President, President-Elect and two active WEC members to be appointed by the President. Suggestions for nominations may be sent to this committee by any voting member.
- b. Nominating committee shall meet no later than February to finalize the slate and present the incoming slate to the membership at the monthly meeting immediately after the committee meeting, publish on the website and include in a President's Message to membership, with the vote taken in the spring at the April or May membership luncheon (date chosen by the board). Installation shall be at the annual membership luncheon in June. Absentee ballots will be allowed only for those members who will be unable to membership luncheon when the vote will be taken. A ballot must be requested from the chairman of the nominating committee and returned to her prior to the meeting at which the election is held. Absentee ballots must be requested fourteen (14) days prior to the vote. Any requests less than fourteen (14) days prior will be denied. A ballot will be provided, via email, the morning of the vote and must be returned by 5pm EST the same day.
- c. All board members, except the Immediate Past-President and the President, shall be elected by a plurality vote.
- d. To be eligible to run for the office of President-Elect, a candidate must have served on the Board for at least one year within the past five (5) years.
- e. Board members may serve no more than four (4) consecutive years unless serving as President-Elect, President, or Past President. Members may serve more than four (4) years with the approval of membership. Such approval must be attained yearly. Board members will be eligible to serve as an officer or member after a minimum of one (1) year absence.
- f. The nominating committee may nominate the current WEC President to serve an additional consecutive term and she may serve no more than two (2) years. If the current President agrees to serve an additional term, this will also apply to the Past President and President-Elect and neither may serve no more than two (2) years in their current position.

Section 4.02 **Meetings:**

Regular Meetings - regular meetings of the directors shall be held at least once each month at such time and place as shall be determined by the Board.

Special Meetings – special meetings of the Board may be called by the President or Vice President of Corporate Records, or the written request of any two directors on at least five days’ notice to each director.

Quorum - the presence of a majority of all members of the Board shall constitute a quorum at all Board meetings. In the event less than a quorum is present, the meeting may continue. However, any action taken must be ratified by the Board at the next regular meeting.

Voting - a majority vote shall be necessary to constitute the valid action of the Board, except where otherwise specified in these Bylaws.

Section 4.03 Management of WEC shall be vested in the Board which may exercise all powers to carry out that purpose.

ARTICLE V.

AMENDMENTS TO BYLAWS

Section 5.01 Amendments to these Bylaws may be proposed by any member in good standing.

Section 5.02 The Bylaws Committee shall act in an advisory capacity to the Board concerning proposed Bylaws.

Section 5.03 Adoption of proposed Bylaws shall be by a two-thirds vote of the members voting at either mid-year, on the date of the Bylaws Committee’s choosing, or at the annual meeting.

ARTICLE VI.

MISCELLANEOUS

Section 6.01 **Fiscal Year** - The fiscal year of the corporation for membership shall commence on the first day of July each year. Tax returns are filed on an annual basis with a December year end.

Section 6.02 **Checks** - All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of WEC shall be signed by two officers, as determined by the Board if \$5,000 or higher. Any payments issued for less than \$5,000 shall require one signature.

Section 6.03 **Budget** - A budget for the ensuing year shall be submitted by the Board of Directors at the annual meeting for adoption by the members:

- a. The proposed budget shall be presented to all members at the Spring membership luncheon when the Board slate will be voted on. Budget will be presented prior to the vote.
- b. A budget committee may be appointed by the Board of Directors at least two months prior to the annual meeting to prepare a budget for the ensuing year.

Section 6.04 **Notice and Waiver of Notice** - any notice required to be given under these Bylaws shall be deemed sufficient when emailed to the person entitled thereto at the email address as it appears on the records of WEC, and such notice shall be deemed given on the day of such emailing. Members not entitled to vote shall not be entitled to receive notice. Whenever notice is required to be given under these Bylaws, a waiver thereof in writing, signed by the persons entitled to said notice shall be deemed equivalent thereto.

Section 6.05 **Binding Contracts** - all contracts that bind the organization must be signed by the president, and if unavailable, the immediate past president or president-elect.

ARTICLE VII.

MEETINGS OF MEMBERS

Section 7.01 **Regular Meetings:** Notice of regular meetings shall be made in email and on the website.

Section 7.02 **Annual Meetings:** An annual meeting shall be held during the month of June, the exact date, time and place to be determined by the Board. The annual meeting shall:

- a. Adopt a budget and vote on changes in Bylaws (if any).
- b. Transact such other business as may properly come before it which has been slated in the notice of meeting.

Section 7.03 **Special Meetings:** Written notice, stating the place, date and time of the meeting, and the general nature of the business to be considered, shall be given to each member entitled to vote at her address as it appears on the records of the meeting. No business other than that stated in the notice shall be transacted at any meeting without the unanimous consent of all members entitled to vote thereof.

Section 7.04 **Quorum:** Except as otherwise required by law, by the Certificate of Incorporation of WEC or by these Bylaws, a majority of the members of WEC entitled to vote shall constitute a quorum at all meetings of the members.

Section 7.05 Voting:

Each member is entitled to vote in accordance with the terms of the Certificate of Incorporation of WEC and in accordance with the provisions of these Bylaws shall be entitled to one vote.

The affirmative vote of the majority of the members at a meeting shall be necessary to constitute the valid action of WEC unless otherwise provided by the Certificate of Incorporation of WEC, these Bylaws, or the Laws of the State of Florida.

These Bylaws were approved by membership at the monthly member meeting May 15, 2024 and ratified by the Board of Directors.