

**AMENDED 8/06
BYLAWS OF
DESOTO COUNTY BUSINESS WOMEN**

ARTICLE I

NAME

The name of this organization shall be the DESOTO COUNTY BUSINESS WOMEN (herein referred to as DCBW), Southaven, Mississippi.

ARTICLE II

OBJECTIVES/MISSION STATEMENT

The objectives of this DCBW shall be:

- Empowering women through opportunities for leadership.
- Educating women through scholarship opportunities and programs addressing personal and professional development.
- Enriching women through networking opportunities.
- Encouraging women through recognition of excellence and mentoring relationships.

ARTICLE III

POLICIES

SECTION 1. DCBW shall be nonsectarian, nonpartisan, and nonprofit.

ARTICLE IV

MEMBERSHIP

SECTION 1. Membership shall be

A. Active

- a. Individuals interested in the education and promotion of women in business.

ARTICLE V

DUES

SECTION 1. Dues are payable upon acceptance to membership and thereafter, annually on June 1.

SECTION 2. The annual dues for each active member shall be Sixty dollars (\$60.00)
A minimum of ten dollars of each member's dues will go to the DCBW's Scholarship Fund.

SECTION 3. Any new member who joins in March, April or May will have their dues paid for thirteen, fourteen or fifteen months before renewal is required.

ARTICLE VI

FISCAL RESPONSIBILITY

Section 1. The fiscal year shall commence on the first day of June and shall end on the last day of May.

ARTICLE VII

OFFICERS

SECTION 1. The officers shall be president, vice president, secretary, treasurer, immediate past president and historian.

SECTION 2. A term of office shall be one year.

SECTION 3. Officers shall assume their duties immediately following the June meeting and shall serve for one year and/or until their successors are duly elected. Outgoing officers shall be prepared to deliver to their successor all accounts, records, papers and all other property belonging to DCBW. If an officer misses three consecutive (3) meetings, executive board or membership, the executive board reserves the right of replacement.

ARTICLE VIII

NOMINATIONS AND ELECTIONS

Section 1. Officers shall be elected at the DCBW's June meeting. All officers shall be elected by a majority vote of those members present, provided there is a quorum present (see ARTICLE X, Section 4).

SECTION 2. Only women who are members in good standing shall be eligible for office; the president and vice president shall be actively engaged in business or in the professions.

SECTION 3. At the business meeting two months prior to the annual meeting, the DCBW shall elect a nomination committee of at least three (3) members. One month prior to the annual meeting, this committee shall present a slate of one or more nominees for each office to the membership. Nominations may also be made from the floor. All elections shall be by secret ballot.

SECTION 4. Vacancies in office shall be handled as follows:

- a. In the event of death, resignation or incapacity of any officer, vacancies shall be filled for the time period that has not expired term by the executive committee.

SECTION 5. No member shall hold the same office for more that two consecutive years.

SECTION 6. Six months or more shall be considered a term of office in determining eligibility for re-election.

ARTICLE IX

DUTIES OF OFFICERS

SECTION 1. The president shall be the principal officer of DCBW. She shall:

- a. Preside at all meetings of the DCBW, the board of directors and the executive committee.
- b. Appoint standing and special committee chairmen with the approval of the executive committee. She may also appoint a parliamentarian.
- c. Serve as ex-officio member of all committees except the nominating committee.
- d. Sign all orders with the treasurer for disbursement of funds, as directed by the DCBW.
- e. Co-sign with Treasurer on checking account

SECTION 2. The vice president shall:

- a. Perform all duties of the president in the absence of the president.
- b. Be responsible for monthly program and follow up thank you letter to speaker
- c. Serve in such capacities as assigned by the president.
- d. Co-signature on checking account; sign checks in the absence of the president.

SECTION 3. The secretary shall:

- a. Take and record accurate minutes for the proceedings of all meetings of the DCBW, the board of directors, and the executive committee.
- b. Preserve in a permanent file all records and letters of value to the DCBW and its officers.
- c. Give new members a copy of the Bylaws and provide updated copies of bylaws to all members.
- d. Keep member roster up to date for permanent recording. Send email announcing time and place, etc of meetings. Receives monthly RSVP's for luncheon and notifies meeting location of number of attendees.

SECTION 4. The treasurer shall:

- a. Have charge of all monies of the DCBW and shall report thereon at all executive meetings.
- b. Pay all bills upon the written authorization of the president and/or as directed by the DCBW. Ensure two signatures on all checks, President's and/or Vice President's and Treasurer's.
- c. Keep an itemized record, in a permanent file, of all receipts and expenditures.
- d. Deposit all dues and monies and keep track of all member records on dues, including individual membership renewal dates.
- e. Responsible for depositing all monies received within 72 hours.
- f. Responsible for disbursing monies for Scholarships or donations.

SECTION 5. The historians shall:

- a. Compile and maintain DCBW archives.
- b. Maintain record of all activities, including pictures, press releases and any other historical information pertaining to DCBW.
- c. Compile copies of all minutes, press releases, agendas and historical data for presentation to library at year end.

SECTION 6. Each officer shall deliver to her successor immediately after retiring from office all accounts, records, books, papers, requesting receipt therefore and other property belonging to DCBW.

ARTICLE X

MEETINGS

SECTION 1. Regular meetings shall be held monthly on the 3rd Wednesday of the month, unless otherwise ordered by the DCBW or executive committee.

SECTION 2. The regular June meeting of each year shall be designated the annual meeting, at which time each officer and committee chair reports summarizing the year's activities.

SECTION 3. Special meetings may be called by the president or by any executive committee member, providing all members are notified in writing of time, place, and purpose of such meeting. No matter shall be considered at the special meeting except that stated in the call.

SECTION 4. One third of the members shall constitute a quorum.

ARTICLE XI

BOARD OF DIRECTORS

SECTION 1. The executive committee and standing committee chairmen shall constitute a board of directors.

SECTION 2. The board shall:

- a. Supervise the affairs of the DCBW.
- b. Make recommendations for DCBW's growth and prosperity.
- c. Make recommendations to DCBW regarding proposed amendments to the bylaws.
- d. Transact any business between meetings of DCBW and report at the monthly meeting of DCBW.
- e. Report at the annual meeting the business transacted by the board of directors during the year.

ARTICLE XII

EXECUTIVE COMMITTEE

SECTION 1. The elected officers of DCBW shall constitute the executive committee along with the immediate past president.

SECTION 2. The executive committee shall have authority to act for the board of directors between meetings of the board and shall report thereon at the next meeting of the board.

SECTION 3. The executive committee shall meet on call by the president, or by any two members of the committee, for the consideration of special matters between regular meetings of DCBW and the board of directors.

SECTION 4. Standing and special committee appointments made by the president shall be subject to the approval of the executive committee.

ARTICLE XIII

STANDING COMMITTEES

SECTION 1. Committee chairmen and members shall be appointed for a term of one year and may be reappointed. No person shall serve more than three consecutive years on the same committee.

SECTION 2. The standing committees of the DCBW shall be Membership, Public Relations/Marketing and Scholarship.

SECTION 3. The membership committee shall be composed of a chairman and a minimum of two members. This committee shall update the membership directory on an annual basis. It shall be the duty of membership committee to promote, expand, stabilize and orient the membership as well as advise secretary of new prospects for monthly invitation. Send acknowledgement and application guest(s) who have attended the monthly meeting inviting them to become a member. Will do follow up on prospects.

SECTION 4. The public relations/marketing committee shall be composed of a chairman appointed by the executive committee. It shall be the duty of the public relations/marketing committee to mail, fax or call all local newspaper companies announcing time and place of meeting.

SECTION 5. The scholarship committee shall be composed of a chairman and a minimum of two members. It shall be the duty of the scholarship committee to make sure the information is available to qualified applicants. DCBW does not choose the recipient of the scholarship. All applications must go through NWCC for consideration. The Scholarship Committee shall provide scholarship information to the public relations/marketing committee for dissemination to

the press. DCBW can make a recommendation to NWCC if there is a member who qualifies for the scholarship or has immediate family who qualifies.

SECTION 6. All standing committees shall be required to meet and establish annual goals to be presented no later than the September membership meeting.

ARTICLE XIV

PARLIAMENTARY PROCEDURE

The rules of parliamentary practice comprised in ROBERT'S RULE OF ORDER, NEWLY REVISED, shall govern all proceedings of DCBW, Board of Directors, and the Executive Committee, subject to such special rules as have been or may be adopted.

ARTICLE XV

AMENDMENTS

SECTION 1. The Board of Directors or the Executive Committee may propose amendments to these bylaws.

SECTION 2. All proposed amendments shall be sent in writing to every member at least ten (10) days before they are to be voted upon.

SECTION 3. All proposed amendments shall be presented to the Board of Directors prior to presentation to the DCBW.

SECTION 4. These bylaws may be amended by a two-thirds vote of the members and voting at any regular meeting.

ARTICLE XVI

DISSOLUTION

Upon dissolution of this organization, all of its assets remaining after payments of all costs and expenses of such dissolution shall be distributed to the endowed scholarship fund we currently have in place and none of the assets will be distributed to any member, officer or trustee of this organization.