

BYLAWS

ARTICLE I – NAME

The name of the organization shall be Vail Valley Business Women.

ARTICLE II – MISSION STATEMENT

To serve as a forum for networking and the exchange of business ideas.

To improve and foster the business skills of women.

To provide up-to-date information for women.

ARTICLE III – MEMBERSHIP

3.1 Membership. Membership in the organization shall be open to all women who are interested in the mission of the organization.

3.2 Member. A member in good standing is one who has paid the appropriate dues to the organization for the current fiscal year. Any member in good standing shall have the right to vote at the annual meeting, participate in general meetings and hold a Board member position in the organization.

3.3 Annual Meeting. An annual business meeting of the organization shall be held in August each year and shall be open to all members. The election of the Board shall take place at that meeting. The annual meeting may be combined with a regular monthly meeting.

3.4 Monthly Meetings. No less than eight (8) and no more than twelve (12) monthly meetings will be held each fiscal year. Date and location of the monthly meetings shall be determined by the Board.

3.5 Member Termination. A member may be terminated from the organization for cause. Any member termination shall be approved by a two-thirds (2/3) vote of the Board. Any member thus terminated shall receive a refund of dues prorated to the date of termination.

- 3.6 Member Resignation. Any member may resign their membership at any time by giving written notice to a Board member. Resigning members are not entitled to receive a refund of any dues paid for that fiscal year.

ARTICLE IV – BOARD MEMBERS

- 4.1 The elected Board of the organization shall be:
- President
 - Vice President
 - Secretary
 - Treasurer
 - Program Director
 - Public Relations Director
 - Membership Director
 - Advisor / Member-At-Large

In addition, the most recent past President shall also be considered a full voting member of the Board.

- 4.2 The term of Board member shall be one (1) year. Board members shall only be allowed to hold any given Board position for a maximum of two (2) consecutive full terms.
- 4.3 Any part of a term to exceed six (6) months shall be considered a full term.
- 4.4 All Board members shall be elected at the August designated “election” meeting. Newly elected Board members shall be introduced at the September monthly meeting and assume office at the October monthly meeting.
- 4.5 Should there be vacancies in Board positions during the course of a Board term:
- a) A vacancy in the Board position of President shall be filled by the Vice President.
 - b) A vacancy in the Board position of Treasurer shall be filled by the Secretary.
 - c) In the event of a refusal to assume the positions per a) & b) above, or for any other Board vacancy, the Board shall seek replacements first from within the Board then from the existing current membership. The vacancy shall be replaced by majority vote of the remaining Board.
 - d) If, after thirty days, should additional members not be found that are willing to assume a Board position, an existing Board member may be appointed by a majority vote of the Board to hold two or more positions. Except that, the President, Secretary and Treasurer positions shall not be held by the same person.

- e) Any vacancies filled according to the stipulations of section 4.5 shall be for the remainder of the term only.
 - f) Term limits specified in section 4.2 shall not apply to Board vacancies filled in accordance with section 4.5.
- 4.6 All Board members shall be members in good standing of the organization. Only persons who have consented to serve as a member of the Board may be elected.
- 4.7 Resignations from the Board shall be made in writing to the President.
- 4.8 Any Board member may be removed from their Board position as follows:
- a) Any member may request the removal of a Board member. Such requests shall be submitted in writing to the President or Vice-President or shall be made in person at a scheduled Board meeting.
 - b) The request for a Board member removal must be approved by a two-thirds (2/3) vote of the Board members at the next regular or special Board meeting called under the terms of section 6.5. The Board member in question shall not be allowed to participate in the vote.
 - c) The matter shall be decided by a majority vote of a special committee composed of the Past President plus four other non-Board members. The Past President shall select the other members and shall only choose those that have been members for at least one year.
- 4.9 Duties of the Board members are detailed in Addendum A. In addition, all Board members are expected to attend all Board Meetings and to attend and help with each monthly meeting including mingling with members and helping with sign-in.

ARTICLE V – ELECTIONS

- 5.1 Nominations. A Nominating Committee of three (3) members shall be presented and approved at the June Board meeting. The Committee Chair shall be the immediate Past President. The Chair shall appoint one (1) additional member of the Board and one (1) additional non-Board member to serve on the committee. The current President shall notify the Past President of their obligation in May to allow time to establish the committee. In the event that a Nominating Committee member should be running for a contested position, they shall be replaced as a Nominating committee member by another member to be appointed by the remaining Nominating Committee members.
- 5.2 The Nominating Committee shall designate, on or before three (3) weeks prior to the election meeting, a slate of no fewer than five (5) candidates willing to serve as Board

members. Additional nominations may be made in writing and delivered to the Nominating Committee no later than one (1) week prior to the election meeting. Such additional nominations shall be presented with the slate of candidates at the election meeting.

- 5.3 The Nominating Committee members shall oversee the election process at the annual election meeting and count the ballots and tabulate the results immediately following the close of voting. Results shall be reported per Section 5.6 below.
- 5.4 Voting. All matters put before the general membership for a vote shall be decided by a vote of the majority of the members entitled to vote at that meeting. Voting must be done in person.
- 5.5 Proxy. Any member may designate another member as a proxy to vote in their place. Proxies must be signed by the designating member and submitted in writing to the nominating committee prior to the start of the meeting. The nominating committee must make all designees aware of their proxy vote.
- 5.6 Results. The Nominating Committee shall report the results of the election to the Board at the next Board meeting. In the event of a tie, the contested Board position shall be awarded by a majority vote of the members of the outgoing Board present at the Board meeting. Board members involved in any such contested position will be excluded from the vote. Should a tie still exist, the incoming President, or incoming Vice-President should the contested position be the President position, shall have the deciding vote.

ARTICLE VI – BOARD MEETINGS

- 6.1 The Board shall meet monthly. A Board meeting notice and tentative agenda shall be given to all Board members at least one (1) week prior to the Board meeting time. Agenda requests shall be submitted to the President by email at least two (2) weeks prior to the Board meeting time. Additional topics may also be brought up at any given Board meeting under New Business, time permitting. The Board meeting time and place shall also be announced to all members at the monthly meeting.
- 6.2 All Board members are expected to attend each Board meeting. Any member in good standing is also allowed to observe and/or add agenda requests at any Board meeting.

- 6.3 Three (3) consecutive absences from Board meetings without valid excuses shall be considered an automatic resignation from the Board, and the President shall then request a written resignation.
- 6.4 Quorum. Two-thirds (2/3) of the Board members shall constitute a quorum. A majority of said quorum shall be needed on all votes of the Board unless otherwise specified within these Bylaws. Board members may attend by written proxy signed and given to another Board member,
- 6.5 Special meetings of the Board may be called by the President or by a majority of the Board. A two day advance notice shall be given to all Board members by email for all special meetings. Business to be conducted shall be outlined in a written agenda to be included in the email notice. Board members may participate in the special meeting by conference call as long as they provide advance notice of the request to allow time to prepare the facilities to accommodate the conference call.
- 6.6 Meeting minutes of all regular monthly or special Board meetings shall be made available to all members on a timely basis.

ARTICLE VII – FINANCE

- 7.1 Dues. The annual dues for membership shall be determined by vote by the Board. Dues are payable at the beginning of each fiscal year along with submittal of a membership application. Membership will be open year round. Membership dues may be pro-rated as the fiscal year progresses at the discretion of the Board.
- 7.2 Nonmember guests may attend any monthly meeting after paying the appropriate guest fee as determined by the Board.
- 7.3 Fiscal Year. The fiscal year of the organization shall begin September 1 and end August 31 of each year.
- 7.4 Allocation of Funds from Membership Dues. Funds raised by the organization from membership dues shall be allocated as determined by the Board.
- 7.5 Any special or out of the ordinary expense requests shall be reviewed and voted on by the Board at a regularly scheduled Board meeting and direction given to the Treasurer regarding disposition.

- 7.6 An annual review of the accounting shall be performed in September each year by the outgoing and incoming Treasurer and outgoing and incoming President.
- 7.7 Extra funds raised shall be allocated to local scholarships and/or other causes that meet the mission statement of the organization. Such allocations shall be decided by a majority vote of the Board. The general membership shall be notified promptly of any such allocations.

ARTICLE VIII – COMMITTEES

- 8.1 Nominating. A nominating committee shall be established annually as per the provisions in Article V.
- 8.2 Charitable/Philanthropic. The President, with the consent of a majority vote of the Board, shall designate a charitable/philanthropic committee chair each year to oversee scholarship applications and present suggestions to the Board regarding the disposition of extra funds raised by the membership.
- 8.3 Website. The Membership Director shall be authorized to appoint, with the consent of a majority vote of the Board, a website committee chair each year to assist with editing and updating of the website. Such chair shall report directly to the Membership Director.
- 8.4 Newsletter. The Public Relations Director shall be authorized to appoint, with the consent of a majority vote of the Board, a newsletter committee chair each year to assist with the publication of a monthly newsletter. Such chair shall report directly to the Public Relations Director.
- 8.5 Program. The Program Director shall be authorized to appoint, with the consent of a majority vote of the Board, a program committee chair each year to help with special monthly programs and to generate general program ideas as needed. The Program chair shall report directly to the Program Director.
- 8.6 Special Committees. The President, with the consent of a majority vote of the Board, may create special committees as needed. The nature and responsibilities of these committees shall be determined by the Board.
- 8.7 Committee Chairs. Committee Chairs shall be appointed from among the general membership. They shall not be considered voting members of the Board. However, a Board member shall be eligible to serve as a committee chair. The committee chair is authorized to recruit any additional members to serve as part of a committee without

requiring additional approval from the Board. Committee Chairs, as well as committee participants, shall serve for a maximum of one (1) year. They may be reappointed as needed for additional one (1) year periods. Committee Chairs may be required to attend Board meetings periodically to update the Board on the Committee progress.

ARTICLE IX – INDEMNIFICATION

Every member of the Board may be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board in connection with any threatened, pending or completed action, suit or proceeding to which they may become involved by reason of their being or having been a member of the Board, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of their duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interests of the organization. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board is entitled. Committee Chairs and Committee participants shall be deemed to be members of the Board in regards to the aforementioned indemnification.

ARTICLE X – DISSOLUTION

Upon dissolution of the organization, assets shall be distributed to local scholarships and/or 501(c)(3) causes that meet the mission statement of the organization. Any such asset not so disposed of shall be disposed of by the Court of Competent Jurisdiction of Eagle County, exclusively for such purpose or to such organization or organizations as said Court shall determine.

ARTICLE XI – AMENDMENTS

The Bylaws may be amended at any regular meeting of the Board by a two-thirds (2/3) vote of Board members present. After approval, the amendments shall be presented for ratification by a majority of the general membership who are present in person or by proxy at the next monthly meeting. A copy of the amended Bylaws shall be emailed to each member at least one week prior to the monthly meeting. A written proxy shall be attached to the email along with the Bylaws to allow for voting by members unable to attend the meeting.

ADDENDUM "A"

PRESIDENT

Preside at monthly meetings. Prepare an agenda & preside at all Board meetings. Greet & introduce guest speaker at monthly meetings. Send monthly meeting evite to members and email list. Encourage participation by membership. Endeavor to increase membership. Appoint a charitable/philanthropic committee chair or special committee chairs as required.

VICE PRESIDENT

Assume the duties of President should a resignation occur. Fill in for the President in their absence. Coordinate meeting facilities. Check voicemail and respond or update evite counts as appropriate. Send thank you notes to all venues. . Check email and respond or update evite counts as appropriate.

SECRETARY

Record Board meeting minutes, distribute them to the Board in a timely manner and have them posted on the website for the general membership. Prepare miscellaneous correspondence as requested by the Board. Send speakers thank you notes following each presentation.

TREASURER

Develop budget. Handle all AR/AP. Reconcile bank statements & prepare financial statement for Board. Coordinate Check-in table at monthly meetings & collect guest fees. Maintain sign in sheet and name tags. Maintain membership list. Forward membership list to President monthly. Process credit cards & deposit checks/cash after each meeting. Check post office box

PROGRAM DIRECTOR

Present the Board with a list of possible topics/speakers for selection. Send speakers a letter of agreement outlining terms. Forward speaker's bio & speech to Public Relations & President. Appoint and oversee program committee chair as needed.

PUBLIC RELATIONS DIRECTOR

Prepare press releases & submit to local media. Place advertising where necessary. Take pictures at meetings & special events. Keep scrapbook of newsletters, photos etc and have them posted to website as appropriate. Coordinate radio and TV spots throughout the year. Have meetings put on the Vail Daily & Mountaineer calendar. Produce and email a monthly newsletter. Appoint and oversee a newsletter chair as needed.

MEMBERSHIP DIRECTOR

Organize the membership drive. Produce an annual directory & brochure. Update the website with new members, meeting schedules and other information as needed. Coordinate with Public Relations Director and maintain overall website throughout year. Appoint & oversee a website chair as needed. Present spotlight speaker requests to Board. Coordinate annual membership survey and distribute results to membership.



ADVISOR / MEMBER-AT-LARGE

Fulfill such duties as may be determined necessary by the Board and serve as an additional liaison between the Board & the general membership. Assist board as needed. Advise on past experiences & future recommendations.

PAST PRESIDENT

Assist board as needed. Advise on past experiences & future recommendations.

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