

PROFESSIONAL WOMEN’S NETWORK OF HOUSTON
Doing Business with Integrity

BY – LAWS

Article I. Name and Organization

1. The name of the organization is the Professional Women’s Network of Houston (hereinafter, PWNH).
2. PWNH shall be located in the Houston metropolitan area.

Article II. Mission

The Professional Women’s Network of Houston is on a mission to generate business leads for its members and to provide professional services to its members, referrals and clients with integrity.

Article III. Membership

1. Only one member may represent a described field of business or profession as described by the Board of Directors.
2. An active membership relinquished, either voluntarily or involuntarily, will automatically place the business category/profession open to the general membership. A recommendation for a replacement member by the relinquishing member will not be binding and must be submitted with all other membership applications.
3. The Board of Directors may vote to automatically terminate a membership for non-payment of dues, or for just cause, such as, but not limited to, committing a felony, abusive language, violent actions, unprofessional or unethical behavior or for other actions which are not in accordance with the goals and integrity of the group. Prior to a termination for cause, the member will be accorded the opportunity for a hearing before the board. Should this be necessary, the member will be informed that she will not be allowed to attend any meetings until the hearing is conducted.

Article IV. Meetings

1. PWNH meetings take place weekly on Tuesday mornings from 7:30 – 8:30 a.m.
2. The Board of Directors can propose a different date, time, and location of meeting and must obtain 2/3 approval from members present for ratification.

Article V. Board of Directors

1. The governing body of the group is the Board of Directors.
2. The Board of Directors consists of the President, Vice President, Secretary, Treasurer, Membership Chair, Social Chair and Past President. If the immediate Past President is unable to serve on the current year's Board, the seat reverts to the next Past President who is able to serve, going in reverse order from the current year until the vacancy is filled.
3. If the President is unable to fulfill her duties, the Nominating Committee will reconvene and nominate a successor within 2 weeks. Until the new President is elected, the Vice President shall serve as Acting President.
4. Election of officers begins with the Nominating Committee. This committee consists of the Past President, who acts as Chair, plus 2 members at large who have excluded themselves from candidacy for the next board.
 - a. The Nominating Committee is appointed by the Past President on or before October 15 and will serve until the next Nominating Committee is appointed.
 - b. The Nominating Committee shall meet prior to the last regular meeting third week October. At the last regular meeting in October, the Committee shall present its slate for the Board. The slate consists of President, Vice President, Secretary, Treasurer, Membership Chair and Social Chair.
 - c. Elections will take place at the second meeting in November. In addition to the proposed slate, nominations may be accepted from the floor.
5. No officer shall serve more than two consecutive terms in any Board position.
6. To fill a vacancy, other than the President, the membership and the Board of Directors shall poll.

Article VI. Duties of the Officers

1. It is the duty of the President to be the principal executive officer, to preside at meetings of the group and the Board of Directors, to coordinate the activities of the various committees and officers, to supervise induction of new members and to perform all other such duties as pertaining to the office.
2. It is the duty of the Vice President to preside at the meetings of the group and the Board of Directors in the absence of the President, to coordinate meeting programs, to coordinate the sponsorship program, to aid other officers in the performance of their duties and to perform all other duties as pertaining to the office.
3. It is the duty of the Secretary to keep records of meetings, maintaining attendance records, generate delinquent notices, to provide correspondence as deemed necessary by the President and/or Board of Directors, to co-sign the bank authorization card, to provide

and maintain all documents for all members, to schedule meeting facilities and to perform all other duties as pertaining to the office.

4. It is the duty of the Treasurer to maintain and be responsible for all group funds, being accountable to the President and the Board of Directors, to co-sign the bank authorization card and to perform all other duties as pertaining to the office.
5. It is the duty of the Membership Chair to process member applications, including checking of references, gather information needed to induct new members, maintain the roster of the group, provide membership notebooks for all members and perform all other duties as pertaining to the office.
6. It is the duty of the Social Chair to make arrangements for activities that are sponsored by the group outside the group's regularly scheduled meetings, and to perform all other duties as pertaining to the office.
7. Past President acts as Parliamentarian, chairs the nominated committee and performs all other duties as pertaining to the office.

Article VII. Dues and Fines

1. Dues are determined by the Board of Directors and approved by 2/3 of the members present.
2. Dues are payable annually at the first meeting in January. New members' dues are pro-rated on the calendar quarter. A membership is not official until dues have been received.
3. Dues are considered delinquent if not paid by the third meeting in January, and a late fee assessed for dues received thereafter.
4. If a member's dues have not been received by February 1st, the member is not to attend meetings until dues are paid in full.
5. If a member's dues have not been received by February 10th, the Board may vote to terminate a membership due to non-payment of dues.
6. Dues are not refundable.

Article VIII. Committees

1. The President shall form any committee she feels is necessary to accomplish a function of the group and shall appoint any member as chair of said committee.

Article IX. Fiscal Policies

1. The fiscal year of the group is the calendar year ending December 31st.
2. Any financial commitment of PWNH shall be made with prior approval of 2/3 of the Board.

Article X. Activities

1. The group shall not undertake or perform any civic, charitable or other unauthorized activity, as representatives of the group, without a 2/3 vote of the members present at a regular meeting of the group.
2. The group recognized that its members may be governed by canons or codes of professional conduct. Realizing in full that is so, if any project or activity undertaken by the group is deemed by a member to be against her professional ethics, then that member may refrain from entering into such project or activity if she so desires. It shall be left to the sole judgment of said member to determine if such project or activity is unacceptable to her.

Article XI. Amendment of By-Laws

1. These by-laws may be amended at any scheduled business meeting by a 2/3 vote of the members present.

Article XII. Voting Procedures

1. A quorum shall represent 2/3 of all members of the group present, so long as a majority of the membership is present.
2. Voting shall take place by written ballot.
3. Officers shall be elected at the Annual Meeting by majority vote. An uncontested slate may be accepted by acclamation.

Article XIII. Attendance

1. If a member is unable to attend a meeting, she must notify the Secretary of the Board by phone, email or text prior to the meeting.
2. In case of emergency, the Member shall notify the secretary of the Board as soon as possible.
3. If a member misses over three meetings in one quarter (the first quarter beginning with January each calendar year), her membership will be reviewed by the Board. The Board will then meet with the member to discuss her interest in remaining an active participant in the group. The Board reserves the right to terminate a membership due to excessive unexcused absences.