



REVISED BYLAWS

WOMEN'S NETWORK of Rapid City, Inc.

REVISED BYLAWS

(approved by membership August 14, 1996)

ARTICLE I: OFFICES

The principal office of the corporation shall be located in the City of Rapid City, County of Pennington, State of South Dakota. The corporation may have such other offices in the State of South Dakota as the Board of Directors may determine from time to time.

The registered office of the corporation, required by the South Dakota Nonprofit Corporation Act to be maintained in the State of South Dakota, shall be P.O. Box 2131, Rapid City, South Dakota 57709; the address of the registered office may be changed from time to time by the Board of Directors pursuant to the South Dakota Nonprofit Corporation Act.

ARTICLE II: MEMBERS

Section 1. **CLASS OF MEMBERS.** The corporation shall have one class of members. The rights and qualifications of the members shall be as follows: A person shall be a member by being interested, concerned and committed to the effectiveness of women in public, corporate and civic life, and by virtue of having paid into the corporation an initiation fee and annual dues, the amount(s) to be determined by the Board of Directors. A reinstatement fee will be charged to returning members, the amount of which will be determined by the Board of Directors. Each member shall be entitled to one vote.

Section 2. **Name Tags.** The corporation shall issue permanent name tags to members.

Section 3. **Membership List.** A membership list — which list shall designate the members and shall include the amount of money paid to the corporation by each member and the date thereof — shall be kept by the Treasurer.

Each member in good standing shall be entitled to vote at any meeting of members or any adjournment thereof.

Section 4. **Annual Meeting.** The Annual Meeting of the members shall be held in the last quarter of each year at any time from the period February 1 through April 30, at a time, place and date to be set by the Board of Directors.

Section 5. **Special Meetings.** Special meetings of the members for any purpose or purposes may be called by the President or the Board of Directors. Special meetings of the members may also be called by members representing 10 percent of the votes entitled to be cast at said meeting.

Section 6. **Place of Meeting.** Annual and special meetings of the members shall be held at a place set by the Board of Directors.

Section 7. **Notice of Members' Meetings.** Notices of meetings of members shall be made by notice at the previous meetings of members, except in cases of special meetings or annual meetings, where the notice may be made by telephone or mail not less than ten (10) days before the date of the meeting.

Section 8. **Quorum.** A majority of the members present shall constitute a quorum.

ARTICLE III: BOARD OF DIRECTORS

Section 1. **Duties.** The business and affairs of this corporation shall be managed by a Board of Directors elected or appointed as defined in Section 3 (below).

Section 2. **Number of Directors.** Directors of the corporation shall be no fewer than three (3) nor more than twelve (12).

Section 3. **Election and Appointment of Directors.** The elected officers of the corporation and the chairs of the standing committees shall serve as directors of the corporation. Committee chairs shall be appointed by the President, and approved by the Board.

Section 4. **Regular Meetings.** The Board of Directors shall have at least one annual meeting following the close of the fiscal year of the corporation and the Board of Directors may provide, by resolution, the time and place for holding additional meetings at the principal office of the corporation in the absence of any designation in the resolution.

Section 5. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two directors and shall be held at the principal office of the corporation or at such other place as the directors may determine.

Section 6. **Notice of Meeting.** Notice of any meeting of the Board of Directors shall be given at least two days previously if such notice is delivered personally or by telephone; and if mailed, notice shall be given at least five days prior to the time of the meeting. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 7. **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors is present at any given meeting, a majority of those directors present may adjourn the meeting.

Section 8. **Board Decisions.** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these Bylaws.

Section 9. **Vacancies.** Any vacancy occurring in the Board of Directors shall be filled by the President and the appointed director shall serve until such time as the term of her predecessor has expired.

Section 10. **Compensation.** The directors as such shall not receive any stated salaries for their service as directors, but by resolution of the Board of Directors, a fixed sum and expenses of attendance (if any) may be allowed for attendance at any regular or special meeting(s) of the Board. Nothing contained herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 11. **Employees.** The Board of Directors may employ one or more persons to carry out routine business such as reservation calling, maintenance of a membership database, newsletter formatting, etc. A description of duties of these positions, as well as the remuneration, shall be approved by the Board.

ARTICLE IV: OFFICERS

Section 1. **Officers.** The officers of the corporation shall be a President, a President-Elect, a Treasurer and a Secretary. No person may hold more than one office at the same time. Officers shall serve no more than two consecutive terms in the same office.

Section 2. **Election and Term of Office.** The officers of the corporation shall be elected by the members at the regular annual meeting of the members. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office until her successor shall have been duly elected and seated.

Section 3. **Removal.** Any officer elected by the members may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation would be served thereby.

Section 4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. **Duties of the Officers.** At the end of her term of office, each officer shall provide in writing an updated description of the responsibilities of her office to each of the incoming officers.

A. **President.** The President shall be the chief corporate officer of the corporation and shall preside at all regular meetings of the corporation, the Board of Directors, and the Executive Committee; shall implement actions of the board and directions given by the corporate membership; shall be an ex-officio member of all committees established by the Board; shall, with the Treasurer, sign all written contracts and obligations as directed by the Board; shall appoint committee chairmen subject to ratification by the Board; and finally, shall serve as a member of the Board for one year following the conclusion of her term as President. The President need not cast a vote except in the case of a tie.

B. **President-Elect.** The President-Elect shall be responsible for the direction of the Scholarship and Nominating committees; act as President in the temporary or permanent absence of the President; and carry out the duties assigned by the Board.

C. **Secretary.** The Secretary shall be responsible for seeing that all notices of all meetings of the corporation are issued and shall see that minutes of such meetings are prepared. The Secretary shall be responsible for the custody of corporate books, records and files, shall exercise the powers and perform such other duties usually incident to the office of Secretary or designated by the President of the Board.

D. **Treasurer.** The Treasurer shall be responsible for the receipt and custody of all monies of the corporation and for the disbursement thereof, for the keeping of accurate accounts of monies received and paid out, for sending out statements of dues to members, for keeping a current membership list and the amount of money paid by each member and the date thereof, for the execution of contracts, or other documents as authorized by the Board, and for the preparation and issuance of financial statements and reports. The Treasurer shall prepare a financial statement for the annual meeting and will act as Chair of the Budget Committee. The Treasurer shall perform such other duties as are usually incident to the office of Treasurer or designated by the President or the Board.

ARTICLE V: COMMITTEES

Section 1. **Committees.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more persons; which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation. The designation of such committees and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or her by law.

Section 2. **Standing Committees.** The standing committees of the corporation shall be as follows:

A. Program & Networking Committee.

This committee shall be responsible for arranging speakers and programs for meetings four to six months in advance. When seminars are sponsored, this committee will assist with arrangements. This committee shall encourage and monitor networking activities, including Networking Tables when appropriate.

B. Hospitality Committee.

This committee shall be responsible for greeting members and guests when they arrive at meetings, scheduling hostesses and maintaining the hostess list, preparing and distributing guest packets, awarding door prizes and holding drawings as necessary.

C. Membership Committee.

This committee shall be responsible for monitoring guest and member attendance and following up as necessary, and shall be chaired by the Reservations Secretary. Additionally, the Chair of this committee will act as liaison with the hotel in re: menus, meal reservations, and attendance.

D. Newsletter & Public Relations Committee.

This committee shall be responsible for seeing that the newsletter is published on time each month, and that it is distributed according to the corporation's policy. This committee also shall be responsible for seeing that notice of meetings is submitted to local media as appropriate, and shall promote the corporation generally.

E. Scholarship Committee.

This committee shall be responsible for soliciting applicants for those scholarships offered by the corporation, and selecting and awarding the funds to the recipients, and shall be chaired by the President-Elect.

F. Budget Committee.

This committee shall be responsible for preparing a budget for the fiscal year (May 1-April 30), to be submitted to the incoming Board at the May Board meeting. The committee shall monitor expenditures and make recommendations throughout the year to aid in adhering to the budget, and shall be chaired by the Treasurer.

G. Nominating Committee.

This committee shall be responsible for soliciting a slate of candidates for election at the Annual Meeting, and will arrange for the proposed slate of candidates to be published in the Network newsletter prior to the Annual Meeting. This committee will conduct the election, and ensure that standard election etiquette is used. The committee will be chaired by the President-Elect.

Section 3. **Additional Committee Chair Duties.** In addition to her regular duties, at the end of her term it shall be the responsibility of each Committee Chair to provide an updated description of the duties, responsibilities and procedures of her committee to the incoming Committee Chair and to each officer.

Section 4. **Special Committees.** Special committees may be created and appointed by the President, subject to approval by the Board of Directors.

Section 5. **Removal.** Any committee chair or member of a committee may be removed by the Board whenever in its judgment the best interests of the corporation shall be served by such removal.

ARTICLE VI: CONTRACTS AND FUNDS

Section 1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 2. **Books and Accounts.** Books and accounts of the corporation shall be kept under the direction of the Treasurer in accordance with good accounting practices. At the close of each fiscal year the books shall be audited by the incoming President and the incoming Treasurer and Budget Committee.

ARTICLE VII: BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and those committees having and exercising any of the authority of the Board of Directors and shall keep at the principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the corporation may be inspected by any member of the Board of Directors or her agent of attorney for any proper purpose at any reasonable time.

ARTICLE VIII: FISCAL YEAR

The fiscal year of the corporation shall begin on May 1 and end on April 30 of each year.

ARTICLE IX: SEAL

The Board of Directors shall provide a corporate seal which shall recite the name of the corporation, the State of incorporation, and the words "corporate seal." This seal shall be retained by the President of the corporation during her term of office."

ARTICLE X: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the South Dakota Nonprofit Corporation Act or under the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI: AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a majority of the members present at any regular meeting or at any special meeting, if at least ten (10) days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

The Bylaws were adopted as the official Bylaws of the corporation at a meeting of Directors held on the 1st day of September, 1983. The Bylaws were amended on the ____ th day of _____, 1996, by majority approval of the membership.

President

Vice President

Secretary

Treasurer