



WOVI, Incorporated
Women of Visionary Influence
Women: Leading... Educating... Mentoring
WOVI Chapter
By-laws

Article 1: Name and Purpose

Section 1: Name

The name of the organization shall be WOVI _____ Chapter of WOVI, Inc., duly chartered by WOVI, Inc. and granted the privilege of operating under the authority of WOVI, Inc. so long as this Chapter abides by and in accordance with these By-Laws and the By-laws of the parent organization.

Section 2: Purpose

WOVI, Inc. is organized exclusively for charitable and educational purposes, as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code. Specifically, WOVI, Inc. seeks to educate, inform, enhance, enrich, and inspire women through mentoring and leadership development.

Article 2: Membership

Section 1: General

General members shall consist of those persons having applied, been approved by the membership committee, and paid current semi-annual dues of \$50, which shall include a portion payable to the parent organization, WOVI, Inc.

Section 2: Governing Members

The Board of Directors (also called officers) shall be made up of elected members of the Executive Committee and duly elected directors.

Section 3: General Meetings

The Board of Directors shall establish the dates for regularly scheduled meetings of the organization. Meetings will be used to further the purpose of WOVI, Inc. by means of programs, discussion groups, speakers and other appropriate methods.

Article 3: Annual Meeting

Section 1: Date

The Annual Meeting shall be in September.

Section 2: Special Meetings

Special meetings of the Board of Directors may be called by the President or a quorum of the Board of Directors. Notice of each special meeting shall be given to each board member, not less than five days prior to the day of the meeting.

Article 4: Board of Directors and Executive Committee

Section 1: Board of Directors

The Board of Directors shall include the Executive Committee and duly elected directors. The board shall consist of up to fifteen and not fewer than five members.

Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all powers and authority in the intervals between meetings as delegated, directed, and controlled by the Board of Directors. Board members receive no compensation other than reasonable expenses.

Section 2: Board Meetings

The Board of Directors shall meet at least once a month, at an agreed upon time and place. Five days prior notice is required.

Section 3: Election

Election of the board of directors, or election of board members to a consecutive term, will occur as the first item of business at the annual meeting of the organization. Board members will be elected by a majority vote of the general membership present at the annual meeting.

Section 4: Term and Limits

Members of the Board of Directors shall serve one-year terms and are eligible for re-election. Term limits shall be two terms.

Section 5: Executive Committee

The Executive Committee is responsible for overall policy and direction of the organization and delegates responsibility for day-to-day operations to the Board of Directors. The Executive Committee shall consist of President, First Vice President, Second Vice President, Vice President Administration, and Vice President Finance. Their duties are as follows:

- a. The President shall convene and preside at regularly scheduled board meetings and general meetings, or in her absence, arrange for other officers to preside, in the following order: First Vice President, Second Vice President, Vice President Administration, or Vice President Finance.
- b. The Vice-Presidents shall oversee committees as designated by the President and will perform duties as deemed necessary or requested by the President.
- c. The Vice President Administration shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that organization records are maintained.
- d. The Vice President Finance shall make a report at each board meeting. The Vice President Finance shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 6: Vacancy

Resignation from the Board of Directors shall be in writing and received by the Vice President Administration. Upon notice of a vacancy on the Board of Directors, the president shall appoint a replacement to complete the term of office, with a majority approval by the board.

Vacancies will be filled only to the end of the current term. An officer serving more than one-half of a term is considered as serving for one full-term.

An officer may be dropped for excessive absences (more than three in one year) or for other reasons, by a majority vote of the Board of Directors.

Section 7: Committees

The Board of Directors shall create such Vice President positions as deemed necessary or appropriate to carry out the functions of the organization.

Section 8: Quorum

A quorum, representing a majority of the members of the Board of Directors, is required before business can be transacted or motions made or passed at any executive meeting.

Article 5: Finances

Section 1: Finance Committee

The Finance Committee is responsible for developing and reviewing fiscal procedures and the annual budget. The Vice President Finance is director for the Finance Committee, which shall include at least three other board members.

Section 2: Budget and Fiscal Year

The Board of Directors must approve the budget and all expenditures within the budget. The board must approve any changes to the budget.

The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board at the annual meeting and shall consist of all income and expenditures. The financial records of the organization are public information and shall be made available to the Board of Directors, general members, and the public.

Section 3: Dissolution

In the event it becomes necessary to dissolve the organization, the Board of Directors shall send advance notice of at least five days to all general members of a meeting for the purpose of voting to dissolve the organization. The resolution shall be decided by a two-thirds vote.

Upon payment of all outstanding debts and obligations, the remaining assets shall be distributed to one or more exempt organizations under Section 501 (c) (3) and according to Article 1396-6.01-6.06 of the Texas Non-Profit Corporation Act.

Article 6: Amendments and Miscellaneous Rules

Section 1: Amendments

These bylaws may be amended when necessary by WOVI Inc. Proposed amendments may be submitted to WOVI, Inc. by the Chapter Presidents.

Section 2: Removal of Members

A member may be dropped for excessive absences (more than three in one year), failure to pay dues, or for other reasons, by a majority vote of the membership committee.

Section 3: Rules of Order

The *Robert's Rules of Order* shall govern the organization in all cases in which they are applicable and in which they are not inconsistent with these bylaws.