**BYLAWS - MANAGEMENT WOMEN, INC.**

Revised April 25, 2017

**ARTICLE I. NAME**

The name of this organization shall be Management Women, Inc., hereafter referred to as MW or the Organization.

**ARTICLE II. PURPOSE**

The purposes of the Organization are to promote professional growth and development of women limited to the purposes permitted for tax exempt status under Section 501(c)(6) of the Internal Revenue Code of 1986 and corresponding provisions of applicable successor revenue acts.

**ARTICLE III. MEMBERSHIP**

Section 1. Guests are welcome and encouraged to attend MW member meetings before submitting an application for membership.

Section 2. The member application and qualifying criteria for membership in MW shall be approved by the Board of Directors.

Section 3. Membership in MW is open to those persons who are employed full or part-time; are in transition or between jobs; are retired and are, or have been, responsible for the recognized management functions of leadership, planning, organizing, and motivating within their respective area of responsibility regardless of the size of their organization or field of endeavor, and support the purposes of MW set forth in Article II.

Section 4. All applicants for membership shall file an application with the MW Membership Board Member in such form as the Board of Directors of MW shall determine. The Membership Board Member shall report the Membership Committee's recommendations promptly to the Board of Directors which shall approve or disapprove each application.

Section 5. Membership dues shall be established by the Board of Directors and shall become effective for the next fiscal year. The Organization will be subsidized through membership dues, events, private donations, and other professional activities as approved by the Board of Directors.

Section 6. In the event any member of MW allows their membership to lapse by reason of nonpayment of dues thirty days after the due date on the invoice, at the discretion of the Board, reapplication and requalification must be made for membership.

Section 7. The fiscal year of MW shall commence on July 1 and terminate on June 30 of the following calendar year.

Section 8. Membership privileges are non-transferable and non-refundable.

Section 9. Any member may be removed from membership for cause by a majority (quorum) vote of the Board of Directors.

**ARTICLE IV. MEETINGS**

Section 1. MW member meetings shall be held every month, unless otherwise determined by the Board of Directors.

Section 2. Special meetings of the MW members may be called by the President or a majority of the Board of Directors, or by written request of ten percent of the members. Notice stating the place, date, hour and the purpose(s) for which the meeting is called must be communicated no less than seven days before the date of the meeting.

Section 3. The MW member meeting held during the month of May shall be the annual meeting and shall be for the purpose of announcing the elected Board of Directors and officers and for such other business as may properly arise.

Section 4. One-fourth of the members of MW shall constitute a quorum for conducting business, unless specified elsewhere in the Bylaws.

**ARTICLE V. MANAGEMENT**

Section 1. Board of Directors

a. Membership. The Board of Directors shall be composed of the Officers and Board Members. These positions shall receive no compensation for services.

b. Term. The term of office shall be for one fiscal year for each designated Board of Director position.

1. Specific Board of Director positions as outlined in these Bylaws automatically succeed to a subsequent position.
2. All members of the Board of Directors shall be eligible for one consecutive re-election in the same position.
3. Individuals may fill more than one position at the discretion of the Board of Directors.
4. All members of the Board of Directors shall transition their position to their successor within thirty days after expiration of their term of office.

c. Duties. The Board of Directors shall be subject to the orders of the members and carry on the business of MW in conformity with the policies and purposes of MW including but not limited to:

* + 1. It shall have the general power to administer the affairs of MW and shall report its actions on a regular basis.
    2. The annual budget will be prepared, voted on, and approved by the Board of Directors during the first fiscal quarter. The annual budget shall be made available to the MW members if requested.
    3. It shall approve an Auditing Committee appointed by the Vice President every year, whose duty shall be to audit the financial records and make a report to the MW members.
    4. It shall be responsible for approval of all expenditures of monies not in the approved budget.

d. Meetings. The Board of Directors shall meet monthly. Special meetings may be called at any time by the President or upon the written request of two members of the Board of Directors.

e. Voting. All members of the Board of Directors shall be voting members.

f. Quorum. A majority of the Board of Directors shall constitute a quorum.

Section 2. Officers

a. The Officers of MW shall be the President, Vice President, Secretary, Treasurer, and Treasurer Elect.

1. President: The President shall be the official representative of MW in activities of the Organization at all levels. The President shall preside at all meetings of the MW members, Board of Directors, and Officers. The President shall call special meetings of MW in accordance with the provisions of these Bylaws. The President shall serve as ex-officio member of all Committees except the Auditing and Nominating Committees.
2. Vice President: The Vice President shall act as Parliamentarian. She shall preside at meetings in the absence of the President, act for the President in the President's absence or disability, and perform such other duties as requested by the President. The Vice President shall automatically succeed to the office of the President at the expiration of the current term. The Vice President shall lead the Nominating Committee for the succeeding year.
3. Secretary: The Secretary shall record and have available the minutes of all meetings of the MW members, Board of Directors, and Officers. The Secretary shall perform such other duties as requested by the President.
4. Treasurer: The Treasurer shall have charge of all monies of MW and shall report as requested at meetings; collect all dues from members, making proper receipt available; pay all bills upon approval from the President or within guidelines as indicated by the budget; and keep an itemized record of all receipts and expenditures. The Treasurer shall perform such other duties as requested by the President.
5. Treasurer Elect: The Treasurer-Elect shall serve as an assistant to the Treasurer. She shall act for the Treasurer in the Treasurer's absence or disability and perform such other duties as requested by the Treasurer. The Treasurer-Elect shall automatically succeed to the office of the Treasurer at the expiration of the current term.

b. The Officers shall have the power to act for the Board of Directors between meetings of the Board and shall perform other duties of the Board as time may deem expedient. Any meeting of the Officers shall be called by the President. The President shall report all action at the next meeting of the Board to be documented in the board minutes.

c. Vacancies. In the event of a vacancy in any Officer position, except that of President or Treasurer, the Board of Directors shall appoint a member to fill the office for the unexpired term. In the event of a vacancy in the office of President or Treasurer, the Vice President or Treasurer Elect, respectively, shall succeed to the office for the unexpired term.

d. Removal. Any Officer may be removed from office for cause by a majority (quorum) vote of the Board of Directors.

e. Quorum. A majority of the Officers shall constitute a quorum.

Section 3. Board Members

1. The Board Members are defined as Accommodations, Accommodations Elect, Awards, Bylaws and Strategic Planning, Marketing, Marketing Elect, Membership, Membership Elect, Program, Program Elect, Seminar, Seminar Elect, Past Seminar, and Past President. Board Members may form committees as needed to meet the duties defined in the following section:
2. Duties of Board Members.
3. Accommodations. It shall be the duty of the Accommodations Board Member to facilitate a positive experience for all members and guests through the arrangement of MW member meetings.
4. Accommodations Elect. It shall be the duty of the Accommodations Elect Board Member position to provide assistance to the Accommodations Board Member. She shall act for the Accommodations Board Member in her absence or disability and perform such other duties as requested by her. The Accommodations Elect shall automatically succeed to the Accommodations Board Member.
5. Awards. It shall be the duty of the Awards Board Member to establish and administer recognition, scholarships, and awards.
6. Bylaws and Strategic Planning. It shall be the duty of the Bylaws and Strategic Planning Board Member to ensure Bylaws and Strategic Plans are being followed and stay aligned to the Organization’s current and long term goals and objectives.
7. Marketing. It shall be the duty of the Marketing Board Member to positively promote and manage the Organization’s image in the community.
8. Marketing Elect. It shall be the duty of the Marketing Elect Board Member to provide assistance to the Marketing Board Member and perform such other duties as requested by her. The Marketing Elect position will automatically succeed to the position of Marketing Board Member.
9. Membership. It shall be the duty of the Membership Board Member to facilitate the membership process. It shall accept applications, determine eligibility for membership, make recommendations to the Board of Directors for approval and oversee the database of MW member information.
10. Membership Elect. It shall be the duty of the Membership Elect Board Member to provide assistance to the Membership Board Member and perform such other duties as requested by her. The Membership Elect position will automatically succeed to the position of Membership Board Member.
11. Program. It shall be the duty of the Program Board Member to plan and implement professional programs in line with the MW mission and vision.
12. Program Elect. It shall be the duty of the Program Elect Board Member to provide assistance to the Program Board Member and perform such other duties as requested by her. The Program Elect position will automatically succeed to the position of Program Board Member.
13. Seminar. It shall be the duty of the Seminar Board Member to facilitate a seminar(s) on a schedule determined by the Board of Directors.
14. Seminar Elect. It shall be the duty of the Seminar Elect Board Member to provide assistance to the Seminar Board Member. She shall act for the Seminar Board Member in her absence or disability and perform such other duties as requested by her. The Seminar Elect Board Member shall automatically succeed to the Seminar Board Member.
15. Past Seminar. It shall be the duty of the Past Seminar Board Member to provide assistance to the Seminar Board Member. She shall assist the Seminar and Seminar Elect Board Members in facilitating seminars.
16. Past President. It shall be the duty of the Past President to provide assistance to the President and Vice President in performing their duties.

c. Vacancies. In the event of a vacancy in any Board Member position, the President shall appoint a member to fill the position for the unexpired term.

d. Removal. Any Board Member may be removed for cause by a majority (quorum) vote of the Board of Directors.

**ARTICLE VI. NOMINATIONS AND ELECTIONS**

Section 1. Nominations. The Vice President shall appoint a Nominating Committee of at least three members who shall be approved by the Board of Directors. The Nominating Committee shall submit nominees for all Board positions with the exception of Past President, President, Treasurer, Membership, Program, Accommodations, Marketing, Past Seminar, and Seminar. Nominations may be accepted until the time the candidates are presented to the Board of Directors, provided the consent of the nominee has been obtained. Only members in good standing are eligible to be nominated.

Section 2. Elections. A quorum as defined in Article IV, Section 4 shall be necessary for election. Voting shall be conducted via electronic ballot distributed no later than May 1st. A current Officer who is not on the Nominating Committee shall be identified to accept ballots prior to the May member meeting. Election results shall be announced at the May member meeting of MW.

**ARTICLE VII. SPECIAL COMMITTEES AND APPOINTEES**

Section 1. Special Committees or appointees may be appointed by the President and approved by the Board of Directors. Special Committees or appointees may include, but are not limited to, chairs or members of Auditing or Nominating Committees. The chair(s) of any Special Committees or any appointees shall be invited to attend as non-voting participants of the Board of Directors.

Section 2. Duties of Special Committees.

1. Auditing. It shall consist of three members appointed by the Vice President and approved by the Board of Directors. The Committee shall audit the Treasurer's records within ninety days after the close of the fiscal year and shall report to the Board of Directors prior to being presented to the general membership.
2. Nominating. Led by the Vice President, the nominating committee shall prepare a slate of candidates for the elected Board of Directors positions.

**ARTICLE VIII. DISSOLUTION**

Section 1. The Organization may be terminated and dissolved upon the affirmative vote of at least two-thirds of all MW members.

Section 2. After approval and adoption of the plan by the MW members, the Organization shall proceed to collect its assets and sell, exchange, convey, or otherwise reduce to cash all of its assets, except such assets as may be distributed in kind to the members in pro rata distributions, and to pay, satisfy, and discharge or make provision for payment, satisfaction, and discharge of its liabilities and obligations, including unascertained or contingent liabilities and obligations.

Section 3. Upon dissolution of the Organization, assets shall be distributed to an educational organization consistent with purposes permitted for tax exempt status under Section 501(c)(6) of the Internal Revenue Code of 1986 and corresponding provisions of applicable successor revenue acts.

**ARTICLE IX. AMENDMENTS**

Section 1. These Bylaws may be amended at any meeting of the members by a majority (quorum) vote. Thirty (30) days notice must be given to all members prior to such a vote.

Section 2. Any amendment, which may be proposed only by members in good standing at the time of submission, shall be presented in writing to the Bylaws and Strategic Planning Board Member.

Section 3. Amendments or revisions to the Bylaws shall be effective immediately upon approval, unless otherwise specified at the time of adoption.

Section 4. The composition and the interpretation of the Bylaws by the Board of Directors shall be final and binding.

**ARTICLE X. PARLIAMENTARY AUTHORITY**

All parliamentary questions not covered by the Bylaws of this organization shall be decided according to Robert's Rules of Order.

**ARTICLE XI. INDEMNIFICATION**

Section 1. Definitions Relating to Indemnification. For the purposes of this Article XI, the following terms shall have the meanings ascribed to them in this Section:

(a) "Director or Officer" shall mean any of the following:

1. A natural person who is or was a Board Member or Officer of the Organization;

(ii) The estate or personal representative of a Board Member or Officer.

(b) "Expenses" shall include fees, costs and any other expenditure incurred in connection with a proceeding, including attorney fees.

(c) "Liability" shall include the obligation to pay a judgment, settlement, penalty, assessment, forfeiture or fine, and reasonable Expenses.

(d) "Proceeding" shall mean any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law.

Section 2. Mandatory Indemnification.

(a) The Organization shall indemnify a Director, Officer, member or agent, to the extent he or she has been successful on the merits or otherwise in the defense of a Proceeding, for all reasonable Expenses incurred in the Proceeding if the Director, Officer, member or agent was a party because he or she is a Director, Officer, member or agent of the Organization.

(b) In cases not included under subparagraph (a), above, the Organization shall indemnify a Director, Officer, member or agent against liability incurred by the Director, Officer, member or agent in a Proceeding to which the Director, Officer, member or agent was a party because he or she is a Director, Officer, member or agent of the Organization, unless liability was incurred because the Director, Officer, member or agent breached or failed to perform a duty he or she owes to the Organization and the breach or failure to perform constitutes any of the following:

(i) A willful failure to deal fairly with the Organization or its members in connection with a matter in which the Director, Officer, member or agent has a material conflict of interest;

(ii) A violation of criminal law, unless the Director, Officer, member or agent had reasonable cause to believe her/his conduct was lawful or no reasonable cause to believe her/his conduct was unlawful;

(iii) A transaction from which the Director, Officer, member or agent derived an improper personal profit; or

(iv) Willful misconduct.

Determination of whether indemnification is required under this subparagraph shall be made under the provisions of Section 3 hereof. The termination of a Proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea shall not, by itself, create a presumption that indemnification of the Director, Officer, member or agent is not required under this subparagraph.

(a) A Director, Officer, member or agent who seeks indemnification under this Section shall make a written request to the Organization.

(b) Indemnification under this Section is not required if the Director, Officer, member or agent has previously received indemnification or allowance of Expenses from any other source, including the Organization, in connection with the same Proceeding.

Section 3. Determination of Right to Indemnification. The Board of Directors shall determine a person’s right to indemnification under Section 2(b) by majority vote of a quorum of the Board of Directors consisting of Directors and Officers not at the time parties to the same or related Proceedings. If a quorum of disinterested Directors and Officers cannot be obtained, it shall be determined by a majority vote of a committee duly appointed by the Board of Directors and consisting solely of two or more Directors and Officers not at the time parties to the same or related Proceedings. Directors or Officers who are parties to the same or related Proceedings may participate in the designation of members of the committee.

Section 4. Allowance of Expenses as Incurred. Upon written request by a Director, Officer, member or agent who is a party to a Proceeding, the Organization may pay or reimburse her reasonable Expenses as incurred if the Director, Officer, member or agent provides the Organization with a written affirmation of her good faith belief that she has not breached or failed to perform her duties to the Organization and a written agreement, executed personally or on her behalf, to repay the allowance and, if required by the Organization, to pay reasonable interest on the allowance to the extent that it is ultimately determined under Section 3 hereof that indemnification under Section 2 hereof is not required. Such agreement shall be an unlimited general obligation of the Director, Officer, member or agent and may be accepted without reference to her ability to repay the allowance. The undertaking may be unsecured. Determination of a right to reimbursement under this section shall be voted on by the Board of Directors pursuant to Section 3.

Section 5. Additional Rights to Indemnification and Allowance of Expenses. Except as provided in this Section 5, the provisions of Section 2 and Section 4 hereof do not preclude any additional right to indemnification or allowance of Expenses that a Director, Officer, member or agent may have pursuant to a resolution of the Board of Directors, a written agreement with the Organization, or a resolution by majority vote of voting members.

Section 6. Contract. The assumption by a person of a term of office as a Director, Officer, member or agent of the Organization or, shall constitute a contract between such person and the Organization entitling her/him during such term of office or service to all of the rights and privileges of indemnification afforded by this Article as in effect as of the date of her/his assumption or continuance in such term of office or service, but such contract shall not prevent, and shall be subject to modification by, amendment of this Article at any time prior to receipt by the Organization of actual notice of a claim giving rise to any such person's entitlement to indemnification hereunder.

Section 7. Insurance. The Organization shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, member or agent of the Organization, against any liability asserted against her/him and incurred by her/him in any such capacity or arising out of her/his status as such, whether or not the Organization would have the power to indemnify her/him against such liability under the provisions of this Article or Section 181.045 of the Wisconsin Non-Stock Corporation Law.

Section 10. Effect of Invalidity. The invalidity or unenforceability of any provision of this Article shall not affect the validity or enforceability of any other provision of this Article or of these Bylaws.

**ARTICLE XII. INTERNAL REVENUE CODE**

Notwithstanding anything herein contained to the contrary, no action shall be required or permitted to be taken under these Bylaws or by the Officers or Board Members of this Organization which would not be permitted to be taken by an organization described in Section 501(c)(6) of the Internal Revenue Code, or which would result in the imposition of federal tax under applicable sections of the Internal Revenue Code.