



BY-LAWS

WOMEN'S EXECUTIVE COUNCIL, INC.

ARTICLE I. NAME

Section 1.

The name of this organization shall be the WOMEN'S EXECUTIVE COUNCIL, INC.

ARTICLE II. OBJECTIVES

Section 1.

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

ARTICLE III. MEMBERSHIP

Section 1.

Membership: Membership shall consist of women/men in the Central Florida 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 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. Prospective members must provide a check which includes a one-time initiation fee of \$25.00 plus the amount of dues currently applicable. Dues will be an amount determined by the Board.

If a former member wishes to rejoin the Council, she will not be required to pay another initiation fee.

Prospective members must attend at least two regularly scheduled meetings prior to Board 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.

b. The Board of Directors will endeavor to maintain a balance in all fields of expertise.

Section 3.

Dues. The annual membership dues shall be determined by the Board of Directors, subject to confirmation by the membership, and shall be payable by January 1st, the beginning of the fiscal year. Dues are \$100 and if paid prior to December 31, there will be a \$25.00 discount allowed. If dues are not paid by February 28th of the fiscal year, the member will be suspended from membership. Persons approved for membership and paying their dues within ninety (90) days prior to close of the fiscal year will receive a full year's membership for the next fiscal (calendar) year.

ARTICLE IV. OFFICERS AND ELECTIONS

Section 1

Executive Board. Elected officers of the WOMEN'S EXECUTIVE COUNCIL shall consist of a President, a Vice President, a Secretary, Treasurer, Immediate Past President, Legacy Officer 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 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 and Council; 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 Council.
- 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. Maintain and update the WEC Standard Operating Procedure Manual and By-Laws.
- 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 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 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.

Section 4.

Term of Elected Officers. The term of elected officers shall be for one year, but not more than two consecutive terms. Elections shall be in November each year with officers taking office January 1st, the beginning of the fiscal year following such election. Active Board of Directors may submit their **vote by proxy*** in the event they are unable to attend the November Elections Luncheon. (**Active BOD should prioritize this on their calendar and be present for this important meeting, proxy is intended for unexpected or work-related absence.*)

Section 5.

Nominating Committee. There shall be a Nominating Committee composed of at least three members (not on current ballot), with the Chairman appointed by the Council President and at least two elected by the members at the regular meeting in September. The Nominating 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 weeks before the November meeting. Nominations from the floor will be in order, providing the consent of the nominee has been obtained. In the event the proposed nominee is not present to confirm consent to her nomination from the floor, the person making the nomination from the floor must provide a written consent from the nominee at the time for making the nomination. If the written consent is not provided, the nomination from the floor is out of order. A plurality vote shall elect. Replacements to fill a vacancy occurring in an elected position shall be vetted by the Executive Board and voted on through the Council.

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.

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 Committees 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, electronic or telephonic 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 Council 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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Revised 11/2017

Revised 11/14/2018

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