

Bylaws of Rockford Network of Professional Women
(Revised 06/17/2013)

Article I Name

Section 1. The name of this incorporated nonprofit organization shall be “Rockford Network of Professional Women, NFP” hereafter called Rockford Network of Professional Women or RNPW.

Article II Purpose

Section 1. Purpose

- A. A. To encourage women to develop professionally as well as to attain leadership roles in the community.
- B. B. To provide an appropriate forum for corporate and professional women in the advancement of their careers.
- C. C. To provide job-related support and opportunities through networking.
- D. D. To develop an information base for civic, professional and personal pursuits.

Article III Members

Section 1. Membership. Membership shall be open to women who support the purpose of the Rockford Network of Professional Women under the guidelines of these bylaws.

Section 2. Dues shall be recommended by the Board and voted on by the membership. Dues shall be assessed in July and membership contacted by written communication no later than August of each year.

Article IV Officers and Board of Directors

Section 1. Officers and Board of Directors. The Officers shall consist of a President, Vice President, Treasurer and Secretary. The Board of Directors shall consist of, but not be limited to, the following Chairpersons: Appointments, Awards, Reservations, Communications, History, Membership, Policy, Program, Public Relations, Scholarship, and Immediate Past President.

Section 2. Term of Office. Term of Office shall be a 12-month period beginning July 1 and ending June 30. No Officer or Board member shall serve more than two consecutive terms in the same position.

Section 3. Vacancies. Any Board Member position vacancy may be filled or new chairmanships created at any meeting of the board by a majority vote of the Board

Members present. Any Officer position vacancy may be filled by recommendation of the Board with the advice of the membership.

Section 4. Removal. Any Board Member may be removed by the Board by a majority vote. Any Officer may be removed by recommendation of the Board with the advice of the membership.

Section 5. Conflict of Interest. In any transaction where a conflict of interest is believed to exist, the material facts of the transaction and the interest or relationship of any Director shall be disclosed to the Board or a Committee consisting entirely of Directors. The Board, or a Committee authorized, must approve or ratify the transaction by the affirmative votes of a majority of disinterested Directors, even though the disinterested Directors be less than a quorum.

Article V Duties of Officers & Board Members

Section 1. The President shall preside at all meetings and shall be a member ex-officio of all committees. The President shall have and exercise general charge and supervision of the affairs of the organization. The President shall appoint all Board Members with the approval of the other Officers.

Section 2. The Vice President shall assume the responsibilities of the President in the President's absence, and shall be responsible for any special projects. The Vice President shall serve on the Policy Committee.

Section 3. The Secretary or her designee shall take minutes at all meetings and Board meetings.

Section 4. The Treasurer shall receive all funds and pay bills which have been approved by the Board and submit a written financial statement at each Board meeting.

Section 5. The Immediate Past President shall act as advisor and serve as a voting member of the Board.

Section 6. The following shall be standing committees with the chairpersons serving as members of the Board: Appointments, Awards, Reservations, Communications, History, Membership, Policy, Program, Public Relations, and Scholarship.

Section 7. The Executive Committee, consisting of the Officers, may establish additional committees as necessary and have authority between meetings of the Board as delegated to it.

Article VI Meetings

Section 1. Meetings. The Rockford Network of Professional Women shall meet a minimum of one time per month, September through June. The number of meetings and format of meetings shall be determined by the Board with the advice of the membership.

- Section 2. Quorum. Members will be notified of all meetings in writing. Members in attendance at a meeting shall constitute a quorum.
- Section 3. Board Meetings. Officers and Board Members shall meet as determined by the Board.
- Section 4. There shall be a joint meeting of the outgoing and incoming Officers and Board Members at which time all books, reports and records shall be turned over to the incoming Board.
- Section 5 Any action that may be taken at a Board meeting may be taken without a Board meeting if a unanimous written consent is executed as required by the Illinois General Not For Profit Corporation Act.

Article VII Elections

- Section 1. Nominating Committee. The President shall appoint a Nominating Committee Chairperson in March. The Nominating Committee shall consist of the Chairperson and four members.
- A. Slate of Officers shall be announced to the membership via written communication prior to being presented at the May meeting.
 - B. Slate shall be voted on at the June meeting. Nominations may be made from the floor at the June meeting, provided the prior consent of the person to be nominated has been obtained.
 - C. Members in attendance at a meeting shall constitute a quorum.
 - D. Candidates for President shall have had previous Network Board experience.

Article VIII Parliamentary Procedure

- Section 1. *Robert's Rules of Order*, newly revised, shall be parliamentary authority where applicable and when there is no conflict between said *Rules* and the bylaws of this organization.
- Section 2. There shall be no proxy voting.

Article IX Amendments

- Section 1. In order for these bylaws to be amended, there must be a two-thirds vote of the members present at a meeting, provided that the proposed changes have been presented to the members at the previous meeting and distributed in writing.

Article X Corporate Dissolution

In the event of the dissolution of the corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the corporation, shall distribute all remaining assets of the corporation solely to organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as shall at the time qualify as an exempt organization(s) under 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s), as said court shall determine which are organized and operated exclusively for such purposes.