

**WOMEN WHO LEAD**  
**BYLAWS OF ORGANIZATION**

WHEREAS, the Women Who Lead (WWL) is organized as an Association of women volunteers in Ellis County, Kansas, for the purposes described herein;

NOW THEREFORE, the following Articles and By-laws are adopted for the regulation and governance of the Women Who Lead organization.

**ARTICLE I**  
Name of Organization

The name of the organization shall be "Women Who Lead".

**ARTICLE II**  
Purpose of Organization

Mission Statement: "Inspiring and empowering women to affect change in our community."

**Section 1. Nonprofit Purpose**

Women Who Lead is comprised of civic minded, strong women leaders organized exclusively for charitable, educational, and philanthropic purposes.

**Section 2. Specific Purposes**

- a. To deliver effective and efficient human service community impact projects designed to enhance the lives of others with a focus on children, families, and the community at large.
- b. To conduct annual fundraisers and community campaigns for the purpose of soliciting contributions for initiatives approved for funding by the Board of Directors and Membership.

**Section 3. Limitations**

No part of the net earnings of WWL shall inure to the benefit of, or be distributable to, its members, or officers, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in paragraphs 1 through 3, Article II hereof. The organization shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under

section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

### ARTICLE III Membership

The membership of the organization shall be comprised of women who demonstrate leadership by helping to make lasting, positive changes in the community.

#### Section 1. Member Composition

Membership will consist of any woman in good standing, regardless of race, religion, national origin, sexual orientation or disability, according to the rules for membership. WWL is committed to inclusion and diversity.

Members will receive invitations to WWL events, recognition at special events and have self-determined levels of involvement. WWL donations will be used for the health and betterment of children, family, community and neighborhood.

#### Section 2. Membership Dues

The amount of annual dues will be determined by WWL and visited on an annual basis. Continued membership is contingent upon being up-to-date on membership dues.

#### Section 3. Meetings of Members

Membership meetings will be held monthly. A meeting may be canceled or postponed at the direction of the board.

#### Section 4. Voting

Members shall vote on activities and projects to be implemented in the community, with prior approval from the board verifying it meets the mission of WWL. All items to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

### ARTICLE IV Board of Directors

#### Section 1. Power and Duties

The governance of this association shall be vested in a Board of Directors elected from the membership at large that shall have the general powers to conduct the policy, governance, and business affairs of the Association.

- a. Within the Board of Directors, the Executive Committee shall be comprised of: WWL President, Vice President, Past President, Secretary, and Treasurer. If necessary, decisions may be made by a minimum of three members of the Executive Committee, however, all five members must be notified.
- b. The Board of Directors shall have the authority to approve monetary decisions for projects of \$500.00 or less. Larger expenditures require a consent of the general membership.
- c. The Board of Directors shall have the authority to establish all budgets to conduct and direct the business of the Association.
- d. The Board of Directors shall select a financial institution or institutions for the deposit of Women Who Lead monies raised through fundraisers, membership dues, sponsorships and donations, and to authorize the person or persons who shall be empowered to write checks and withdraw such monies and funds.
- e. The Board of Directors shall provide for an annual audit of the books, records, accounts, and funds of Women Who Lead by a certified public accountant, appointed or selected by the Board of Directors for such purpose.

## Section 2. Membership and Term of Office

- a. The Board of Directors shall consist of twelve (12) directors who are current active members of the organization. All Directors are volunteers and shall not receive financial compensation for their service.
- b. New directors shall be elected to the Board and shall serve a four-year term. The election of new directors will be held at the November meeting of the Board of Directors. New director inception shall begin on January 1.
- c. No member of the Board of Directors shall be eligible to serve more than eight (8) consecutive years except for the Immediate Past President who may serve nine (9) years. A member may be reelected to the Board of Directors after an absence from the Board of Directors of one (1) year if the member has not fulfilled the total number of eligible years to serve.
- d. The Immediate Past President shall be retained as a member of the board even when the normal term of the director has expired.
- e. The Board of Directors has the authority to remove any director for cause through majority vote of the Board of Directors.

- f. Any Director may resign by giving written notice of such resignation to the President.
- g. The President shall have the authority to fill vacancies created by resignations or deaths, subject to the approval of a majority of the members of the Board. Any director so appointed shall complete the remainder of the term for the vacancy she fills.

### Section 3. Board Member Responsibilities

- a. Regularly attend monthly Board of Director meetings, unless excused by the President or Vice President. Only three (3) unexcused meetings may be missed annually.
- b. Regularly attend membership meetings.
- c. Provide input and feedback on WWL initiatives and strategy.
- d. Maintain confidentiality. Members shall use discretion and good business judgment in discussing the affairs of the Organization and not discuss or disclose information that is deemed confidential.
- e. Maintain WWL mission.

## ARTICLE V Officers

Section 1. The following officers shall be elected annually at the November meeting of the Board of Directors: President, Vice President, Secretary, and Treasurer.

Section 2. The position of President may not be held by the same board member for more than two (2) consecutive years.

Section 3. Vacancies occurring in any office of the Association shall be filled for the unexpired term by a majority vote of the Board of Directors present at any officially called meeting of the board.

Section 4. The President shall call and preside at meetings, appoint appropriate committees, and, in general, shall conduct the affairs of the Association pursuant to the directions of the Board.

Section 5. The Vice President shall perform the duties of the President in the absence of the President.

Section 6. The Secretary shall keep accurate minutes of meetings of the Association and the Board of Directors.

Section 7. The Treasurer shall be responsible for the oversight of accurate books and records of accounts, and serve as a member of the Finance Committee. The Treasurer may delegate daily activities to administrative staff. All internal transactions from one Women Who Lead account to another shall require only one (1) authorized signature. All external transactions involving the disbursements of funds from a Women Who Lead account (e.g. payment to a second party by check) shall require two (2) authorized signatures. Every contract, lease or binding financial agreement shall be approved by the Board of Directors and signed by the board's designee.

## ARTICLE VI Committees

### Section 1. Executive Committee

The President, Vice President, Secretary, Treasurer and Past President serve as members of the Executive Committee. The Executive Committee shall have the authority of the board of directors in the intervals between meetings of the board of directors to make decisions on behalf of the board if necessary.

### Section 2. Standing Committees

The board may create standing committees as needed. These committees may include member recruitment, member relations and retention committees, community missions, public relations, and project committees. The board chair appoints all committee chairs.

### Section 3. Fundraising Committees

Fundraising Committees include, but are not limited to:

- a. Power of the Purse Committee charged with the task of planning and implementing the annual Power of the Purse fundraiser.
- b. Sponsorship Committee charged with the task of securing and maintaining business and individual sponsors necessary to fund community projects.
- c. Scholarship Committee charged with the task of implementing an annual fundraiser to provide funding for local scholarships.
- d. Other Fundraising Committees as determined by the Board of Directors.

#### Section 4. Finance Committee

The Finance Committee is comprised of the Treasurer, President, Vice President and may include WWL members appointed by the board to serve on the committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Monthly and Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

#### Section 5. Ad Hoc Committees

The Board President shall establish Ad Hoc Committees as needed to complete a task or objective within a given time period.

### ARTICLE VII Meetings of Board of Directors

The Board of Directors shall schedule twelve monthly meetings per year. A meeting may be canceled or rescheduled by the board chair. The meeting schedule shall be established and distributed at the January board meeting.

Special meetings of the Women Who Lead Board of Directors shall be called by the President at any time.

The President shall have the authority to utilize electronic means for establishing Board action outside of scheduled Board meetings.

A quorum shall be established for the conduct of business by the presence of Directors equal to a simple majority of the non-vacant board positions.

### ARTICLE VIII Rules of Order

1. The President, or in the absence of the President, the Vice President shall preside at all meetings. In the absence of both the President and Vice President, the members present shall elect a President *pro tempore* who shall serve only for that meeting or for that part of the meeting during which the President and Vice President are absent.

2. The presiding officer shall present each agenda.

3. It shall not be necessary for a motion to be before the board in order to discuss an agenda item that has been presented for consideration. In the ordinary course of events, the board shall discuss all matters other than routine procedural questions prior to the making of a motion in order that the reaching of a consensus may be facilitated.

4. All formal actions of the board shall be taken by ordinary motions unless a formal resolution is required by law. Any member of the board who wishes to make a motion, second a motion or discuss pending business shall first secure recognition of the presiding officer. Whenever possible, motions shall be stated in the affirmative.

5. These types of motions may be made:
- a. To recess for a specified time;
  - b. To take action (the main motion);
  - c. To amend a motion to take action, but such amending motion shall be disposed of before any other option to amend the main motion shall be in order;
  - d. To defer action, either finally or to a specific date, time and place;
  - e. To go into executive session; and
  - f. To adjourn, either finally or to a specific date, time and place.

6. A simple majority of those present shall be required to pass motions, provided a quorum has been established.

#### ARTICLE IX Fiscal Year

The fiscal year of Women Who Lead shall begin on the 1st day of January and end on the last day of December of each year.

#### ARTICLE X Annual Report

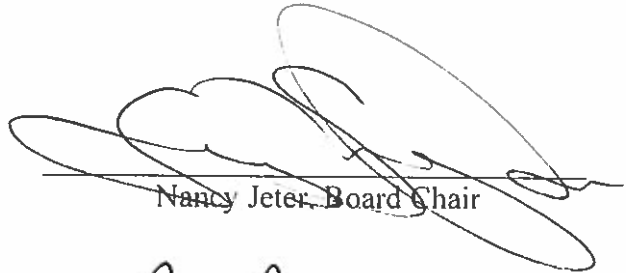
An Annual Report of agency business shall be made available to the public annually.

#### ARTICLE XI Amendments

Amendments to these By-laws may be made at any regular or special meeting of the Board of Directors by an affirmative vote of the majority of members present, provided notice and copy of any proposed amendment shall be distributed to each member of the Board at least forty-eight (48) hours prior to the date of such regular or special meeting.

ARTICLE XII  
Dissolution

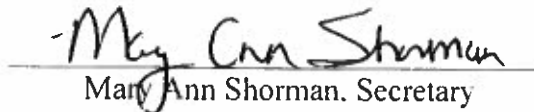
Upon the dissolution of the Women Who Lead organization, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the organization, dispose of all the assets of the organization, exclusively for the purpose of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, or philanthropic purposes as shall be at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of Ellis County, Kansas exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.



Nancy Jeter, Board Chair



Ruth Ruder, Vice Chair



Mary Ann Shorman, Secretary



Anne Zimmerman, Treasurer

Effective Date 08/01/2023