

Article I
Name

Section 1. Name. The name of the organization shall be Women Officials Network Foundation, doing business as the Women Officials Network, hereinafter referred to as WON. It shall be a non-stock, non-partisan and non-profit organization.

Article II
Purpose

Section 1. Purpose. The purpose shall be to promote and support women as leaders in the public sector. It will

- provide opportunities to become informed about, develop interest in, and discuss current issues of interest to women;
- develop citizenship, leadership, networking, and personal skills;
- mentor new or aspiring officer holders and appointed officials; and
- empower leaders of today and mentor leaders of tomorrow.

Section 2. Exempt Organization. WON is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Article III
Membership

Section 1. Membership. Membership shall be open to any person who supports the purposes of WON without regard to sex, age, race, creed, color, national origin, sexual orientation or political affiliation. Members shall pay annual dues in an amount fixed by the Board of Directors in April of each year for the coming fiscal year - July through June. Dues-paying members shall have the right to vote and hold office.

Article IV
Board of Directors

Section 1. Powers. WON will be governed by a Board of Directors. The Board shall exercise all of the powers that may be exercised or performed by WON under the statutes of the State of Michigan, the Articles of Incorporation and WON bylaws.

Section 2. Number and Election. At the annual meeting the Board of Directors of the organization shall be selected by a vote of the membership. The Board will consist of

fifteen (15) members: nine (9) directors and six (6) officers. All WON members are eligible to serve in any position on the WON Board.

Section 3. Terms of Office.

A. Terms of office shall be for two (2) years. Four directors shall be elected in even numbered years and five directors shall be elected in odd numbered years.

B. An officer or director may serve three consecutive terms and shall be entitled to serve again after a two year period has elapsed.

Section 4. Resignation, Removal and Suspension. A director may be removed by the Board with or without cause. A director may resign by written notice to WON. The resignation is effective upon its receipt by WON or at a subsequent time specified in the notice of resignation. Three consecutive unexcused absences by a Board member from Board meetings shall be deemed a resignation. To be excused, the member shall have contacted the President or Administrator in advance of the meeting.

Section 5. Vacancies. Any vacancy, other than the presidency, occurring on the Board of Directors by reason of the resignation, death, or disqualification of an officer or elected director may be filled until the next annual meeting from a list of names submitted by the Leadership Committee. Approval shall be by a majority vote of the remaining members of the Board.

Section 6. Regular Meetings. The Board will be required to meet at least four times during each fiscal year. Except as provided by the Michigan Nonprofit Corporation Act, written notice of time, place and purpose of the meeting shall be given not less than 10 days before the date of the meeting.

Section 7. Quorum. A quorum at a meeting of the Board for the transaction of business is a majority of the directors.

Section 8. Required Vote. Each member of the Board of Directors is entitled to one vote. A vote may be cast by written ballot or by a show of hands. The vote of the majority of the members present at a meeting at which a quorum is present constitutes the action of the Board.

Section 9. Special Meetings. Special meetings of the Board may be called by the president of the Board or shall be called by the secretary on the written request of not less than two (2) Directors.

Section 10. Consent of Board Members without Board Meeting. Action required or permitted to be taken at a meeting of the Board may be taken without a meeting, if before or after the action, all members of the Board consent in writing. The written

consents shall be filed with the minutes of the proceedings of the Board. The consent has the same effect for all purposes as a vote of the Board.

Section 11. Meeting by Conference Telephone. A member may participate in a meeting by a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants.

Section 12. Voting Between Meetings. Between meetings of the Board of Directors, a vote may be taken at the request of the president or shall be taken at the written or electronic request of five members of the Board of Directors. Voting on all matters may be conducted by mail, telephone, electronic mail, or by any other means of electronic or telephone transmission. A unanimous vote of all members is required and the vote shall be counted and have the same effect as if cast at a meeting. When voting by mail the voting shall close 14 days after the date the question is submitted. Votes shall be returned to the Board Secretary. A complete record shall be kept of all votes taken between meetings and a report shall be made at the next meeting.

Article V Officers

Section 1. Number and Election. At the annual meeting in even numbered years the officers of the organization shall be selected by a vote of the membership for terms of two years or until their successors take office. They shall consist of a President, a Vice President for Program, a Vice President for Development, a Vice President for Leadership, a Secretary, and a Treasurer.

Section 2. Duties. The officers shall perform the duties normally associated with their offices and shall perform such additional duties as are determined by the Board.

Section 3. President. The President shall be the chief executive officer of WON and, subject to the direction and under the supervision of the Board, shall have general charge of the business, affairs and property of WON and control over its officers, agents and employees. The President shall preside at all meetings of the Board and the membership.

Section 4. Vice President for Program. The Vice President for Program shall chair the Program Committee and be responsible for planning the quarterly networking breakfast meetings and other networking events and shall chair the Training Subcommittee to provide training opportunities for women in the public arena. If the President is unable to preside, the Vice President for Program shall preside, and if that Vice President is

unable to preside, those present shall select a person to preside. During any period of absence or disability of the President, the Vice President for Program shall perform the duties and exercise the powers of the President. Should the office of the President become vacant, the Vice President for Program shall serve as President until the Board selects a new President to fill the vacancy.

Section 5. Vice President for Development. The Vice President for Development shall chair the Development Committee and shall chair the WONder Woman Banquet Subcommittee and shall lead any other fund-raising and development activities of WON.

Section 6. Vice President for Leadership. The Vice President for Leadership shall chair the Leadership Committee which shall be responsible for membership recruitment, engagement and retention and the nominations process for the Board of Directors and Leadership Committee members.

Section 7. Secretary. The Secretary shall be responsible for keeping the minutes and other records of the organization.

Section 8. Treasurer. The Treasurer shall chair the Finance Committee which shall manage and oversee all funds pursuant to policies adopted by the Board as provided in Article VIII, shall make a report at each Board meeting, and shall prepare an annual budget for presentation to the membership at the annual meeting.

Article VI
Meetings

Section 1. Regular Meetings. At least three meetings of the membership shall be held annually.

Section 2. Special Meetings. Special meetings can be called by the President or upon written request of five members.

Section 3. Annual Meeting. The final regular meeting of the fiscal year shall be designated as the annual meeting. The annual meeting shall transact such business as may properly come before it, including, but not limited to, in appropriate years the election of WON officers, members of the board of directors, and Leadership Committee members, amendments to the bylaws, and the adoption of the annual budget.

Section 4. Quorum. Twenty (20%) of the members of WON shall constitute a quorum at any membership meeting.

Section 5. Notice. Written notice of the annual meeting shall be sent electronically to each member at such address as the member designates to receive notices at least thirty (30) days prior to the meeting. Special meetings shall be noticed electronically ten (10) days prior to the meeting. All subjects to be considered at a special meeting shall be stated in the call to the meeting and no other business shall be transacted.

Article VII
Committees

Section 1. Executive Committee. The Executive Committee shall consist of the Officers of WON. The Executive Committee will meet at the discretion of the President and shall have general supervision of the affairs of WON between its business meetings and be responsible for acting on WON's business when necessary.

Section 2. Standing Committees. Standing Committees shall be the Program Committee which shall chair the Training Subcommittee, the Development Committee which shall chair the WONder Woman Banquet Subcommittee, the Leadership Committee and the Finance Committee. All members of the WON Board will serve on the Banquet Committee. The Program, Development, Leadership and Finance Committees shall consist of not more than two board members, including the chair, and other members recruited from WON's membership or the community by the committee chair with the assistance of the Leadership Committee. All committee members shall be dues-paying members of WON. The duties of the standing committees shall be those prescribed by these bylaws and the Board from time to time.

Section 3. Special Committees. The Board may create such special committees as it requires and may delegate to them any of its powers, subject to the Board's oversight. Unless otherwise determined by the Board, the President may appoint the members and designate the chairs of special committees.

Article VIII - Nominations and Elections

Section 1. Leadership Committee. The Leadership Committee shall consist of three individuals; the Vice President for Leadership who shall serve as chair, and two members elected by the membership in odd numbered years to serve a two year term.

Section 2. Role of the Leadership Committee in the Nominating Process. In even numbered years the Leadership Committee shall have the responsibility to prepare a slate of officers for two year terms and a slate of four directors for two year terms. In odd numbered years the Committee shall have the responsibility to prepare a slate of

five directors for two year terms and two members of the Leadership Committee for two year terms. The Committee shall assist chairs of standing committees to recruit committee members. Committee shall monitor needed critical skills. When vacancies occur in officer (except the president) or director positions the Committee shall be prepared to provide the Board with a list of candidates. The Leadership Committee should select candidates who possess a variety of skills and experiences that will enhance the Board's ability to support and promote the purpose of WON.

Section 3. Report of the Leadership Committee. The report of the Leadership Committee, containing its nominations for officers and directors, shall be sent to the membership at least 10 days prior to the annual meeting. The report shall be presented at the annual meeting. Nominations may be made from the floor immediately provided the consent of the nominee has been obtained.

Section 4. Candidates. Candidates for officer or director positions shall be any person who supports the purposes of WON.

Section 5. Election. Election shall be by ballot except that if there is only one nominee for an office it shall be by voice vote. A majority of those present and eligible to vote shall constitute an election.

Article IX
Finance

Section 1. Dues Members shall pay annual dues in an amount fixed by the Board of Directors in April of each year for the coming fiscal year. Dues-paying members shall have the right to vote and hold office.

Section 2. Acceptance of Funds. Gifts, grants, donations, bequests, and other funds and property may be accepted from any source in conformity with policies adopted by the Board.

Section 3. Depository Accounts. All funds of WON shall be placed in such depository or investment accounts as the Board may designate. Each check must be signed by a person authorized as a signer by the Board, and checks for \$500 or more must be signed by two authorized signers.

Section 4. Management of Funds. The Treasurer shall be the principal custodian of all funds, shall see that accurate books of account are maintained, shall ensure compliance with government tax, reporting, and other requirements, shall provide the Board with monthly financial reports and other statements as needed and shall prepare an annual budget for presentation to the membership at the annual meeting. All financial records shall be open to inspection by any director.

Section 5. Payments to Directors and Officers. There shall be no compensation for serving as an officer or director, but officers and directors may be compensated for other services to the organization and reimbursed for expenses incurred on its behalf.

Section 6. Fiscal Year. The financial records and reports of the organization shall be based on a fiscal year beginning July 1 and ending the following June 30.

Article X
Conflict of Interest

Section 1. Conflict of Interest. No member of WON shall derive any personal profit or gain, directly or indirectly, by reason of her or his participation with WON. Each individual shall disclose any personal interest which she/he may have in any matter pending before WON and shall refrain from participation in all decisions on such matters.

Article XI
Parliamentary Authority

Section 1. Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern WON in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order WON shall adopt.

Article XII
Amendment of Bylaws

Section 1. Amendment. These Bylaws may be amended at any regular or special meeting by a two-thirds vote of the membership provided the amendment has been submitted in writing to all members at least ten days before the meeting.

Article XIII
Indemnification

Section 1. Indemnification. To the extent permitted by law, WON shall pay or reimburse expenses and liabilities incurred by its officers, directors, and employees as a result of actual or threatened legal or administrative proceedings related to their service to WON, provided they acted in good faith in the matters giving rise to the proceedings, reasonably believed their actions to be in the best interests of WON, and did not knowingly violate the law, and further provided they have given prompt notice of the matters to WON and have given it the opportunity to provide legal counsel and to participate in resolution of the matters. Expenses and liabilities include, but are not limited to, costs of legal counsel reasonably incurred or imposed as a result of actual

or threatened proceedings, judgments and fines, and settlements reasonably entered into, regardless of whether the officer, director, or employee is still serving WON in that capacity at the time the expenses or liabilities are incurred.

Article XIV
Dissolution

Section 1. Dissolution. This organization may be dissolved by a two-thirds vote of the membership at a meeting called for that purpose. In the event of dissolution, all assets, real and personal, shall be distributed as provided in Article VI, Section 2 of the Articles of Incorporation, to organizations that are tax exempt under Section 501 (c)(3) of the Internal Revenue Code or the corresponding provisions of a future United States Internal Revenue Law.

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