**Bylaws of WISE**

**Women's Initiative for Service and Education**

# ARTICLE I. ORGANIZATION NAME

The name of this organization is Women's Initiative for Service and Education, which shall also be known as WISE.

**ARTICLE** II. **PURPOSE**

WISE is a Charitable Organization as defined by the Minnesota Secretary of State and is committed to making a positive impact to the local community, with a particular focus on youth, families, and education.

**ARTICLE** Ill. **MEMBERSHIP**

**Section 1. Eligibility for Membership**

Application for membership shall be open to anyone who supports the purpose statement in Article II. Membership is granted after receipt of annual dues and contact information.

**Section 2. Types of Membership**

There arethree types of memberships:

1. Active members are those who participate in organization activities and pay annual dues.
2. Friends are those who have not paid the annual dues or do not regularly participate
3. Emeritus members are those who have served but are now retired from WISE. Emeritus members are not required to pay dues.

**Section 3. Annual Dues**

Annual dues shall be established by majority vote of active members at the annual meeting.

**Section 4. Rights of Members**

Each active member shall be eligible to cast one vote in organization elections and ballot initiatives.

**Section 5. Resignation and Termination**

Any member may resign by filing a written or email resignation with the Membership chair. A membership may be terminated by majority vote of the board when the conduct of the member is in conflict with the goals and values of the WISE

organization.

**ARTICLE IV. MEETINGS OF MEMBERS**

**Section 1. Regular Meetings**

Regular meetings of the members shall be held quarterly, or as determined by the board.

## Section 2. Annual Meetings

The September meeting will be designated as the WISE Annual Meeting. At this meeting the members shall elect officers, consider bylaws changes, set dues for the upcoming year and conduct other business as needed.

## Section 3. Notice of Meetings

A notice of each meeting shall be given to each member at least a week prior to the meeting.

## Section 4. Quorum

The presence of more than 30% of active members shall constitute a quorum to transact business at the annual meeting.

## Section 5. Voting

All issues to be voted on at shall be decided by a simple majority of active members present.

## Section 6. Parliamentary Procedure

All meetings shall be conducted within the guidelines of parliamentary procedure.

# ARTICLE V. BOARD OF DIRECTORS

## Section 1. General Powers

The affairs of the Organization shall be managed by its Board of Directors.

## Section 2. Number, Tenure, and Qualifications

The Board of Directors shall include the following: President, Vice-President, Secretary and Treasurer. Additional board members shall include the past president and up to four members at large.

The vice president makes a commitment to a 3-year term consisting of sequential 1-year terms as vice president, president and past president.

An at-large board member shall be an active WISE member and shall hold office for a two-year term. She shall continue in office until her term ends or until a successor can be duly elected or appointed.

The members of the Board of Directors shall begin the performance of their duties Jan 1 and shall continue in office until their successors shall be duly elected or ap pointed.

## Section 3. Regular and Annual Meetings

The Board of directors shall meet at least quarterly.

## Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors.

## Section 5. Quorum

The presence, in person, of five members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business.

## Section 6. Voting

All issues to be voted on shall be decided by a simple majority of Board members at the meeting in which the vote takes place.

## Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill the requirements of her position shall forfeit her seat on the Board .

## Section 8. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a board meeting. Newly appointed members shall serve the remainder of the current term.

## Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

## Section 10. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

# ARTICLE VI. OFFICERS OF THE BOARD

The officers of this Board shall be the President, Vice-President, Secretary and Treasurer .

## Section 1. President

The President shall have the following duties:

1. Preside at all meetings of the WISE Board of Directors.
2. Preside at all meetings of the membership .
3. Act as Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

## Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter.

1. The Vice-President shall chair the WISE Board of Directors meetings and regular meetings in the absence of the President.
2. The Vice-President shall review the bylaws and make recommendations to the board for action at the annual meeting.

## Section 3. Secretary

The Secretary shall attend all meetings of the WISE Board of Directors and all meetings of members, and will act as a clerk thereof. The Secretary's duties shall consist of:

* 1. Record all votes and minutes of all proceedings in a book to be kept for that purpose.
  2. Send copies of meeting minutes to all active members.
  3. Complete and keep records and minutes of meetings during her term.

## Section 4. Treasurer

The Treasure shall have the following duties:

1. Submit all planned expenditures to the Finance Committee for their approval.
2. Present a complete and accurate report of the finances of WISE at the monthly board and membership meetings.
3. Have the right of inspection of the funds raised by the annual buffet dinner and silent auction as well as other fundraisers sponsored by WISE.
4. Assist in direct audits of the funds of the organization according to funding source guidelines and generally accepted accounting principles.

## Section 5. Election of Officers

The President will solicit nominations for the officers prior to the Annual Meeting. Additional nominations may be made from the floor at the Annual Meeting.

The president shall submit the names of candidates for respective offices of the Board of Directors at the Annual Meeting. All active members present may take part in the election.

# ARTICLE VII. COMMITTEES

## Section 1. Committee Formation

The Board may create committees as needed, such as fundraising, education, membership, and nomination. The Board appoints all committee chairs.

## Section 2. Executive Committee

The four Officers serve as the members of the Executive Committee.

## Section 3. Finance Committee

The Treasurer is the chair of the Finance Committee, which also includes the President, Co­ President and past President. 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 coincide with the calendar year. Annual reports must be submitted to the board showing income, expenditures, and pending transactions. The financial records of the organization are public information and shall be made available to the membership, and to the public upon request.

A subcommittee of the finance committee will perform a periodic audit.

# ARTICLE VIII. AMENDMENT OF BYLAWS

The active members may amend these Bylaws by majority vote at the annual meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each member within the time and the manner provided for the giving of notice of meetings. For amendments to the Bylaws other than at the annual meeting, all active members shall have the opportunity to vote in person, in writing, by email or video conference.

# ARTICLE IX. CORPORATE STAFF

## Section 1: Executive Director

The Board of Directors may hire an Executive Director who shall serve at the will of the Board.

# ARTICLE X. BOOKS AND RECORDS

The secretary shall complete and keep all records and minutes of meetings during her term.

# ARTICLE XI. GENDER NEUTRALITY

All personal pronouns used in these bylaws, whether in the masculine, feminine or neuter gender, shall include all genders, both singular and plural.

# ADOPTION OF BYLAWS

We, the undersigned, are all of the current officers of this organization, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of five pages, as the Bylaws of this organizat ion .

Approved and adopted by the WISE members on September 21, 2022

