



*Encouraging Leadership, Community, Success*

# **WOMEN BUSINESS OWNERS OF NORTH FLORIDA, INC. BYLAWS**

**APPROVED BY THE GENERAL  
MEMBERSHIP JUNE 26, 2017**

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## **ARTICLE I - NAME AND LOCATION**

### **Section 1. Name**

1. The name of the organization is Women Business Owners of North Florida, Inc., hereinafter referred as WBO. It is a nonprofit corporation, incorporated the state of Florida and exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code.

### **Section 2. Location**

This organization shall have its principal office in the city of Jacksonville, Florida or its vicinity.

## **ARTICLE II - PURPOSE AND OBJECTIVES**

### **Section 1. Purpose**

The purpose of this organization shall be to serve the professional needs and interests of women entrepreneurs and to encourage ownership by women in business and to support women who own and operate a business.

The mission of the organization is to inspire women business owners to grow through networking, education, and support.

The vision of the organization is a world where women business owners in Northeast Florida succeed.

### **Section 2. Objectives**

1. To foster leadership and visibility for women who own businesses;
2. To encourage mentorship among members and other women business owners;
3. To foster high ethical standards in business;
4. To provide opportunities for continuing education;
5. To work in collaboration with other women's groups and organizations;
6. To seek strategic partnerships with other organizations; and
7. To have an inclusive membership.

## **ARTICLE III- Membership**

Section 1. **Categories of Membership:** The membership of WBO shall consist of two categories of voting memberships, Business Owners and Non-Business Owners. There is one category of non-voting members: Honorary Members.

**A. Business Owners:** There are three types of Business Owners:

- 1) Sole Proprietor – an individual who is the sole owner of an unincorporated business;
- 2) Partnership, LLC or other form of non-corporate joint venture – an individual who is a owner or partner in a business and is active in the day-to-day management;
- 3) Corporation – an individual who is owner of not less than twenty-five (25) percent of the corporate stock and who is active in the day-to-day management.

**B. Non Business Owners:** The Board of Directors may establish the requirements for membership for all Non Business owners who seek participation in, affiliation with, sponsorship of or supportive categories in WBO in its sole discretion so long as they serve WBO's mission or strategic objectives. The percentage of the membership of this "other" category is capped at 20% of the organization. The criteria for, benefits, responsibilities, and financial obligations of each level of membership or category of participation shall be determined and may be amended by the Board of Directors. Any criteria, benefits, responsibilities, or obligations of levels of membership or participation shall be described in WBO's Policies and Procedures.

**C. Honorary Members:** The Board of Directors may bestow Honorary memberships. They are non-voting membership. Such do not count in the percentage cap for non-business owners.

**Section 2. Member in Good Standing:** A "member in good standing" is defined as a member who is current on all dues and/or other charges owed to the organization and who complies with the WBO Code of Ethics. "Current" is defined as not more than 45 days in arrears.

**Section 3. Code of Ethics:** The Code of Ethics for members provides specific guidelines for ethical standards by Women Business Owner members. This Code shall be reviewed by the Board of Directors at the beginning of each fiscal year.

**Section 4. Resignation of Membership:** Any member may resign by filing a written resignation to the Board of Directors, but such resignation shall not relieve the member so resigning of the obligation to pay dues and/or other charges thereto accrued and unpaid.

**Section 5. Expulsion or Disciplinary Action of Members:**

**A. Suspension:** The Board of Directors may suspend, for good cause, any member of the organization by an affirmative vote of two-thirds (2/3) of the Board of Directors. Good cause shall be defined by The Board of Directors and published in WBOs Policies and Procedures.

B. **Expulsion of Member:** The Board of Directors may expel a member for good cause by affirmative of vote of two-thirds (2/3) of the Board of Directors with disciplinary methods described by the most current edition of Robert's Rules of Order.

#### **ARTICLE IV – DUES**

Section 1. **Fiscal Year:** The fiscal year shall be from July 1 to June 30. The Board of Directors shall have the authority to establish policies and procedures governing membership dues for members.

#### **ARTICLE V – OFFICERS AND BOARD OF DIRECTORS**

Section 1. **Responsibilities of the Board of Directors:** The organization shall be managed by its Board of Directors who is responsible to provide oversight to all facets of the organization, set the direction of the organization, and to ensure its resources while utilizing best practices in nonprofit management to further the mission and the vision of the organization.

Section 2. **Power and Authority of the Board of Directors:**

All members of the Board of Directors have equal authority and responsibilities for the affairs of the organization. In their capacity as Directors, they may be appointed to serve on committees.

Section 3. **Officers:** The officers of the organization shall be President, Vice President, Secretary, Treasurer and the Immediate Past President. Officers must be members in good standing and shall serve as members of the organization's Board of Directors.

Section 4. **Directors:** The Directors may include but shall not be limited to: directors of special events, technology, government relations, hospitality, strategic partnerships, area meetings, long range planning, public relations, membership, education and such other Directors as may be elected in accordance with the provisions of this article.

Directors shall be members in good standing and shall be elected from the general membership. All members in good standing may serve on the Board, but there shall be no more than two (2) non- business owners on the board.

Section 5. **Size and Composition:** The Board of Directors shall consist of the elected Officers and Directors set forth in Article V, Sections 2 and 3, and shall be composed of no less than 14 and no more than 21 members.

Section 6. **Nomination, Election and Term of Office:** Members of the Board of Directors of the organization shall be elected annually before May 31<sup>st</sup>.

**Nomination:** Not less than sixty days before the annual election, the Nominating Committee shall meet to develop the slate of Officers and Directors to present to the general membership, following announcement to the Board of Directors. The Nominating Committee shall then nominate candidates for the required Officers and Directors as provided by these by-laws and report such nominations to the membership not less than thirty days before the annual election.

**Election:** The Officers and Directors shall be elected by the members eligible to vote at the regular annual meeting in May by a majority of at least 2/3 of the votes of members present. If the election of Officers and Directors is not held at such meeting, such election shall be held as soon thereafter as is convenient. Each Officer and Director shall hold office until a successor has been appointed pursuant to Section 14.

**Term of Office:** A member of the Board shall serve no longer than three consecutive years. If elected or appointed Vice President, President or Past President, the Officer may serve no more than six consecutive years. A member shall qualify for the position of President by having served a minimum of two years on the Board. The President shall serve the next year as Immediate Past President. Any member may be re-elected to the Board after a one-year absence.

Section 7. **Regular Meetings:** A regular meeting of the Board of Directors shall be held at such time and place as the Directors may determine. The Board of Directors may provide by resolution the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the location stated in the resolution.

Section 8. **Special Meetings:** Special meetings of the Board of Directors may be called by or at the request of the President or any two directors, and shall be held at such place as the directors may determine.

Section 9. **Notice:** Notice of any special meeting of the Board of Directors shall be given at least 48 hours previous thereto by notice delivered by telephone or e-mail to each Director's current contact information as shown by the records of the organization. The business transacted at the meeting should be specified in the notice of such meeting.

Section 10. **Quorum:** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the

directors are present live, by phone or by electronic means (such as Skype, Facetime, or similar) at any meeting voting on business transactions may not be conducted.

Section 11. **Removal from Office:** Any member of the Board of Directors may be removed from office for good cause, violation of the Board of Directors Code of Ethics published in the Board of Directors Manual of Policies and Procedures, or Board Member Commitment Form, by an affirmative vote of 2/3 of the votes cast at a regularly constituted Board of Directors meeting provided due written notice has been given in such notice of the meeting e-mailed to Board Members. Good cause shall be defined by The Board of Directors and published in WBO's Policies and Procedures.

Section 12. **Vacancies:** A vacancy in any Board position because of death, resignation, removal, disqualification, or otherwise, may be filled by appointment by the President for the unexpired portion of the term.

Section 13. **Compensation:** Directors, as such, shall not receive any Directors fee for their services.

Section 14: **Disclosure of Possible Conflicts of Interest:** Whenever a Director or Officer has a financial or personal interest in a matter coming before the Board of Directors, the affected person shall: a) fully disclose the nature of interest; and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

## **ARTICLE VI – COMMITTEES**

Section 1. **Committees:** Committees shall be created by the Board of Directors to assist each Director in carrying out their duties. Members of committees shall be members of the organization.

## **ARTICLE VII – RECORDS**

SECTION 1. **General Records:** The organization shall keep a computerized list containing the name and address of each member. The organization shall also keep records in accordance with Florida and other applicable laws. Resignations, expulsions, suspensions, or terminations of membership shall be recorded in the same fashion. The records of the



organization shall be kept within the State of Florida at such place or places as may be designated, from time to time, by the Board of Directors.

**SECTION 2. Financial Records:** Within sixty days after the end of the fiscal year, there shall be an annual review of the financial records and corporate status by an audit committee as detailed in Policies and Procedures.

**Section 3. Recordkeeping and Policies and Procedures:** Organizational records shall be maintained to satisfy local, state and federal legal requirements. To ensure effective management, the organization shall establish and maintain policies and procedures approved by the Board of Directors.

#### **ARTICLE IX - MEETINGS OF MEMBERS**

**Section 1. Annual Meeting:** An annual meeting of the members of the organization shall be held in May at a place and hour designated in the written notice of meeting, at its regularly scheduled monthly meeting in the month of May for the purpose of electing officers and for the transaction of such other business as may come before the meeting.

**Section 2. Special Meetings:** Special meetings of the members may be called by the President, Board of Directors or not less than one-tenth of the members having voting rights at a place designated by the Board of Directors.

**Section 3. Notice of Meetings:** Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally, by phone, published or e-mail, to each member entitled to vote at such meeting, not less than seven nor more than fifty days before the date of such meeting, by or at the direction of the President, Secretary, or Officers calling the meeting. In case of a special meeting, the purpose or purposes for which the meeting shall be disclosed in the notice of meeting

#### **ARTICLE X - AMENDMENTS**

**Section 1. Amendments:** These by-laws may be amended.

**Section 2. Procedure for Amending:** Amendments to the by-laws shall be made in the following manner:

1. The Board of Directors shall adopt a resolution setting forth the proposed amendments and directing that it be submitted to a vote of the membership.

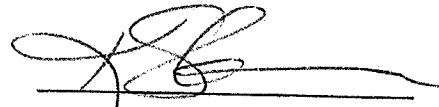
2. Written or printed notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each member entitled to vote at such meeting. Notice shall be delivered either personally or by email, not less than twenty nor more than fifty days before the date of such meeting.
3. Voting on Amendments: Members eligible to vote may do so in person or by email by the date and time of the meeting where the vote is to be taken. Votes cast in person at meetings designated by the Board of Directors shall be by secret ballot.
4. The proposed amendments shall be adopted upon receiving the affirmative vote of a majority of at least two-thirds of the members eligible to vote via secret ballot or email as stated above.

#### **ARTICLE XI - MISCELLANEOUS**

Section 1. **Governing Law:** These Bylaws will be construed in accordance with Florida law and shall be subject to Chapter 617 of the Florida Statutes, as amended from time to time.

Section 2. **Roberts Rules of Order:** The rules contained in the current edition of Robert's Rules of Order, Newly Revised, as further revised from time to time, shall govern the organization in all cases in which they are applicable and in which they do not conflict with these By-Laws.

CERTIFIED TO BE TRUE AND CORRECT COPY of the Bylaws adopted by the Board on this 26 day of June, 2017.

  
Secretary  
Kimberly Storm