

By-Laws of
A Network of Evansville Women
(ANEW)

Article I. Name

The name of this organization shall be A Network of Evansville Women ("ANEW")

Article II. Purpose

ANEW's purpose is to assist the advancement of women to equal participation in business, industry and the professions, to foster a favorable climate for women entrepreneurs, and to encourage women to assume greater leadership roles in the business community. Members are encouraged to be responsive to contact from other ANEW members wishing to use them as resources for information about job fields and requirements needed to enter those fields. ANEW can be used as a resource when seeking knowledge on a career change or advancement. Members are encouraged to do business with each other.

Article III. Membership Committee, Membership Qualifications and Eligibility

Section 1. Membership Committee. The first Vice President shall chair the Membership Committee. The Membership Committee shall consist of at least two (2) additional members appointed for a term of one (1) year by the Board of Directors.

Section 2. Qualification of Members. Membership is available to all women whose job descriptions qualify them as a manager, executive, professional, or business owner/entrepreneur.

Section 3. Application for Membership. Membership shall be by invitation only by an active member and submitted to the Membership Chair. Each candidate must provide a written ANEW application to the Membership Chair.

Section 4. Approval. The Membership Chair shall review each candidate's application for membership and recommend their eligible candidates to the Board of Directors at the next regularly scheduled meeting. The Board of Directors shall vote to approve or disapprove each candidate, considering the recommendations of the Membership Chair. A bill for annual dues will be sent to all approved applications along with the acceptance letter. Membership will be finalized and considered active once dues are paid.

Section 5. Confirmation of Membership. After approval by the Board of Directors, the Executive Secretary (membership chair) will send an acceptance letter to the newly approved member. As soon as the yearly dues (in the amount established by the Board of Directors) have been paid, she will be considered an active ANEW member.

Article IV. Dues

Section 1. Amount. Membership dues shall be determined annually by the Board of Directors and shall be payable by January 1 of each membership year. The dues of new members accepted after October 1 shall be thirty dollars (\$30). Membership dues are not refundable in the event of resignation.

Section 2. Nonpayment. Statement for Dues are sent out in October of the prior year for membership allowing a discount of \$5 on dues. If a member has not paid their dues for the upcoming year by December 31st, an e-mail will be sent notifying them. January 1 dues will be paid at the full yearly price that is set by the Board of Directors. After February 15 a \$25 late fee will be added to the membership dues. After March 31, members must re-apply for membership.

Article V. Board of Directors

Section 1. Board of Directors. The organization shall be governed by a Board of Directors consisting of fifteen (15) active members, one-third (1/3) whom shall be elected for three (3) year terms at each annual meeting. The term of a Director shall commence on January 1 of the year following the annual meeting at which the Director is elected. Directors can be re-elected for one(1) additional three (3) year term and then must rotate off the Board

for at least one (1) year. The Directors shall be filled during the year by appointment of the President for the remainder of the unexpired term. A director that is appointed to fill a vacancy on the Board may subsequently be elected for two(2) additional three (3) year terms. The Board shall have the power to conduct business on behalf of the organization, including the appointment of committees, filing of reports and disbursement of funds. Only one (1) employee from any firm, corporation, institution or agency may be an active member of the Board of Directors at any given time.

Section 2. Quorum. The Quorum shall be a majority of the entire Board of Directors.

Section 3. Meetings. The Board of Directors shall hold no fewer than six (6) regular meetings each year. The date, time and place of the meetings shall be selected by the Board of Directors. Special meetings of the Board of Directors may be called by: (a) the President as chairperson of the Board of Directors, or (b) a majority of the Board of Directors.

Section 4. Attendance. Any Director who is absent from two (2) or more Board meetings without notifying the President or the Executive Secretary shall be considered as having resigned from the Board of Directors and will be notified of such.

Article VI. Officers

Section 1. Officers. Officers shall be the President, First Vice President, Second Vice President, Secretary and Treasurer. The officers shall be elected from among the members of the Board of Directors by the membership. The term of office shall be for one (1) year to commence on January 1 of the year following the annual meeting. No person shall serve for more than two (2) consecutive one (1) year terms in the same office, nor as an officer for more than a total of four (4) consecutive years. Vacancies in any office shall be filled by the Board of Directors for the unexpired term of any officer. The immediate Past President shall serve as a non-voting advisor unless the immediate Past President is serving an unexpired directorship term, in which case she shall have voting privileges. An Executive Secretary may be appointed by the Board of Directors and shall serve at the direction of the Board until her tenure is terminated by that body.

Section 2. President. The President shall preside at all meetings of the organization and the Board of Directors as chairperson, and perform other duties of her office. The President serves ex officio on all committees except the Nominating Committee. The President shall appoint all necessary committees.

Section 3. First Vice-President. The First Vice President shall assist the President. She is responsible for membership activities which include coordinating membership recruitment and maintaining the active and potential membership list and directory. The First Vice President shall serve out any unexpired term as President in the event of vacancy in the office of President.

Section 4. Second Vice-President. The Second Vice-President shall be responsible for organizing the general membership meetings and the membership programs, with the advice and consent of the Board of Directors. She shall also assist the President as designated by the Board of Directors from time to time.

Section 5. Secretary. The Secretary shall keep an accurate record of the proceedings of the Board of Directors and general membership meetings and coordinate the monthly newsletter and advertisers. Copies of these minutes shall be furnished to the Board of Directors prior to the next board meeting. She shall also be in charge of general correspondence.

Section 6. Treasurer. The Treasurer shall be the custodian of all funds of the organization and maintain the post office box. An accurate record of the receipts and expenditures shall be kept and money shall be dispersed as authorized by the membership or the Board of Directors. The Treasurer shall present an annual report of the financial condition of the organization to the Board of Directors.

Section 7. Executive Secretary. The Executive Secretary shall maintain organizational records, guard organization assets, implement Board decisions, and carry out such other duties as may be stipulated by the Board from time to time. The Executive Secretary shall serve as an ex officio member of the Board.

Article VII. Nominating and Election

Section 1. Nominating Committee. The Nominating Chairman shall be appointed by the President. The Nominating committee shall consist of three (3) additional members appointed for a term of one (1) year by the Nominating Chair.

Section 2. Nominations and Election. At or before the September Board of Directors' meeting, the Nominating Committee shall present the slate for election to the Board of Directors. The slate shall include one (1) eligible voting member candidate for each available office and directorship position. No name may be placed in nomination except with consent of the nominee. The slate shall be presented to membership prior to the annual meeting and the election will be held at the annual meeting in October. Nominations may be made from the floor at the annual meeting. The election shall be by voice. Any contested office or directorship shall be by written ballot.

Article VIII. Membership Meetings

Section 1. Regular Meetings. The organization shall hold regular monthly meetings except when otherwise specified by the Board of Directors.

Section 2. Quorum. A quorum shall be twenty percent (20%) of the current membership.

Section 3. Annual Meetings. The October meeting shall be the annual meeting.

Section 4. Special Meetings. Special meetings may be called by: (a) the President, (b) a majority of the Board of Directors; or (c) a written petition of twenty percent (20%) of the membership.

Section 5. Meeting Notice. A written notice of the time and place of any meeting and the purpose of any special meeting shall be mailed to each member at least three (3) days before said meeting.

Section 6. Voting Privileges. Each current member whose dues are paid is entitled to one (1) vote on each issue before the membership.

Article IX. Rules of Order

The deliberation of this organization shall be governed by parliamentary usage as contained in Roberts' Rules of Order, unless determined by vote.

Article X. Fiscal Year

The fiscal year of the Corporation shall begin on the 1st day of January in each year and shall end on the last day of December in each year.

Article XI. Amendments

These By-laws may be amended at any regular meeting of the organization by a two-thirds (2/3) vote of the members present and voting, provided that a copy of such amendment has been sent to each member by the First Vice-President not later than five (5 days) in advance of the meeting at which final action is to be taken.

Article XII. Dissolution Clause

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501©3 of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of Indiana.

Effective: August 2004

Revised: September 2008

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