

**BUSINESS WOMEN OF BLAIRSVILLE  
BYLAWS  
AMENDED AUGUST 26, 2013**

**Article I – Name**

**Section 1: Name.** The name of this Association shall be the Business Women of Blairsville, Inc., doing business as Tri-State Business Women, hereinafter referred to as TSBW.

**Section 2: Organization.** The Association shall be organized as a not-for-profit corporation under the laws of the State of Georgia.

**Section 3: Governing Documents.** The Association shall be governed by its Articles of Incorporation and these Bylaws.

**Article II – Purpose**

The purpose of the Association is to provide a venue for entrepreneurial women in Union and surrounding counties to support one another in continuing professional growth through the interchange of information in fields of interest to members, continuing education, professional development, networking, and marketing.

**Article III – Membership**

**Section 1: Membership.** The membership of the Association shall consist of any woman in the tri-state area who has an entrepreneurial spirit. Any woman who currently owns or operates a business, has done so in the past, or hopes to do so in the future. TSBW's vision is to grow professionally as well as to support one another in continuing success through leadership, education, networking, marketing, and community service.

**Section 3: Privileges.** Members in good standing shall be entitled to all privileges of membership. Only members in good standing shall be entitled to vote. Only members in good standing shall be entitled to hold elected offices in the Association as described in Article V.

**Section 4: Membership Procedures.** Any membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination shall be a violation of these Bylaws or any rule, policy, code of conduct or practice adopted by TSBW or any other conduct contrary to the interests of the Association. Suspension or termination shall be by two-thirds vote of the Board of Directors, provided that a statement of the charges was mailed by certified or registered mail to the last recorded address of the member or

otherwise delivered to such address in person as permitted by law at least fifteen (15) days before final action is to be taken. This statement shall include a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered. The member shall have the opportunity to appear in person, and/or be represented by legal counsel, and/or submit a written response in defense to such charges before action is taken by the Board of Directors.

**Section 5: Transfer of Membership.** Transfer of membership is prohibited.

**Section 6: Resignation.** Any member may resign from membership by giving written notice to the Association by U.S. mail or email or by failing to pay dues in a timely manner.

#### **Article IV – Dues, Fees, and Finances**

**Section 1: Dues.** The dues and any initiation fee of the Association shall be established by the Board of Directors.

**Section 2: When Payable.** Dues can be paid in full on or before January 10th or members can choose to pay for one-half (1/2) of the year on or before January 10th, and then again on or before June 10th.

**Section 3: Delinquency.** Members whose dues are not paid by January 31st or June 30th will be removed from membership and all privileges of said membership will be suspended.

**Section 4: Reinstatement.** Any member who resigns or fails to pay their dues may be reinstated anytime they decide to rejoin by paying the full amount of dues for the period. (not prorated).

**Section 5: Fiscal Year.** The fiscal year of the Association shall be determined by the Board of Directors.

#### **Article V – Officers**

**Section 1: Elected Officers.** The elected officers of the Association shall be President, Vice President, Secretary, and Treasurer. No individual shall hold more than one office simultaneously.

**Section 2: Election and Terms.** The elected officers shall be elected by the membership as provided in these Bylaws and shall hold office for terms of two years, beginning on the day of the first membership meeting after the annual business meeting. Officers may not succeed themselves in the same office.

**Section 3: Vacancies.** Officers shall hold office until their successors have been elected and installed. Vacancies occurring before the annual election may be filled by the Board of Directors.

**Section 4: Duties:**

- A. **President.** The President shall preside at all meetings of the Association and shall serve as chairman of the Board of Directors. The President shall carry out the policies of the Board of Directors. The President shall appoint chairs and may appoint members of all committees, with the exception of the Nominating Committee and Finance and Audit Committee, the procedures for which are stipulated in Articles VII and X, respectively. The Board of Directors shall approve all committee chair appointments by majority vote. The President shall sign all contracts and agreements to which the Association is a party. The President shall perform other such duties as are incident to the office of President or as may be prescribed by the Board of Directors. On matters brought before the Board of Directors, the President shall vote only in the case of a tie.
- B. **Vice President.** The Vice President shall possess all the powers and perform all the duties of the President in the event of the absence of the President or of the President's disability, refusal, or failure to act. The Vice President shall perform such other duties as are properly assigned by the Board of Directors or the President.
- C. **Secretary.** The Secretary shall be responsible for creating and maintaining the records of all meetings of the Board of Directors and the membership. These records may be kept in print or electronic format. They shall be available to any member upon request. The Secretary shall be the recipient of all proxy notices and shall be responsible for notifying the President of their existence and validity.
- D. **Treasurer.** The Treasurer shall have charge of and shall exercise supervision of the financial affairs of the Association. The Treasurer shall be responsible for the accurate accounting and reporting of all monies received and expended by the Association. All monies received shall be deposited in the bank or depository designated by the Board of Directors and shall be paid out as prescribed by the Board of Directors or its designee. The Treasurer shall be authorized to sign checks for the payment of bills incurred by the Association. The Treasurer and the Finance and Audit Committee shall develop the budget for approval by the Board of Directors. The Treasurer shall receive the dues payments and provide names of current members to the Board of Directors.

**Article VI – Board of Directors**

**Section 1: Composition.** The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Immediate Past President, and two at large members, duly nominated and elected in accordance with these Bylaws.

**Section 2: Duties.** The general management of the affairs and property of the Association shall be vested in the Board of Directors.

**Section 3: Meetings.** The Board of Directors shall meet upon call of the President at such time and place as may be designated and shall be called to meet upon demand of a majority of its members. Notice of all meetings shall be given to each member of the Board of Directors in advance. Meetings shall be open to all members of the Association.

**Section 4: Quorum.** A majority of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors. Any less number may recess from time to time until a quorum is present.

**Section 5: Voting.** All members of the Board of Directors, present and constituting a quorum, shall have the right to vote on matters. However, the President may cast a vote only in case of a tie. Majority decision will prevail unless otherwise directed by these Bylaws. Voting rights of a member of the Board of Directors may not be delegated to another nor exercised by proxy.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed by a majority of the Directors and such written consent is filed with the minutes. Such action is effective when the required number of directors has signed the consent unless the consent specifies a different effective date. Such consent may be transmitted electronically. A Director transmitting his or her consent to the Association electronically shall sign the consent by typing his or her name on the consent. The Secretary shall take reasonable measures to ensure that the consent is being transmitted by the Director signing the ballot. The Secretary shall print out all consents received electronically and file these consents with the minutes.

**Section 6: Terms.** Directors shall serve for two-year terms, and their terms shall be staggered so that the terms of approximately half of the Directors expire each year. The members of the Board of Directors shall hold office until their successors have been elected and installed or until their terms expire. Mid-term vacancies may be filled by the Board of Directors for the remainder of the unexpired terms.

**Section 7: Absence.** Any member of the Board of Directors who fails to attend its meetings, may, at the discretion of the President, be required to explain absences in writing. The remaining members of the Board of Directors shall consider whether

absences are excusable and, if not, shall notify the affected Board member in writing accordingly. Prior to a final decision of the Board of Directors regarding removal of a Board member for unexcused absence(s) from Board meetings, the affected Board member shall be given an opportunity to defend his or her absence(s) in person at the next regularly scheduled Board of Directors meeting.

## **Article VII – Nominations and Election**

**Section 1: Nominating Committee.** At least 60 days prior to the end of the fiscal year, the President shall appoint a Nominating Committee of at least one member who has been a member of the Association for at least one year. Current members of the Board of Directors shall be ineligible for appointment to the Nominating Committee.

**Section 2: Nominating Process.** Names of the members of the Nominating Committee and an invitation for recommendations for candidates for nomination shall be announced to the membership at least sixty (60) days prior to the end of the fiscal year. The Nominating Committee shall nominate at least one (1) person for each available elective office of the Association and shall secure the consent of each nominee to such nomination at least thirty (30) days prior to the end of the fiscal year. The slate shall be presented, in writing, via email, to the membership at least fourteen (14) days prior to the end of the fiscal year. Voting will be done in writing and can be hand delivered or emailed to the nominating committee prior to the annual meeting. Nominating committee will announce the election results at the annual meeting.

**Section 3: Election.** At the annual business meeting during the last two weeks of the fiscal year of the Association, the following election results will be announced:

- A. **Officers**-At each annual business meeting in odd-numbered years, Vice President and Treasurer each to begin a term of two (2) years, beginning on the day of the first weekly meeting after the annual business meeting. At each annual business meeting in even-numbered years, President and Secretary each to begin a term of two (2) years beginning on the day of the first weekly meeting after the annual business meeting.
- B. **Directors**-At each annual business meeting in odd-numbered years, one at-large director, to begin a term of two (2) years, beginning on the day of the first weekly meeting after the annual business meeting. At each annual business meeting in even-numbered years, one at-large directors, to begin a term of two (2) years beginning on the day of the first weekly meeting after the annual business meeting.
- C. **Method of Election**-A plurality of votes cast with respect to each position shall determine the winning candidate for that position. In the event of a tie, the Board of Directors shall break the tie.

## **Article VIII – Meetings**

**Section 1: Annual Meeting.** The annual business meeting of the Association shall be held each year during the last two weeks of the fiscal year at a place selected by the Board of Directors. Notice of such meeting shall be published in the minutes of a weekly meeting at least 30 days prior to the date of the annual meeting.

**Section 2: Membership Meetings.** Membership meetings shall be held weekly at a time and place selected by the Board of Directors. A majority of the members present shall constitute a quorum for the purpose of voting.

**Section 3: Special Meetings.** Special meetings may be called by the President or the Board of Directors or shall be called by the President upon written request of at least twelve (12) members. Notice of any special meeting shall be published in the minutes of a weekly meeting held at least two weeks prior to the date of the special meeting. A majority of the members present shall constitute a quorum at a special meeting.

**Section 4: Attendance.** All meetings are open to all members. Membership meetings are open to members and guests.

## **Article IX – Committees**

**Section 1: Structure.** The Board of Directors is empowered to establish committees of the Board for the purpose of carrying out activities of the Association. Committees shall be of such size and shall have such duties, function and powers as may be assigned to them by the Board of Directors, except as otherwise provided in these Bylaws. The Nominating and Finance and Audit Committees shall be appointed annually. The President may establish ad hoc committees from time to time.

**Section 2: Staffing.** The President is empowered to appoint chairs of committees, subject to approval by the Board of Directors by majority vote. Members may serve on committees on a voluntary basis or by appointment of the President.

## **Article X – Finance and Audit Committee**

**Section 1: Composition.** The Finance and Audit Committee shall consist of at least 3 members, one of whom shall be the **current** Treasurer. All other members shall be appointed by the President.

**Section 2: Duties.** The Committee shall advise the Board of Directors on matters pertaining to the Association's financial needs, growth, and stability based on periodic review of income, expenditure, and investments. The committee shall present an annual budget to the Board of Directors. The Committee shall advise the Board of Directors of

any irregularities or material findings that arise from the independent audit or other sources.

#### **Article XI – Parliamentary Authority**

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

#### **Article XII – Indemnification**

Each director, officer, or other agent of the Association shall be held harmless and indemnified by the Association against all claims and liabilities and all costs and expenses, including attorney's fees, reasonably incurred or imposed upon such persons in connection with, or resulting from, any action, suit or proceeding—or the settlement or compromise thereof—to which such persons may be made part of by reason of any action taken or omitted by such persons acting in good faith and prudence within the course of acting in behalf of the Association.

#### **Article XIII – Amendments**

Amendments may be proposed by the Board of Directors or by a written petition signed by at least 50% of the Association's members in good standing. Notice of each proposed amendment of these Bylaws shall be provided by mail or email to the Association's membership at least thirty (30) days in advance of Board of Directors action on the proposed amendment. Taking into consideration the opinions of the membership on proposed changes, the Board may adopt amendments by majority vote.

#### **Article XIV – Dissolution**

The Association shall use its funds only to accomplish the purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to members of the Association. In the event of dissolution of the Association and the discharge of its debts and the settlement of its affairs, all funds and properties of the Association remaining thereafter shall be conveyed to nonprofit; tax exempt; and charitable, educational, scientific, or philanthropic organization(s) with objects and purposes similar to those of the Association, such organization(s) to be designated by the Board of Directors at the time of dissolution.