



BY-LAWS

WOMEN'S EXECUTIVE COUNCIL, INC.

ARTICLE I. NAME

Section 1.

The name of this organization shall be the Scholarship and Endowment Fund of Women's Executive Council, Inc., a 501(c)(3), doing business as Women's Executive Council ("WEC").

ARTICLE II. OBJECTIVES

Section 1.

WEC is an association of executive women/men committed to the recognition, education, and leadership development of Central Florida women. In support of this mission, we provide educational financial support through the Scholarship and Endowment Fund of Women's Executive Council. We are dedicated to the growth of WEC through the support of like-minded members who support our mission.

ARTICLE III. MEMBERSHIP

Section 1.

Membership: Membership shall consist of members in the Central Florida community who currently are or previously were in one of the following categories: professional women/men, leaders, emerging leaders, and those who align with our mission.

Each member will be expected to become actively involved in at least one (1) WEC committee per year.

Section 2.

Eligibility: To be eligible for membership, the applicant must be 21 years of age and the following must take place:

- a. Prospective members must provide an application listing title and describing executive responsibilities.
- b. Prospective members must provide payment which includes a one-time initiation fee, plus the amount of dues currently applicable. Dues will be an amount determined by the Board. If a former member wishes to rejoin WEC, they will not be required to pay another initiation fee.
- c. Prospective members must attend at least two (2) WEC-sanctioned events prior to Board of Directors approval of membership application. After the prospective member's attendance at two meetings the Board of Directors will vote on the applicant at the next board meeting. The Executive Board may vote to temporarily suspend this prerequisite to membership under circumstances deemed special or extraordinary by the Executive Board members.

Section 3.

Dues. The annual membership dues shall be determined by the Board of Directors, subject to confirmation by the membership.

Membership renewals are based on a 365-day calendar year. Automatic renewal of membership is generated unless the member opts out (i.e., removes form of payment from member profile). Members not renewed by their membership anniversary will lose "Members Only" online access to member's directory, board minutes and financials, including discounted pricing of luncheon and special events until membership is renewed.

Membership Drives: From time to time, the Board of Directors may elect to promote membership through a specific campaign period and would design economic incentives to encourage new WEC members. Membership drives and/or its associated promotion pricing cannot exceed three months without securing approval by general membership.

ARTICLE IV. OFFICERS AND ELECTIONS

Section 1.

Executive Board. Elected officers of the WEC shall consist of a President, a Vice President, a Secretary, Treasurer. The elected officers and the Immediate Past President and Legacy Officer, who is appointed by the President, shall be known as the Executive Board.

Section 2.

Board of Directors. There shall be a Board of Directors composed of the elected officers, past President(s) and Chairmen of standing committees. This board shall meet at the direction of the President and be open to the membership. Board members shall attend all board meetings. Should a member's absence total three (3) of the scheduled board meetings, that member's term is terminated; provided, however, that no such term shall be automatically terminated if that member has previously notified the President or Vice President of anticipated absences.

Section 3.

Powers and Duties.

- a. **President** shall preside at all meetings of the Board of Directors and WEC; provide board meeting agenda 72 hours in advance of the next scheduled board meeting, be an ex-officio member of all committees, except the nominating committee; and administer the policies and programs of the WEC.
- b. **Vice President** shall preside and perform the duties of the President in her absence. The Vice President shall serve as liaison for strategies and workflow with WEC committees as outlined in Article V.
- c. **Secretary** shall be responsible for taking the minutes of all Board of Directors meetings with distribution to the board members within seven (7) calendar days. Board members will submit changes to Secretary within seven (7) days. Shall be responsible for maintaining a current roster and attendance record of the board.
- d. **Treasurer** shall collect all monies for deposit in a bank designated by the Board of Directors disbursing same only upon order of the President or majority vote at Board of Directors meetings; collaborate with Membership Chair to substantiate members in good standing. Treasurer and Board of Directors approved Financial Director presents monthly reports to the Executive Board 72 hours in advance of the board meeting, and a year-end report at the annual meeting in January. Maintain preparation of annual tax documents, scholarship contributions and recognition.
- e. **Immediate Past President** shall act as counsel to current President and Executive Board.
- f. **Legacy Officer** shall maintain and update By-laws, as well as policies and procedures as recommended and approved by the Board of Directors.

Section 4.

Term of Elected Officers. The term of elected officers shall be for one year, but not more than three (3) consecutive terms. Elections shall be in November each year with officers taking office January 1st, the beginning of the fiscal year following such election.

- a. Active members in good standing are allowed to vote in the annual elections by proxy or electronic method to be determined by the Executive Board.

Section 5.

Election Committee. There shall be an Election Committee composed of at least three (3) members (not on current ballot), with the Chairman appointed by the WEC President at the regular meeting in September.

- a. The Election Committee shall prepare a slate from regular members in good standing. This slate shall be mailed or sent electronically to the membership at least two (2) weeks before the November meeting. All Executive Board candidates must state their intention in writing for running for a board position by October 15 of election year.
- b. Replacements to fill a vacancy occurring in an elected position shall be vetted by the Executive Board and voted on through the WEC.



- c. Nomination for President must be a current member and have served actively on the Board for two (2) years to be placed on the ballot.

Section 6.

Board Vacancy. Replacements to fill a vacancy occurring in any non-elected board position of the organization shall be recommended by the Board of Directors and voted on through the Board of Directors.

Section 7.

Members Eligible to Vote. In order to be eligible to vote in an election of officers, member's dues must be current.

ARTICLE V. COMMITTEES

Section 1.

Standing Committee Chairs will be appointed by the President, as outlined in the policies.

ARTICLE VI. MEETINGS

Section 1.

Annual Meeting. The annual meeting shall be held in November when officers will be elected.

Section 2.

General Membership

- a. **Quorum.** A majority of eligible members present and voting at a meeting shall comprise a quorum.
- b. **Regular Meetings** are scheduled once a month, except for December, which is optional at the discretion of the Board of Directors.
- c. **Special Meetings** may be called by the President upon five days written or electronic notice to the membership. The request shall be in writing and state the purpose and objective with a list of subject matter experts to the invite to the meeting.

ARTICLE VII.

PARLIAMENTARY AUTHORITY

Section 1.

Robert's Rules of Order, Revised shall govern the WEC in all cases to which they are applicable and where not in conflict with the By-laws or Standing Rules.

ARTICLE VIII. AMENDMENTS TO BY-LAWS

Section 1.

By-laws may be amended at any regular meeting by a two-thirds' vote of the regular members present and voting, provided written notice of the proposed amendment(s) has been distributed to the membership at least ten (10) days before the meeting.

Revised 07/10/03

Revised 03/08/06

Revised 07/11/10

Revised 03/14/12

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