

**BY-LAWS
OF
LITCHFIELD COUNTY WOMEN'S NETWORK, INC.**

**ARTICLE I
Name and Location**

1. Name: The Name of the Corporation shall be Litchfield County Women's Network, Inc.
2. Principal Office: The principle office of the Corporation shall be c/o Chamber of Commerce of Northwest CT, P.O. Box 59, Torrington, Connecticut 06790.
3. Other Offices: The Corporation shall also have other offices in such other places within the State of Connecticut as the Board of Directors shall from time to time designate.

**ARTICLE II
Purposes**

The purposes of the Corporation are:

1. To promote and support the role of women in the professional and business community, i.e., for educational purposes as will qualify it for, and within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954. The Network shall conduct its activities so that no part of its income, net earnings, properties or assets, on dissolution or otherwise, shall accrue for the benefit of, or be distributed to any member, trustee, officer or other private person, except that the Network shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in the By-laws.
2. To promote the acceptance of women in business and the professions;
3. To facilitate the meeting of business, professional and executive women;
4. To promote personal and professional visibility;
5. To communicate and exchange information concerning the advancement of women in business and the professions; and,
6. To develop a constituency for the purpose of examining issues of concern to business and professional women.

ARTICLE III
Membership

1. **Membership:** Any woman presently or previously employed in a professional, executive or business career who pays annual dues in an amount to be determined from time to time by the Board of Directors shall be a member of the Corporation. Each member present at a given meeting shall have one vote on each matter submitted to a vote of the membership.
2. **Guests:** Attendance as a guest is limited to two meetings during a fiscal year. Individuals wishing to attend more meetings should join the organization.
3. **Sponsorship:** Each candidate for a membership must be sponsored by one current member of the Corporation and must be approved by the Membership Committee.
4. **Membership Lists:** * The Secretary of the Corporation shall maintain an up-to-date roll of the membership.
5. **Transfer of Membership:** Membership in this Corporation is non-transferable or assignable.

ARTICLE IV
Meetings of the Membership

1. **Annual Meetings:** An annual meeting of the membership shall be held during the month of September at such time and place as the Board of Directors shall determine. All members shall be notified in writing of such a meeting no less than ten (10) or more than thirty (30) days in advance of said meeting. Such notice is to be mailed to the address of each member as recorded on the books and records of the Corporation and shall include the time, place and agenda for the meeting. At such meeting, the members shall hear reports, elect directors and officers of the corporation, and take action on articles of business which may come before the meeting.
2. **Special Meetings:** Special meetings may be held at the call of the President, a majority of the members of the Board of Directors, or on request of ten percent (10%) of the members who are not directors. Seven days' notice must be given for a special meeting, with the time and place of the meeting determined by the Board

of Directors.

3. Quorum: At all meetings of the membership of the Corporation, both annual and special, a quorum shall consist of those members present.

ARTICLE V Officers

1. Officers: The officers of the Corporation shall consist of a President, Vice President, Treasurer, and Secretary.
2. Elections: The officers of the Corporation shall be initially appointed by the Incorporators and thereafter shall be elected at the annual meeting of the corporation. The president of the corporation shall serve no more than two consecutive terms of office, although she may serve as a member of the board of directors for two full terms.
3. Tenure: Except as otherwise provided by law, by the certificate of incorporation, or by these By-Laws, the officers shall hold office until the first meeting of the Board of Directors following the annual meeting of the membership.
4. Removal: The Board of Directors may without cause remove any officer.

ARTICLE VI Duties of the Officers

1. President: The President shall preside at all meetings of the Board of Directors and shall be the chief executive officer of the Corporation and shall, subject to the direction of the Directors, have general supervision and control of the Corporation.
2. Vice President: The Vice President shall discharge the duties of the President during her absence or during vacancy in the office.
3. Treasurer: The Treasurer shall monitor the financial affairs of the Corporation and shall report on the financial status of the Corporation at all regular Board meetings. She shall be responsible for the accurate completion of all tasks, records, and reports relating to the financial affairs of the Corporation.

4. Secretary:

The Secretary shall keep a record of meetings of the Corporation and Board of Directors and shall have charge of the minutes of the same. She shall give notice of all meetings and keep such records as shall be required.

In the absence of the Secretary, a Temporary Secretary may be designated by the person presiding at the meeting.

ARTICLE VII
Board of Directors

1. Power:

The Board of Director's shall have the responsibility to develop plans, objectives, and purposes for the Network; establish standing and ad hoc committees in line with the purpose and objectives of the Network and to review recommendations of these committees: establish the dates, locations, formats and programs of the Network meetings and other endeavors.

The Board of Director's shall have all implied powers to carry out the purposes and objectives of the Network, and their actions shall at all times be in conformity with the By-laws and Articles.

The Business of the Corporation shall be managed by a Board of Directors who may exercise all the powers of the Corporation except as otherwise provided by law, or by these By-laws. In the event of a vacancy in the Board of Directors, the remaining Directors shall, except as otherwise provided by law, exercise the power of the full Board until the vacancy is filled.

2. Composition:

The Board shall consist of individuals duly elected by the membership at the annual meeting and of appointed members appointed either to complete a term or to expand the number of Board members.

3. Election:

Members of the Board shall initially be appointed by the Incorporators, one half for a term of one year, and the other half for a term of two years. Thereafter, members of the Board shall be elected, by majority vote, at the annual meeting of the membership. Nominations will be made at the annual meeting. The terms then expiring shall be filled for periods of two years.

The President appoints with the approval of the Board of Directors three (3) to five (5) active members to serve as a Nominating Committee. Active is to be defined as "those members who regularly attend meetings".

Nominating Committee presents the slate of officers and directors for approval by the Board of Directors. The report of the Nominating Committee shall then be mailed to each member at least thirty (30) days before annual meeting. At annual meeting the Chairperson of the Nominating Committee shall present the approved slate of Directors to the President. The President shall then read the approved slate to the membership and ask for further nominations from the floor. If any nominations are received from the floor, then a written ballot vote shall be taken. Approval shall be given by the person being nominated from the floor and any person nominated must be in attendance.

After the election of the Board of Directors, the Chairperson of the Nominating Committee will present the slate of officers to the President. The President shall then read the approved slate to the membership and ask for further nominations from the floor. If any nominations are received from the floor, then a written ballot vote shall be nominated from the floor and any person nominated must be in attendance.

Any director who has been appointed to an existing term during the interval between elections shall serve for the remaining balance of the term which her predecessor held. This partial term shall not be counted as the first of the two full terms of offices allowed to a Director.

The Board may, by majority vote, add up to three (3) members between annual meetings. Positions so created shall be subject to election at the next annual meeting, at which time the terms of office shall be set on a staggered basis so one-half of such terms will expire after one year, and the balance after two years.

For the purpose of the By-laws, "one-half" shall mean as nearly equal as possible, noting that odd numbers of people must be

grouped unequally. Terms of expansion members shall, after the initial staggering of office, be for two years.

4. Vacancies:

The Board of Directors shall have the power to fill vacancies occurring in its own membership. Upon receipt of a resignation from a Board member, a notice announcing a vacancy on the Board shall be sent out with the next regular meeting mailing. Should the mailing already have occurred, a separate mailing shall be sent out. An announcement concerning the vacancy shall also be made at the next meeting following receipt of the resignation. Members will have until the end of the meeting to make their availability known to the President or to a Director.

A list of candidates shall be presented at the next meeting of the Board with a recommendation from the President. A majority of those Board members present shall elect a member to fill the vacancy. Should more than two names be considered, the two top vote getters in the first voting will be voted on again to determine the new members of the Board. In choosing a person to fill a vacancy, the Boards shall consider the person's interest in the Network (as shown by her attendance at meetings, length of membership, and participation on committees) and the person's area of business, in an effort not to duplicate areas of business representation on the Board.

In the event the Board of Directors cannot agree upon a successor within thirty days after the occurrence of a vacancy in its membership, then the membership may act in accordance with Article IV, Section 2, to call a special meeting for the purpose of filling said vacancy and for conducting any other business placed upon the agenda for said special meeting.

5. Regular Board Meetings:

The Board of Directors shall meet regularly at such time and place as the Board of Directors shall determine. Members of the Board of Directors shall be notified of meetings no less than forty-eight hours in advance.

6. Special Board Meetings:

Special meetings of the Board of Directors may be held at the call of the President or majority of the members of the Board. All Board members must be notified of the time,

place, and purpose of a special meeting forty-eight hours prior to the meeting.

7. Quorum: At any meeting of the Directors, half of the Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.
8. Action By Consent: Any action by the Directors may be taken without a meeting if a written consent thereto is signed by all the Directors. Such consent shall be treated as a vote of the Directors for all purposes.
9. Suspension or Removal: A Director may be suspended or removed with or without cause by a vote of a majority of the membership at any special meeting of the membership called for this purpose.
10. Resignation: A Director may resign by delivering her written resignation to the President, the Secretary, a meeting of the members, or a meeting of the Directors. Such resignation shall be effective upon receipt unless specified to be effective at some other time.
11. Tenure: A member of the Board of Directors may serve two full two-year terms in office. After that time she may not run again for re-election until a two-year time period has passed.

ARTICLE VIII Staff

1. Hiring: The Board of Directors shall have the power to stipulate job requirements and responsibilities, and to hire and fire all employees of the corporation. Such action must be by majority vote of the total number of Directors.

**ARTICLE IX
Committees**

The Board of Directors may establish and appoint members to one or more committees and any delegate to any such committees any and all authority necessary to carry out assigned tasks, unless such delegation shall be a nondelegable power or duty as provided by law.

1. Power: Committees shall exist at the discretion of the Board of Directors, which shall charge them to carry out a particular task and/or to investigate particular issues. Committees shall report to the Board their findings and recommendations for actions and policies, but are not empowered to take action or to establish policies.
2. Composition: Committees shall consist of members of the Corporation as appointed by the Board of Directors, non-members appointed at the discretion of the Board, and the President, who shall be a member of each committee formed. At least one member of any standing committee shall remain in office at the pleasure of the Board of Directors.
3. Chairperson: The President shall appoint committee chairpersons from among the members of the Corporation. A chairperson shall be responsible for directing the activities of her committee so as to complete the task assigned to the committee by the Board and for reporting the findings and recommendations of the committee to the Board.

**ARTICLE X
Parliamentary Authority**

For procedures not covered by the By-laws or Rules of the Organization, Robert's Rules of Order newly revised, shall be the authority.

**ARTICLE XI
Amendment of By-laws**

These By-laws may be amended by a two-thirds vote of the active membership present at any annual meeting or special meeting called for that purpose, provided that the amendment shall have been submitted to the membership in writing at least one month in advance of the meeting. A majority vote shall decide all other business except By-Law amendments.

ARTICLE XII
Limitations

1. This Corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this Corporation from qualifying (and continuing to qualify) as a Corporation described in Section 501 (c) (6) of the Internal Revenue Code of 1954.
2. This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole nor any part or portion of the assets or net earnings of this Corporation shall be used, nor shall this corporation ever be organized or operated, for purposes that are not exclusively in furtherance of purposes permitted to organizations exempt from tax pursuant to Section 501 (c) (3) of said Code.
3. No compensation or payment shall ever be paid or made to any officer, director, trustee, creator, or organizer of this Corporation, or substantial contributor to it, except as a reasonable allowance for actual expenditures or services actually made or rendered to or for this Corporation and neither the whole nor any part or portion of the assets or net earnings, current or accumulated, of this Corporation shall ever be distributed to or divided among any such persons: provided, further, that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual.
4. In the event of termination, dissolution, or winding up of this Corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed exclusively for the purposes of the Corporation and exclusively to one or more organizations described in Section 501 (c) (3) of said Code.
5. Any reference herein to any provisions of the Internal Revenue Code of 1954 shall be deemed to mean such provision as now or hereafter existing, amended, supplemented, or superseded, as the case may be.
6. The private property of the members, the Board of Directors and Officers of the Corporation shall not be subject to payment of Corporate debts to any extent whatsoever.