



# **BYLAWS OF CAPE COD WOMEN'S ASSOCIATION, INC.**

## **Updated January 6, 2019**

### **Article I - PURPOSE**

The Cape Cod Women's Association brings women together to build personal and professional relationships and to advance women, whether they own a business, are self-employed, in transition or retired, through networking, education and personal development. The Association provides educational scholarships to deserving women through local charitable foundations. The Association collaborates with other organizations in an effort to share resources, ideas and volunteer efforts to achieve goals of mutual benefit to each organization and its members. The Association sponsors and participates in local events that provide an opportunity to support the mission of the organization and reach more women who might benefit from the Association.

### **Article II - FISCAL YEAR**

The fiscal year of the Corporation shall be from January 1, through December 31 of each year.

### **Article III - MEMBERSHIP**

All women are welcome to join this Association by paying current dues payable to the Association Treasurer upon initiation of membership.

Thereafter, annual dues will be billed in the first month of the quarter that they joined and must be paid by the end of that billing quarter.

The dues of this Association shall be established by the Executive Board of Directors, and may be amended by a majority vote of the Board and approved by a vote of the general membership.

Only members in good standing shall be eligible to vote.

### **Article IV - EXECUTIVE BOARD**

The Executive Board shall consist of the Officers and shall have general supervision of the affairs of the Association between business meetings. The President shall act as chairman of the Executive Board and set the time and place of Executive Board meetings, make recommendations to the membership and perform such other duties as specified in these bylaws. The Board shall constitute authority in deciding matters of policy not otherwise decreed. The majority of the Executive Board shall constitute a quorum for the transaction of all business at Executive Board meetings.

#### Section 1 - Directors

The initial Directors shall be those persons named as Directors in the Articles of Organization.

Thereafter, the Directors shall be elected to a one-year term by majority vote of the membership following nomination at the November business meeting. Except as hereinafter provided, the Directors shall hold office until their respective successors are elected and qualified.

### Section 2 - Officers

a. The Officers shall be a President, Vice President, Secretary, Treasurer.

b. A nominating committee shall be created annually, no later than October 1st, with at least two members who are approved by the Board. An auditing committee, consisting of two or more members, not on the Executive Board, shall be created by the Board prior to the December monthly meeting and the audit shall be conducted in January of the new year.

c. All Officers shall be elected in November by membership vote to serve a one-year term, or until their successors are elected. Their term of office shall begin January 1. One-Third ( $\frac{1}{3}$ ) of the membership must vote either at the November business meeting or by proxy.

d. With the exception of the office of President, a vacancy in any other office shall be filled by a majority vote of the Executive Board. Should the office of President be vacated, the Vice President shall serve as President through that term of office. In the event, the Vice President cannot serve as President, the Executive Board shall appoint a member to serve as President until her successor is elected.

Other Officers shall have such powers as may be designated from time to time by the Executive Board.

### Section 3 - Duties

The PRESIDENT is the Association leader who runs the monthly business meetings and Board meetings. Primary responsibilities include, but are not limited to:

- Directs the Officers, committees and members in support of the CCWA mission.
- Maintains compliance with the Associations Bylaws, Rules, policies and procedures.
- Serves as the CCWA primary contact throughout her presidential term.
- Must be able to interpret, negotiate and execute contracts on behalf of the Association.
- Leads the Association to communicate the mission to support our members, offer educational benefits, and an operating budget that best serves the Association needs.
- Responsible for appointing chairs of Standing Committees.
- Responsible for oversight of the monthly and annual budget and disbursement of funds.
- Make certain the Association is in compliance with all filings.
- May countersign checks with the Treasurer, or Vice President in the Treasurer's absence.

The VICE PRESIDENT is responsible for assisting the President in fulfilling her responsibilities and must be willing to assume all duties and responsibilities of the President due to resignation, in her absence or when called to do so. Primary responsibilities include, but are not limited to:

- Serves as the official hostess at monthly dinner meetings.
- May countersign checks with the Treasurer, or President in the Treasurer's absence.

The TREASURER is the custodian of the Association's funds and financial records. Primary responsibilities include, but are not limited to:

- Responsible for all money collected, monitoring the cash flow, depositing money, accounts payable, issuing receipts, reconciling the bank account and producing the estimated budget each year.
- Disburse money as approved by the Executive Board and in her absence the President or Vice President will disburse money.
- The Treasurer shall present a monthly financial report to the Board and shall be responsible for obtaining and filing all necessary tax forms.
- Maintains the official list of active members. Invoices members quarterly for membership renewal.

The SECRETARY is primarily responsible for transcribing Board and business meeting minutes and any official correspondence. Primary responsibilities include, but are not limited to:

- Provide one copy of the minutes to the Executive Board and shall preserve in a permanent file all minutes and records of value to the Association.
- Maintain a roster of Officers, Committee Chairs, and Committee members.
- Assist in any of the above roles should they not be in attendance.
- Assist the Treasurer with membership renewals.

#### Section 4 - Resignation

Any Director or Officer may resign at any time by giving his or her resignation in writing to the Executive Board.

#### Section 5 - Removal of Officers

Officers may be removed from office at any time with or without cause by a majority vote of the general membership. An Officer may be removed for cause only after reasonable notice and opportunity to be heard has been given.

#### Section 6 - Compensation

Except as otherwise provided, Officers and Directors shall serve without compensation.

## **ARTICLE V - MEETINGS**

### Section 1 - Monthly Meetings

Regular meetings shall be held the second Tuesday of each month, and shall usually consist of food, program or speaker, and a business meeting. Members shall be notified in advance, of the time and place of each Association meeting. This can be changed annually as agreed on by the Board.

### Section 2 - Voting at Monthly Meetings

A majority of membership must be present to vote for a valid transaction of Association business.

### Section 3 - Executive Board Meetings

Any action required or permitted to be taken at any Board meeting may be taken without a meeting if all the Officers consent to the action in writing. Such consents shall be treated for all purposes as a vote at a meeting. Members of the Board of Directors of the Association or any Committee designated thereby may participate in a meeting of such board or committee by means of a conference telephone, electronic mail, or similar communications equipment by means of which all persons participating in the meeting can hear/communicate with each other at the same time and participation by such means shall constitute presence in person at a meeting.

## **ARTICLE VI - COMMITTEES**

### Section 1 - Standing Committees

The standing committees shall be Fundraising, Scholarship, Membership, Program, Communications/Social Media, Outside Events, Sponsorship and any other standing committees the Association shall deem necessary to achieve the goals of the Association.

### Section 2 - Special Committees

Special committees shall include the Nominating Committee, Auditing Committee and any other special committees the Association shall deem necessary to achieve the goals of the Association.

### Section 3 - Committee Chairs

All standing Committee chairs shall be appointed by the newly elected President within two weeks of election, and no later than January 15th, and they shall serve for one year beginning January 1st.

### Section 4 - Committee Members

Committee chairs are empowered to select their committee members immediately upon their appointment. The Chair shall provide the names of their committee members to the current and incoming (if applicable) Secretary and Membership Chair promptly following their acceptance.

### Section 5 - Committee Duties

The AUDITING committee will be comprised of at least 2 members who shall audit the Treasurer's accounts annually in January, and upon a vacancy of the Treasurer position, or upon demand of the membership or Executive Board.

The FUNDRAISING committee shall present recommendations in January for themes for

donations. The Committee will offer other suggestions throughout the year for projects that will provide sufficient funds for the Association. The Committee shall be responsible for the completion of the approved projects, including maintaining accurate records of donations.

The MEMBERSHIP committee shall encourage membership retention and promote membership recruitment in the association. The Committee shall also assist the Vice President in performing her duties as Association Hostess.

The NOMINATING committee shall nominate one or more candidates for each office to be filled and shall present a slate of candidates to the membership at the November meeting.

The OUTSIDE EVENT committee shall organize and run coffee/wine chats as able to as well as seek outside events that may be of interest to members.

The PROGRAM committee shall plan, select and schedule educational programs/speakers for association meetings, annual open house and other special events as requested. The Committee shall notify the Board, Public Relations Chair, and Communications/Social Media Committee of their speaker selections and provide a biography and headshot of the speakers if available. The Committee will greet the speaker and handle the introductions at each meeting. The Committee will maintain an annual log of guest speakers, member spotlights, specific meeting agenda items, and other pertinent information relative to each monthly meeting. The Committee shall also assist the Vice President in performing her duties as Association Hostess.

The COMMUNICATIONS/SOCIAL MEDIA committee shall send promotional information to all appropriate media covering Association and member achievements as well as Association activities. The website/social media team members shall specifically update the website, Facebook and any other social media posts as needed.

The PUBLIC RELATIONS Chair will manage notification of CCWA monthly meetings to the local newspapers and other print publications, including online.

The SCHOLARSHIP Chair will oversee the scholarship program with local charitable foundations. The Chair shall also provide information to the Board and Communications/Social Media Committee about other scholarship opportunities available for women on Cape Cod.

The SPONSORSHIP Committee is responsible for outreach and education to the local business community about the CCWA mission. The Committee will offer an annual Sponsorship package to businesses to support the CCWA Scholarship Fund. The Committee will provide the detailed benefits of each package. The Committee will maintain accurate records of sponsorships, obtain logo and business information, as well as the number of inclusive CCWA memberships.

## **ARTICLE VII - AMENDMENTS**

Before becoming effective, proposed amendments to these bylaws shall require the majority vote, of membership of record present, of the Association.

## **ARTICLE VIII - STATUS**

Section 1. The Association is organized not-for-profit and no part of the net earnings shall inure to the benefit of any member, and it shall not engage in a regular business of any kind ordinarily carried on for profit.

Section 2. Except as may be otherwise required by law, the Association may at any time authorize a petition for its dissolution by the affirmative vote of a majority of the Executive Board then in office; provided, however, that in the event of any liquidation, dissolution, termination or winding up the Association (whether voluntary, involuntary or by operation of law), the property or assets of the Association remaining after providing for payment of its debts and obligations shall be conveyed transferred, distributed, and set over outright to one or more organizations then described in Sec. 501 (c)(6) or Sec. 501 (c)(3) of the Internal Revenue Code as the Board of Directors shall determine.

## **Article IX - INDEMNIFICATION OF DIRECTORS AND OFFICERS**

No Officer or Director shall be personally liable to the Association for monetary damages for any breach of fiduciary duty by such Officer or Director notwithstanding any provision of law imposing such liability, except that, to the extent provided by applicable law. This provision shall not eliminate the liability of an Officer or Director for (i) for any breach of the Officer's or Director's duty of loyalty to the association, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, and (iii) for any transaction from which the officer or director derived an improper personal benefit. No amendment or repeal of this provision shall deprive an officer or director of the benefit hereof with respect to any act or omission occurring prior to such amendment or repeal. Insurance shall be maintained annually for the benefit of all Officers and Directors of the Association.

## **Article X - OFFICES**

The registered office of the Cape Cod Women's Association, Inc. shall be as set forth in the Articles of Organization. The Association may from, time to time, designate a different address as its registered office; provided that such designation shall become upon the filing of a statement of such change with the Secretary of State of the Commonwealth of Massachusetts. The Association may also have an office or offices at any other places within or without the Commonwealth as the Board of Directors may determine or the business of the Association may require.

Accepted by the Board of Directors on January 6, 2019.