

**Constitution
of the
Women of Evergreen Businesses**
(Established May 2004)

Article I: Definition of Terms

The following words or terms when used in this declaration shall have the following meanings:

- A. "Association" shall mean Women of Evergreen Businesses.
- B. "Businesses" shall mean one's occupation or establishment (leadership capacity; conducting business or practicing in the Evergreen and surrounding areas; registered trade name).
- C. "Member" shall mean every woman who holds membership in the organization.

Article II: Name

Section 1. The name of this Association shall be Women of Evergreen Businesses.

Article III: Purpose & Mission Statement

Section 1. Purpose:

Women of Evergreen Businesses encourages, supports and generates awareness for the many talents and diversity of our Evergreen area business women.

Section 2. Mission:

Our mission is to improve ourselves, our businesses and our community through the activities and combined resources of our members.

Section 3. Objectives:

- a. To collectively and professionally advertise our businesses
 - 1. Advertise on a regular basis in area publications
 - 2. Create and maintain a website with links to our member businesses

- b. To develop referrals and leads for member businesses
 - 1. Develop a leads process to encourage exchange of business leads
 - 2. Agree to frequent the businesses and use the services of our fellow members
 - 3. Alert fellow members when marketing opportunities arise (silent auctions, fundraisers, etc.)

- c. To nurture relationships within our membership
 - 1. Attend monthly meetings as required
 - 2. Participate on committees and special WEB activities

- d. To provide professional development opportunities to our members
 - 1. Create business profiles for each member for the member directory
 - 2. Participate in a mentor program for new members
 - 3. Volunteer to speak at monthly meetings (share your expertise or talent)
 - 4. Participate in training activities
 - 5. Model ethical and professional behavior
- e. To recruit business women in our community who will add to our diversity
 - 1. Promote WEB to business women in our community
 - 2. Refer prospect businesses to the Membership Committee
- f. To have fun, be casual and yet professional in all we do!

Article IV: Membership

Section 1. A woman may become a member by paying dues and assessments approved by the Association and in accordance with Section III. After application has been reviewed by the executive committee for possible conflict with other members' businesses and approved by said committee, new members will be voted in by the Association's general membership.

Section 2. Any member who transfers or relinquishes her rights defined by Article III should notify the Association in writing

Section 3. All monies paid to the Association are not refunded or transferable.

Section 4. All members shall attend meetings and shall not incur more than four absences per calendar year and must participate in at least one committee or WEB-sponsored outside activity per year.

Section 5. By vote of a majority of a quorum of the executive committee, the executive committee may revoke the membership of any regular member of the Association without cause. (Such examples include):

- a. Failure to pay her dues or assessments,
- b. Engaging in any act or practice deemed as unethical business,
- c. Engaging in any other activity which is determined by the executive committee to be inimical to the best interests of the members of the association.
- d. Failure to fulfill minimum requirements outlined in Article IV, Section 4.

Section 6. No member of the Association will have her membership revoked by the executive committee pursuant to this Article IV unless, at least 30 days prior to the date upon which the executive committee determines to vote upon a member's revocation, the following has occurred:

- a. The member has been advised in writing by the executive committee of the proposed revocation vote; and,
- b. The member is given an opportunity to cure the matter which has resulted in the proposed revocation; and,
- c. The member is afforded the opportunity to attend and to address the executive committee at the revocation meeting.

Section 7. Upon revocation of membership in the Association, the former member will lose all rights as an association member to advertise or associate themselves with the Association. No dues or monies will be refunded upon revocation.

Article V: Officers

Section 1. The officers of the Association shall consist of a President, Vice President, Secretary, Treasurer, and an executive committee elected from the membership, and they shall hold office for a minimum of one year renewable annually by election up to three years. Nominating committee will cover any unexpected absences.

Article VI: Executive Committee

Section 1. The executive committee shall be composed of the officers of the Association and two additional members elected annually by the Association.

Section 2. The president of the Association shall be chairperson of the executive committee.

Section 3. The president and any two members of the executive committee shall constitute a quorum to conduct business.

Section 4. The general management and business (filing status, permits, etc.) of the Association shall be carried on by the executive committee.

Article VII: Indemnification, Waiver of Liability Disclaimer

The undersigned in applying for membership and/or membership renewal acknowledges that the undersigned is acting as an independent business owner and hereby agrees to indemnify and save harmless Women of Evergreen Businesses (including its officers and employees) from any liability, cause of action, damages and the like, due to any action or inaction of the undersigned member of Women of Evergreen Businesses.

Signature

Date

Bylaws

Article I: Meeting and Voting

Section 1. The meetings of the Association will be held the first Monday of each month, with an annual meeting in February. The place of the meeting shall be noted in the call for the meeting as determined by the executive committee. The fiscal year of the Association shall be the calendar year.

Section 2. Special meetings shall be held at such times and places as may be designated by the president or program chair. Notices of the meetings shall be emailed by the secretary or program chair at least 10 days before the date of such meetings. Notices covering special meetings shall state the purpose for which said meetings are called. No business shall be transacted at a special meeting except as stated in the notice calling same.

Section 3. No business of the Association shall be transacted at any meeting unless a quorum is present. Thirty-three percent (33%) of the members or their proxies constitute a quorum to do business.

Section 4. No member shall be considered in good standing with voice to vote who is delinquent in the payment of dues or assessments.

Section 5. Any member delinquent with advertising deadlines and or press information will be assessed a late charge. Account must be current within 20 days or member will face membership forfeiture.

Section 6. The order of business of any meeting of the Association shall be as defined by the executive committee. Roberts Rules of Order shall be used as a guide in questions concerning parliamentary procedure.

Article II: Elections

Section 1. The officers of the Association and the executive committee shall be elected by ballot and installed at the annual meeting of the Association, or at a special meeting, and shall hold office until the next annual meeting after their election or thereafter until their successors have been duly elected and installed. The executive committee shall appoint replacements to fill vacancies consistent with the requirements of Article VI, Section 1 of the Constitution.

Article III: Duties of Officers

Section 1. President: It shall be the duty of the president to preside at all meetings, to supervise the work of the Association, and direct the work of its officers. She shall approve and countersign all checks for the expenditures of money for the Association in excess of \$1500.00 and shall perform all the duties that evolve upon the office of president. In regard to voting within the Association, president may break a tie vote.

Section 2. Vice President: The vice president shall perform all duties of the president in the absence of the president or in the event of her inability to act.

Section 3. Secretary: It is the duty of secretary to conduct the correspondence of the Association after each meeting and provide such minutes within seven days after each meeting; to keep all records; and to report to the membership of the Association all notices ordered by the officers or executive committee.

Section 4. Treasurer: It shall be the duty of the treasurer to keep records and accounts; report to the membership of the Association all assessments ordered by the Association or executive committee;

show each member's portion; to collect from the member of the Association the fees and assessments made by it or the executive committee; issue receipts therefore, and to keep an accurate account of the same to do all things necessary in the conduct of the Association business which may be assigned by the Association or executive committee. She shall sign all checks and vouchers for disbursing Association funds, and the vouchers shall show the purpose for which funds are paid. She shall submit a written report to the Association at the annual meeting giving account of the business transactions of the Association for the year just ended. An annual audit will be conducted by two members at random to review the accounting records.

Section 5. The books of the secretary/treasurer shall be open for inspections with a ten (10) day written notice by any member of the association for the year just ended.

Section 6. Meetings of the executive committee shall be called by the president or from a majority of the executive committee.

Article IV: Dues

Section 1. The annual dues of each member of the Association shall be determined by the executive committee and approved by the members, payable to Women of Evergreen Businesses.

Section 2. The funds of the Association shall be deposited in an insured banking institution approved by the executive committee. Other property or valuable documents shall be held in the custody of the secretary and treasurer.

Article V: Amendments

Section 1. Changes and/or amendments to the Constitution or Bylaws may be made only if proposed by the executive committee.