

# **By-Laws of the Executive Women of LKN**

## **Article I Definitions**

1. Board: The Board of Directors of this club.
2. Director: A member of this club's Board of Directors.
3. Member: A member of this club.
5. Year: The twelve-month period that begins on January 1<sup>st</sup>.

## **Article 2 Mission Statement**

The Mission of Executive Women of Lake Norman is to encourage and facilitate the growth, performance and visibility of professional women in the Lake Norman area by creating opportunities to foster relationships through support, mentoring and innovative programs.

## **Article 3 Board**

The governing body of this club shall be the board consisting of members of this club. Board members shall be:

- President
- Past President
- Vice-President
- Secretary
- Treasurer
- 2 Membership Directors
- Director of Programs and Education

The duties and responsibilities of the members of the board shall be outlined in a separate document to accompany the By-Laws and can be changed or updated at the discretion of the Board during any calendar year. (See EWLKN Board Member Responsibilities)

## **Article 4 Election & Terms of Directors and Officers**

- **Section 1** - At a regular meeting, one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president, vice-president, secretary, treasurer, and 2 directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a club may determine. If it is determined to use a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for president, vice-president, secretary, and treasurer receiving a majority of the

votes shall be declared elected to their respective offices. The 2 candidates for director receiving a majority of the votes shall be declared elected as directors.

- **Section 2** – The officers and directors, so elected, shall constitute the board.
- **Section 3** – A vacancy in the board or any office shall be filled by action of the remaining directors.
- **Section 4** – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.
- **Section 5** – The term of each officer shall be for one year.
- **Section 6** – Continuation of service on the Board shall apply to both the President and Vice-President, whereas the outgoing President shall serve as Past-President immediately following their term as President, and whereas the outgoing Vice-President shall serve as President immediately following their term of Vice-President. All other officers shall hold no such continuation.

## **Article 5 Indemnity of Board of Directors and Officers**

- **Section 1** - The organization (Executive Women of LKN) shall indemnify and save harmless all Directors, officers, employees or agents of the organization against all liability and expenses arising from his or her acts or omissions in conjunction with the performance of his or her duties on behalf of the Executive Women of LKN to the fullest extent permitted by the laws of the State of North Carolina. Notwithstanding the above, the Executive Women of Lake Norman shall have no obligation to indemnify any person for liability or expenses arising from or related to acts or omissions which are willful and wanton.
- **Section 2** - The right of indemnity described in Section 1 of this Article shall inure to the estate, executor, administrator, heirs, legatees, or devisees of any person entitled to indemnification hereunder.
- **Section 3.** The Executive Women of Lake Norman shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the Executive Women of Lake Norman as a Director, officer, employee, or agent of the corporation against any liability and expenses asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Executive Women of Lake Norman would have power to indemnify him/her against such liability and expenses under the laws of the State of North Carolina.

## **Article 6 Meetings**

- **Section 1** – *Annual Meeting.* An annual meeting of this club shall be held in the fourth quarter each year, at which time the election of officers and directors to serve for the ensuing year shall take place.
- **Section 2** – The regular bi-monthly meetings of this club shall be held on the 2<sup>nd</sup> and 4<sup>th</sup> Wednesday of each month at the Lake Norman Chamber of Commerce in Cornelius, NC. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club by the Secretary.

- **Section 3** – One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.
- **Section 4** – Regular meetings of the board shall be held on the third Wednesday of the month. The location shall be determined annually by the Board of Directors. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.
- **Section 5** – A majority of the directors shall constitute a quorum of the board.

## Article 7 Fees and Dues

- **Section 1** - The membership dues shall be \$ 150.00 per annum for individual membership, payable annually the first day of January. Dues will be pro-rated semi-annually, based on date of membership as follows:

### Individual Membership:

- Jan-Mar: \$150.00
- Apr-Jun: \$125.00
- July-Sep: \$100.00
- Oct-Dec: \$50.00

Dues are non-refundable, paid no later than 30 days upon membership acceptance and past dues greater than 60 days will result in immediate dismissal from the club.

## Article 8 Method of Voting

The business of this club shall be transacted by *viva voce*\* vote except the election of officers and directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

In the event of a tie, the residing President of the club shall vote to determine a tie break.

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*(Note: Viva voce vote is defined as when club voting is conducted by vocal assent.*

## Article 9 Committees

Club committees are charged with carrying out the annual and long-range goals of the club. The president and immediate past president should work together to ensure continuity of leadership and succession planning. Standing committees should be appointed as follows:

- **Membership** - This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- **Club Public Relations** - This committee should develop and implement plans to provide the public with information about the club and to promote the club's service projects and activities.

- **Club Administration** - This committee should conduct activities associated with the effective operation of the club.
- **Service Projects** - This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community.

*Additional ad hoc committees may be appointed as needed.*

## **Article 10 Duties of Committees**

The duties of all committees shall be established and reviewed by the president for his or her year. Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the president-elect to provide the necessary leadership to prepare a recommendation for club committees, mandates, goals, and plans for presentation to the board in advance of the commencement of the year as noted above.

## **Article 11 Leave of Absence**

Upon written application to the board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time.

## **Article 12 Finances**

- **Section 1** – Prior to the beginning of each fiscal year, the board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the board. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.
- **Section 2** – The treasurer shall deposit all club funds in a bank, named by the board. The club funds shall be divided into two separate parts: club operations and service projects.
- **Section 3** – All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors.
- **Section 4** – A thorough review of all financial transactions by a qualified person shall be made once each year.
- **Section 5** – Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.
- **Section 6** – The fiscal year of this club shall extend from 1 January to 31 December, and for the collection of members' dues shall be pro-rated quarterly

## **Article 13 Method of Electing Members**

- **Section 1** – The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing, through the club secretary. The proposal shall be kept confidential except as otherwise provided in this procedure.

- **Section 2** – The board shall ensure that the proposal meets all the classification and membership requirements of the club.
- **Section 3** – The board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the Directors of Membership, of its decision.
- **Section 4** – If the decision of the board is favorable, the prospective member shall be informed of the purposes of the club and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.
- **Section 5** – If no written objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the club within seven (7) days following publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership. If any such objection has been filed with the board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee, shall be considered to be elected to membership.
- **Section 6** – Following the election, the president shall arrange for the new member's induction.

## **Article 14 Resolutions**

The club shall not consider any resolution or motion to commit the club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion

## **Article 15 Order of Business – Board Meetings**

President's Call to Order and Welcome  
 Discussion of Old Business & Follow-Up On Action Items  
 New Business  
 Closing Remarks

## **Article 16 Order of Business – General Membership Meetings**

### **Executive Exchange (Second Wed):**

Meeting called to order.  
 Roundtable Introductions  
 Committee reports if any  
 New Member Inductions, if any  
 Any unfinished business  
 Executive Exchange Breakout  
 Any New Business/Announcements  
 Adjournment

### **Speaker Meeting (Fourth Wed):**

Meeting called to order  
 Roundtable Introductions  
 Any Unfinished Business  
 Speaker Introduction and Presentation  
 Any New Business/Announcements  
 Adjournment

## **Article 17 Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the standard club mission.