

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 operates 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 dues, which shall include a portion payable to the parent organization, WOVI, Inc.

Section 2: Student Members

Student members must be currently attending a college, university, or other educational institution, and meet the above requirements, except that they shall pay only the parent organization, WOVI, Inc., portion of the dues.

Section 3: Governing Members

The Leadership Team (also called officers) shall be made up of elected members of the Executive Committee and duly elected officers.

Section 4: General Meetings

The Leadership Team shall establish the dates for regularly scheduled meetings of the chapter. 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 and Special Meetings

Section 1: Date

The Annual Meeting shall be in September.

Section 2: Special Meetings

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

Article 4: Leadership Team and Executive Committee

Section 1: Leadership Team

The Leadership Team shall include the Executive Committee and duly elected officers. The Leadership Team 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 Leadership Team. Officers (or Leadership Team members) receive no compensation other than reasonable expenses.

Section 2: Leadership Team Meetings

The Leadership Team shall meet at least once a month, at an agreed upon time and place. Five (5) days' prior notice is required.

Section 3: Election

Election of the Leadership Team, or election of officers to a consecutive term, will occur as the first item of business at the annual meeting of the organization. Officers will be elected by a majority vote of the general membership present at the annual meeting.

Section 4: Term and Limits

Members of the Leadership Team shall serve one-year terms in a particular position and are eligible for re-election. Term limits for each position shall be two (2) terms. Terms of office will run from October 1 through September 30.

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 Leadership Team. 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 leadership team 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 Leadership Team actions, including overseeing the taking of minutes at all Team meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each officer, and assuring that organization records are maintained.
- d. The Vice President Finance shall make a report at each leadership team 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 Leadership Team members and the public.

Section 6: Vacancy

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

Vacancies will be filled only to the end of the current term. An officer serving more than one-half (1/2) of a term is considered as serving for one (1) 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 Leadership Team.

Section 7: Committees

The Leadership Team 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 Leadership Team, 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 leads the Finance Committee, which shall include at least three (3) other leadership team members.

Section 2: Budget and Fiscal Year

The Leadership Team must approve the budget and all expenditures within the budget. The officers must approve any changes to the budget.

The fiscal year shall be the calendar year. Annual reports are required to be submitted to the officers 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 Leadership Team, general members, and the public.

Section 3: Dissolution

In the event it becomes necessary to dissolve the organization, the Leadership Team shall send advance notice of at least five (5) 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 (2/3) vote.

Upon payment of all outstanding debts and obligations, the remaining funds shall be forwarded by check or bank draft to WOVI, Inc.

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 (3) in one (1) 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.