

CODE OF REGULATIONS
WOMEN'S NETWORK, INC.
REVISED SEPTEMBER 18, 2017

ARTICLE 1

NAME

This organization is incorporated as a (501)(c)(3) non-profit charitable organization under the laws of the State of Ohio and shall be known as the Women's Network, Inc. (The "Women's Network of Northeast Ohio").

ARTICLE 2

PURPOSE

The purpose for which this Corporation is organized is to connect, empower and inspire women.

ARTICLE 3

MEMBERSHIP

Section 3.1 Classification.

The Board of Directors shall establish classes of memberships.

Section 3.2 Eligibility.

Any individual committed to achieving the purpose and mission of this organization shall be eligible for membership.

Section 3.3 Admission to Membership.

A membership application accompanied by dues shall be submitted.

Section 3.4 Privileges of Membership.

Each member shall have one vote and shall receive the benefits of membership.

Section 3.5 Termination of Membership.

Resignation from membership shall be deemed to take place upon non-payment of dues. Any member concerned about the conduct of another member may report that conduct to any member of the Executive Committee. The Executive Committee shall follow the procedures approved by the Board of Directors to investigate the matter and determine a course of action.

Section 3.6 Membership Cycle.

The membership year runs for twelve (12) successive months, beginning with the first day of the first month for which the member pays dues and ending with the last day of the twelfth month.

ARTICLE 4

OFFICERS

Section 4.1 Officers.

The Officers shall be President, First Vice President, Second Vice President, Treasurer, Secretary, and Executive Director. The Officers shall perform the duties as delegated to them from time to time by the Board of Directors or the President.

Section 4.1.a Executive Director Responsibilities.

The Executive Director shall be appointed by the Board of Directors, and shall have the general day-to-day management of the business and affairs of the Corporation, in addition to any other duties assigned to her by the Board or by the Executive Committee. The Executive Director shall be an ex-officio member of all Standing Committees, and although in attendance at meetings of the Board of Directors, shall have no voting privileges. The Executive Director shall regularly report on the affairs and activities of the Chapter to the Chair of the Board, and shall execute all instruments requiring the signature of the Executive Director. The Executive Director shall serve at the will of the Board of Directors. Should the position of Executive Director be vacant, the President or her designee shall fulfill the responsibilities of the Executive Director.

Section 4.2 Term of Office.

With the exception of the Executive Director, Officers shall be elected to serve for a minimum of two-year (2) term and a maximum of three (3) years.

Section 4.3 Nomination and Election.

Officers shall be elected at the Annual Meeting or at any Special Meeting (“the Election”) called in accordance with these Code of Regulations. Any Member may nominate an Officer at least sixty (60) days prior to the Election by submitting the proposed Officer’s name, biographical information and a letter of recommendation in writing to the Governance Committee at least sixty (60) days prior to the Election. The Governance Committee shall prepare a slate of candidates for the Board Directors at least (45) days prior to the Election. The proposed slate shall be sent to the members at least thirty (30) days before the Election.

Section 4.4 Vacancy, Resignation or Removal.

In the event any office of the Corporation becomes vacant, the Executive Committee (as described in Section 10.1) shall appoint a new Officer to fill such vacancy for the remainder of the term of office of the vacated office.

In seeking a candidate for President, the First Vice President shall automatically fill the vacant position for President. If the First Vice President is not available, then the Second Vice- President shall fill the vacancy. If neither the First or Second Vice President are available, then the Governance Committee shall first consider candidates from the remaining Officers, then look to the current Board of Director members, and finally to the general membership.

In the event an Officer is found to be unfit to serve, a Special Meeting of the Board of Directors shall be called and a vote taken to remove that Officer. Removal of an Officer shall require a two-thirds (2/3) vote of the Board of Directors.

ARTICLE 5

BOARD OF DIRECTORS

Section 5.1 General Duties.

The Board of Directors shall be the governing body of the Corporation and shall have the general supervision of the preservation, care and management of the property, affairs and finances of the Corporation. Each member of the Board of Directors will complete a Board Pledge which outlines the expectations and responsibilities of the Directors.

Section 5.2 Composition, Qualification and Term.

The Board of Directors shall consist of not less than fifteen (15) nor more than twenty-five (25) people. The Board of Directors will include the Officers, Chairs of the Standing Committees, Members-At-Large and may include the Immediate Past President.

Directors may serve three (3) consecutive three (3) year terms, for a maximum of nine (9) consecutive years. After serving three (3) consecutive three (3) year terms, any member of the Board of Directors wishing to continue board service must take a minimum of a one (1) year hiatus from service on the Board of Directors before becoming eligible for re-election. During their hiatus from the Board of Directors, former directors may serve on Standing Committees and/or Taskforces.

The Board Service Year shall be October 1 to September 30.

Section 5.3 Compensation.

With the exception of the Executive Director, the Board of Directors and Officers shall serve without compensation.

Section 5.4 Meetings and Quorum.

The Board of Directors shall fix the frequency and dates of regular meetings of the Board of Directors, provided, however, that the Board shall meet not less frequently than quarterly. Half of the Board of Directors plus one (1), including two (2) Officers, shall constitute a quorum for the purpose of conducting the business of the Board. Special meetings of the Board of Directors shall be held on the call of the President or at the written request of five (5) members of the Board of Directors who are eligible to vote. Notice of each Special Meeting of the Board of Directors shall be written and shall state the time and place of the meeting. Such notice shall be provided at least three (3) days before the day of the scheduled meeting.

Section 5.5 Resignation and Removal of Directors.

Any Director may resign by giving written notice of her resignation to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified in the notice. A Director may be removed, with good cause, by a two-thirds (2/3) vote of all Directors.

Section 5.6 Vacancies.

Vacancies in the Board, however arising, shall be filled by a majority vote of the Board of Directors at any regular or special meeting of the Board for that purpose.

Section 5.7 Place of Meetings.

Meetings of the Board may be held at any place within the State of Ohio. The notice of the meeting shall include a place and time of the meeting. Meetings may be held through the use of authorized communications equipment if all persons participating can hear each other.

Section 5.8 Voting.

At any meeting of the Board, every voting Director present in person or by proxy at such meeting shall be entitled to one (1) vote and, except as otherwise provided by law or by these regulations, the act of the majority of the Board present at any meeting at which there is a quorum shall be an act of the Board. A Director may appoint another Director to cast a proxy vote on their behalf. A Director voting by proxy must notify the Secretary and/or the President in writing by regular mail or electronic mail of their designated representative. Participation by a member in a meeting through the use of mail or authorized communication equipment as defined by law constitutes presence in person of that member at the meeting.

The Board of Directors may permit voting by regular mail or electronic mail on matters discussed at Board meetings and/or when recommended by the President.

(ORC1702.01: "Authorized communications equipment" means any communications equipment that provides a transmission, including, but not limited to, by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the member or director involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other.)

ARTICLE 6

MEETINGS OF MEMBERS

Section 6.1 Annual Meeting.

The Annual Meeting of the Corporation shall be held at such date as may be determined by the Board of Directors. Officers and Board shall be elected and installed at the Annual Meeting.

Section 6.2 Special Meetings.

Special meetings of the Membership shall be held on the call of the President or the Executive Committee upon written request of ten (10) members of the Corporation. The membership must be notified in writing by regular mail or electronic mail at least ten (10) days prior to a Special Meeting.

Section 6.3 Membership Quorum and Voting.

Those members present in person shall constitute a quorum for the transaction of business at the Annual Meeting or any Special Meeting of the members. At any meeting of the members, every voting member present in person shall be entitled to one (1) vote and, except as otherwise provided by law or by these regulations, the act of the majority of the membership present at any meeting at which there is a quorum shall be an act of the membership. Participation by a member in a meeting through the use of mail or authorized communication equipment as defined by law constitutes presence in person of that member at the meeting.

The Board of Directors may permit voting by regular mail or electronic mail on matters discussed at membership meetings and/or when recommended by the President.

Section 6.4 Notice of Meetings.

Written notice of the time and place of the Annual and Regular meetings shall be provided to each Member at least five (5) days but no more than thirty (30) days prior to the date of such meetings. For purpose of providing notice under these regulations, written notice may be provided in the newsletter or by other written format.

ARTICLE 7

AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors

may see fit, so far as may be consistent with the Code of Regulations, to the extent authorized or permitted by law.

ARTICLE 8

FINANCIAL PROVISIONS

Section 8.1 Fiscal Year.

The fiscal year shall be from July 1 to June 30.

Section 8.2 Dues.

Dues shall be paid annually. The Board of Directors shall determine the amount of dues and payment procedures. The Board of Directors may provide for reduced dues in the case of special need.

Section 8.3 Budget and Financial Oversight.

At least thirty (30) days prior to the end of the fiscal year, the Finance Committee, composed of the Treasurer and at least two other persons appointed by the President, shall prepare and recommend an annual budget for approval by the Board of Directors. The Committee shall also advise the Board regarding financial matters. The Finance Committee shall review the financial books and records of the Corporation at the close of the fiscal year. The Committee, at its discretion, may conduct an informal review or authorize a formal audit by an independent accounting firm. The Committee shall submit its written report or formal audit report to the Board of Directors annually.

Section 8.4 Responsibility of Investment.

In the event that the Corporation has the opportunity to invest income that could incur market risk, the Board of Directors shall be responsible for investment of the funds of the Corporation and shall have the duty not only to see that the investments are made prudently, but also that investments are productive, so that the income from them may be used for the purpose of the Corporation. Prior to making the investment, The Board of Directors' Finance Committee shall prepare an investment policy of the Corporation, and shall review annually, and after that investigation, recommend any proposed changes to the investment policy to the Board of Directors.

Section 8.5 Conflict of Interest.

No member, Director or employee of the Corporation shall make use in any way of the assets, holdings, collections, securities, chattels or other properties of the Corporation in a manner accruing to their personal and private or corporate benefit or profit. Each Director will sign an Annual Conflict of Interest Statement.

ARTICLE 9

EXECUTIVE COMMITTEE

Section 9.1 Election.

The Officers and the Chairs of the Standing Committees of the Corporation shall constitute an Executive Committee.

Section 9.2 Powers.

The Executive Committee, between the meetings of the Board of Directors, shall have and may exercise the authority of the Board of Directors in the management of routine affairs of the Corporation, except as such authority is limited by statute or may be limited by the resolution electing the Executive Committee provided, however, that the Executive Committee shall have only such power or authority of the Board of Directors between meetings of the Board as shall be necessary to conduct any routine business of the Corporation, and any such action taken by the Executive Committee between meetings of the Board of Directors is subject to ratification or modification of the Board of Directors at its next regularly scheduled meeting.

Section 9.3 Meetings.

The President shall fix the frequency and dates of regular meetings of the Executive Committee. Meetings of the Executive Committee may also be called by, or, at the direction of the President or any two (2) of the voting members of the Executive Committee, to be held at such time and such places as shall be designated in the notice of the meeting.

Section 9.4 Notice.

Notice of the time and place of any special meeting of the Executive Committee shall be given at least forty-eight (48) hours prior to such meeting, and shall be delivered personally, by e-mail or by telephone to each member of the Executive Committee at her address shown by the records of attendance. Attendance of a member of the Executive Committee shall constitute a waiver of notice

of such meeting, except where a member of the Executive Committee attends a meeting for the express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Executive Committee need be specified in the notice or waiver of notice of such meeting.

Section 9.5 Waiver.

A majority of the voting members of the Executive Committee constitute a quorum for the transaction of business at any meeting of the Executive Committee.

ARTICLE 10

OTHER COMMITTEES OF THE BOARD OF DIRECTORS

Section 10.1 Standing Committees.

In addition to the Executive Committee, the Corporation shall have the following Standing Committees:

- Finance
- Resource Development
- Governance

The Board of Directors may create such other committees and taskforces it deems necessary to carry out the purposes of the Corporation. With the exception of the Executive Committee, the President may appoint non-directors to any Standing Committee or taskforce.

The Board of Directors shall establish, modify and abolish membership and guidelines/descriptions for each Standing Committee. The chair and members of each Standing Committee of the Board of Directors are appointed and removed by the President with the concurrence of the Executive Committee. A member of the Board of Directors may not be a chairperson of more than one (1) Standing Committee at a time unless approved by the Executive Committee. The chairpersons of the Standing Committees must meet regularly with their committees according to the guidelines for each committee. The President and the Executive Director are ex-officio members of each committee. Unless otherwise stated by the Committee Charter, Standing Committees shall meet at least once annually.

Section 10.2 Minutes and Membership.

Each committee will have a secretary who prepares minutes of the meetings for the review, consideration and approval of the full committee, and for forwarding to the Secretary and the President.

Section 10.3 Quorum and Voting.

Except as otherwise provided for herein, at all meetings of Standing Committees or Taskforces, the committee/taskforce members present and eligible to vote shall constitute a quorum for the transaction of business provided they are not less than three (3), and the act of a majority of the members present and eligible to vote shall be the act of the committee. Committee/taskforce meetings may be held with communications equipment or other electronic devices, if permitted by, and in accordance with, Ohio law.

ARTICLE 11

INDEMNIFICATION

The Corporation shall indemnify each Director, Officer and Committee Member and each former Director, Officer and Committee Member and may indemnify any employee or agent, any former employee or agent and any person who is serving or has served at its request as an employee or agent of any other organization, to the fullest extent from time to time permitted by the laws of the State of Ohio in the event any of such persons shall be made, or threatened to be made, a party to any action, suit, or proceeding, whether criminal, civil, administrative or investigative. As used herein, the terms Director, Officer, Committee Member, Employee and Agent shall include their respective heirs and personal representatives. The foregoing notwithstanding, the Board of Directors shall approve all of the terms and conditions of any individual indemnification.

ARTICLE 12

PARLIAMENTARY AUTHORITY

For procedures and responsibilities not covered in the Code of Regulations of the organization, Robert's Rules of Order, Newly Revised, shall be the controlling authority.

ARTICLE 13

AMENDMENTS

This Code of Regulations may be altered, amended, or repealed, in whole or in part at the Annual Meeting, any regular meeting, or any Special Meeting by a two-thirds (2/3) vote of the Directors present or represented by written proxies, provided that the proposed amendment(s) shall have been sent in writing to all members no later than thirty (30) days before the meeting. The Governance Committee shall schedule an annual review of this Code of Regulations.