



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

1. The Professional Women's Network of Houston is on a mission to generate business referrals 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.
 - a. A membership is granted to one individual only, regardless of the size of the company. There can be no sharing of a membership by more than one person of the same company.
 - b. Any member may invite a candidate for membership.
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 meeting with the board. Should this be necessary, the member will be informed that she will not be allowed to attend any meetings until the board has conducted the meeting and a decision has been made.

Article IV. Meetings

1. PWNH meetings will occur weekly for one hour on a designated day and time.
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.
3. A quarterly business meeting will be held the first regular meeting of the new quarter, to discuss the activities and status of the organization.

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, Webmaster, 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 two 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 two members at large who have excluded themselves from candidacy for the board.
 - a. The Nominating Committee is appointed by the Past President on or before October 1 and will serve until the next Nominating Committee is appointed.
 - b. The Past President will provide the membership the job duties of each office as outlined in the by-laws and policies and procedures, via email.
 - c. The Nominating Committee shall meet prior to the last regular meeting in October to complete a slate of board members. At the last regular meeting in October, the Committee shall present the slate for the Board. The slate consists of President, Vice President, Secretary, Treasurer, Membership Chair, Webmaster, and Social Chair.

- d. Elections will take place at the second meeting in November. In addition to the proposed slate, nominations may be accepted from the floor. If no nominations are received from the floor, then an uncontested slate may be accepted by acclamation.
5. No officer shall serve more than two consecutive terms in any Board position.
6. To fill a vacancy, other than the President, the board will notify membership of the vacancy, the board of directors will identify a replacement to be voted on by the membership.

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, serve as a Co-signer on the organizations bank authorization card and to perform all other such duties as pertaining to the office and as outlined in the policies and procedures.
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 aid other officers in the performance of their duties and to perform all other duties as pertaining to the office and as outlined in the policies and procedures.
3. It is the duty of the Secretary to keep records of meetings, board meetings, maintaining attendance records, to provide correspondence as deemed necessary by the President and/or Board of Directors, to provide and maintain all documents for all members, and to perform all other duties as pertaining to the office and as outlined in the policies and procedures.
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 and as outlined in the policies and procedures.
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 membership roster and perform all other duties as pertaining to the office and as outlined in the policies and procedures.
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 and as outlined in the policies and procedures.

7. It is the duty of the Webmaster to manage the website including the calendar which lists member presentations and other activities of the group, adds and removes member profiles from the website as the membership roster changes. verifies updates and backups are made of the website on a regular basis and manages the website hosting and domain registration.
8. Past President acts as Parliamentarian, chairs the Nominating Committee, presides over the meeting if the President and Vice President are not available and performs all other duties as pertaining to the office and as outlined in the policies and procedures.

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 based on the date their application is approved by the Board. A membership is not official until dues have been received.
3. Dues are considered delinquent if not paid by the 3rd meeting in January, and a late fee assessed for dues received thereafter.
4. If a member's dues have not been received by the 3rd meeting in January, 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 approval by 2/3 of the members present at a regular meeting of the group.
2. The group recognizes that its members may be governed by codes of professional conduct. If any project or activity undertaken by the group is deemed by a member to be against her professional or personal ethics, then that member may refrain from participating in the activity if she so desires.

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 current members of the group.
2. Any proposal can be approved by simple majority.
3. Voting shall take place by written ballot.

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. PWNH does not recognize excused or unexcused absences. Therefore, all missed meetings, aside from approved leaves of absence, are considered absences. 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 Membership Chair 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 absences.
4. When a member has four (4) absences within a quarter she will be sent an email reminding her of the membership requirements pertaining to absences. When, within

a 12-month period, a member has two (2) quarters with four (4) or more absences each, she will no longer be considered "in good standing".

5. The member will be notified by the Board that she must forfeit the right to be the Featured Speaker for a minimum of six (6) months after the last day of the last month in which she had four or more absences. Once the member is back "in good standing" she will be placed back into the speaker schedule. To be placed back into "good standing", a member must have fewer than four (4) absences in three (3) quarters within a 12-month period.
6. A leave of absence can be requested by a member for up to eight weeks, for a personal hardship. The request should be made in writing to the Board, prior to the leave. The Board will review the request and notify the Member, in writing, of its decision. If approved the member category will be held for the duration of the leave.

Article XIV. Tardiness

1. There are times, due to unforeseen circumstances, a Member may be tardy and arrive after the meeting has begun. Members who arrive late to the meeting will forfeit their turn to give their 30 sec commercial.
2. Frequent tardiness will result in the following action. If a Member is late 3 times in a quarter, this will count as an absence.