



Revised Bylaws

Effective: January 16, 2020

Revised Standing Rules

Effective: August 17, 2017

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BYLAWS
OF
PORT ST. LUCIE BUSINESS WOMEN, INC.

(Restated April 3, 2014)

ARTICLE I – NAME

This organization shall be known as the **Port St. Lucie Business Women.**

ARTICLE II – PURPOSE

The purpose of this professional organization, a not for profit Corporation, shall be dedicated to promoting the interests of business women in the St. Lucie County area and to serve the community in an effective way.

The purposes for which the Corporation is organized are exclusively charitable within the meaning of Section 501(c)(6) of the Internal Revenue Code or the corresponding provision of any future law of the United States.

Notwithstanding any other provision of these bylaws, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code or the corresponding provision of any future law of the United States. No part of the income or assets of this Corporation shall inure to the benefits of any private individual or member. This Corporation shall have no capital stock, its objective and purpose being solely of benevolent character, and not for individual pecuniary gain or profit to its members.

ARTICLE III – FISCAL YEAR, MEMBERSHIP, AND DUES

Section 1 – Fiscal Year

The fiscal year of the Organization shall run from January 1 through December 31.

Section 2 - Eligibility for Membership

New Membership shall be open to women whose careers or professional positions are on an executive, administrative or managerial level. This includes business owners, and those with professional licenses and/or certifications. New members must live in or work in St. Lucie County, Florida.

Potential new members shall be considered for Membership whenever vacancies exist, and must be sponsored by a current member. New members must meet the membership requirements as set forth in the Bylaws and when voted upon by the Membership.

Should an established member move to a County outside of St. Lucie County, due to either a residence change or a job change, and she wishes to remain a member of the Organization, she may do so as long as she maintains a strong commitment to the betterment of the St. Lucie County community.

Section 3 – Maximum

The maximum number of members shall be seventy five (75) members. This count includes active members, retired members and those on leave of absence.

Section 4 – Classes of Members

- a. Active – a member who is in good standing as described in Section 5 below. An active member in good standing is eligible to vote.
- b. Retired – a member in good standing as described in Section 5 below. She is retired from career employment but continues to be active in the Organization. A retired member in good standing is eligible to vote.
- c. Leave of Absence – a leave of absence requested by a member for a good and sufficient reason may be considered by the Membership Committee and Board. A member on a leave of absence is required to pay the annual membership dues to remain in good standing. A leave of absence may be granted for a maximum of 6 months at any one time. At the end of the maximum leave of absence period, such leave of absence may be extended with a request and explanation by the member and if the Board deems it appropriate to do so. The Board will review all leaves on a regular basis.
- d. Honorary Lifetime – a member who has retired and can no longer be active. Must have been an active member for the prior 10 years. Honorary lifetime members are not required to pay dues. They will be kept up-to-date of the organization's activities but will no longer have voting rights.

Section 5 – Members in Good Standing

- a. A member who is not delinquent in the timely payment of annual dues;
- b. A member who regularly attends meetings (does not miss more than 2 consecutive meetings without communication to the Board/Hospitality);
- c. A member who actively participates in committees and events;
- d. A member shall be knowledgeable of the Bylaws and Standing Rules and shall comply with the same;
- e. A member who purchases or sells at least one (1) ticket to the annual fashion show event each year; and
- f. A member who maintains a current lunch reserve balance (must not let balance drop to \$0 for more than 30 days).

Section 6 – Members Not in Good Standing

Someone who does not meet the criteria listed in Section 5. The member shall be provided a written notice from the Secretary on behalf of the Board regarding her continued membership in the Organization, and may be subject to removal.

Section 7 – Voluntarily Resignations

Resignations shall be tendered through the Membership Chair or the President to the Board. Resignations received after payment of Membership dues shall not result in a refund of said dues. Any monies left in the luncheon reserve fund shall be returned.

Section 8 – Dues

Annual dues are payable by the first luncheon meeting of the fiscal year and must be received within 30 days of said meeting. The amount of dues is subject to change. Dues received between 30 and 60 days late will incur a late fee. If dues are not paid after 60 days, the member will automatically be dropped from Membership. Should a member be dropped and then wish to reapply for Membership, they will be treated as a new applicant. See the Standing Rules for details.

ARTICLE IV – OFFICERS

Section 1 - Elected Officers

The elected officers of the Port St. Lucie Business Women shall be:

- President
- Vice President
- Secretary
- Treasurer

Section 2 – Terms of Office

The terms of offices shall be as follows:

The President, Vice President, Secretary and Treasurer shall be elected annually. The President, Vice President and Secretary shall serve no more than two (2) consecutive one (1) year terms of the same position. The Treasurer is exempt from the term limitation.

ARTICLE V – ELECTION OF OFFICERS

Section 1 – Nominating Committee

- a. The President shall appoint a Nominating Committee, consisting of three (3) members.
- b. The Nominating Committee, after having accepting their appointments, will be presented to the Membership at the September business meeting. Members may make candidate suggestions to the Nominating Committee.
- c. The Nominating Committee shall present a single slate of eligible candidates for each office at the October business meeting at which time nominations from the floor may also be made. Nominations may be made only with the consent of the potential nominee.
- d. If there is more than one candidate for an office, then the Nominating Committee will ensure the (non-slate) candidates are also briefly introduced.

Section 2 – Voting

- a. If there is more than one candidate for each office, the election shall be by written ballot and a majority vote shall elect. Votes by proxy will be accepted. The Nominating Committee shall send out proxy materials to all voting members at least two weeks prior to the election.
- b. Proxy votes must be in writing and submitted to the Board no later than 5:00PM the day prior to the election.
- c. Elections shall take place at the November business meeting.
- d. When there is only one candidate for each office, the election may be made by acclamation.
- e. If a ballot vote takes place, three (3) people shall count the votes independently. Ballot counters shall be appointed by the President and cannot consist of any member of the current board, candidates, or members of the nominating committee.

Section 3 – Installation of Newly Elected Officers and Transfer of Duties

Installation of Officers shall take place by the first meeting of the fiscal year.

Outgoing and incoming officers shall meet sometime between the election and the first official meeting of the new term to transfer all documents necessary, including, but not limited to, banking and account information.

ARTICLE VI – DUTIES OF OFFICERS

All Officers shall perform duties as set forth in the Bylaws and summarized in the Standing Rules. All officers shall keep records of their office and pass them onto their successors within 30 days of expiration of their term of office.

A. The duties of the President are as follows:

1. Preside at all meetings.
2. Prepare an agenda for all meetings, with input from the Board when necessary.
3. With the Board, shall develop plans for the projects and goals of the Port St. Lucie Business Women for each year.
4. Serve ex officio (or assign another Board Member) on all committees, except the Nominating Committee.
5. Shall appoint Ad Hoc committees as deemed necessary.
6. Shall appoint Chairs of the standing committees and any Ad Hoc committees.
7. Shall ensure that all members are appointed to at least one (1) committee, including new members when they are voted into membership.
8. Shall be the official spokesperson regarding all affairs of the Port St. Lucie Business Women.
9. If unable to discharge any or all of these duties, she must notify the Vice President.

B. The duties of the Vice President are as follows:

1. In the absence of the President, shall perform all duties pertaining to that office.
2. Shall assist the President in her official duties.
3. Supervise and coordinate the work of the Membership and Hospitality Committees.
4. Perform any other duties that may be assigned.

C. The duties of the Secretary are as follows:

1. Be responsible for an accurate record of attendance at all meetings.
2. Record the minutes of all meetings and maintain the official records of approved minutes as set forth in the Standing Rules.
3. Distribute a draft of the minutes to the Officers and members prior to the next meeting, in lieu of reading minutes at each meeting.

4. Shall handle the correspondence of the Organization as directed by the membership and/or Officers.
5. Shall assist the Treasurer with the sending out of any delinquent membership dues notices.
6. Perform any other duties that may be assigned.

D. The duties of the Treasurer are as follows:

1. Shall have charge of all monies of the Organization from whatever source they may be derived.
2. With participation from the Board, shall prepare a budget for the current year designed to meet the needs of the Organization consisting of ordinarily anticipated expenditures, as well as special programs and projects as approved by the membership.
3. Shall deposit funds in a local financial institution in the name of the Organization.
4. Shall pay all bills, with valid receipts, as approved by the Officers and/or Membership.
5. Shall maintain bookkeeping records of income and expenditures.
6. Shall prepare a written report for the President, Vice President and Secretary prior to the monthly business meeting and report verbally to the Membership at the monthly business meeting. In an effort to save paper, electronic versions shall be provided to the Membership prior to the monthly business meeting; however paper copies shall be available upon request.
7. Shall maintain a list of members and their membership dues payments and shall advise the Board and Membership Chair of any delinquencies. Shall work with the Secretary to send out delinquent notices.
8. Shall be responsible for preparing any necessary tax returns. Should an accountant be deemed necessary, the Treasurer shall hire an accountant with the Approval of the Board.
9. Shall be responsible for filing the annual report with the State prior to the due date, and pay the necessary fee.
10. Shall assure the presentation of a budget for the year; and at the end of her term, she shall assure the auditing of the Treasurer's records and a report of the same to the Membership.
11. Shall check the Post Office box regularly and distribute mail accordingly.
12. After receipt of the registration sheet from the Hospitality Chair, shall email scanned copies to both the Membership Chair and the Hospitality Chair. The original registration sheet shall be recorded with the deposit slip in the Treasurer's records.

13. Perform any other duties as may be assigned.

ARTICLE VII – BOARD OF DIRECTORS

The Board of Directors shall consist of the duly elected Officers: President, Vice President, Secretary and Treasurer, and the Immediate Past President. The Board shall meet at the discretion of the President. They shall determine the business to be brought before the membership at the monthly meetings.

The Immediate Past President will remain on the Board for a one year period.

ARTICLE VIII – COMMITTEES

Section 1 – Standing Committees

The Port St. Lucie Business Women’s Standing Committees shall be:

- a. Bylaws
- b. Community Action and Grants
- c. History
- d. Hospitality
- e. Installation
- f. Membership
- g. Program
- h. Publicity
- i. Scholarship
- j. Social

Section 2 - Chairs

Committee Chairs shall be appointed by the President.

Section 3 – Ad Hoc Committees

There shall be such special committees deemed necessary to address the specific needs of the Port St. Lucie Business Women. These Ad Hoc committees shall be appointed by the President, with the exception of the Nominating Committee. Chairs shall report to the Board while the work of the committees is being completed and shall have voice on matters pertaining to their committees. Members of Ad Hoc committees shall serve until their work is completed.

The Ad Hoc Committees may be, but are not limited to:

- a. Audit
- b. Fashion Show
- c. Nominating
- d. Seminar

ARTICLE IX - DUTIES OF STANDING COMMITTEES

A. All Standing Committees shall:

1. Establish a working committee to address and process the programs and policies of her committee.
2. Communicate as necessary with respective committee chairs.
3. Prepare within 30 days a financial accounting for any event where monies are collected.
4. Keep records to be passed to their successors within 30 days of the expiration of their term of office.
5. Work closely with the President in matters of particular concern.

B. Bylaws Committee

1. Is responsible for reviewing the Organization's Bylaws and Standing Rules on an as-needed basis.
2. Once reviewed, the Committee will make any suggested changes to the Board.
3. Once any suggestions are approved by the Board, an amendment to the Bylaws will be presented to Membership for approval. (See Article XII for additional information related to the Amendment of Bylaws.)
4. If a specific amendment needs to be made, the Board will call upon the Bylaws Committee to write such amendment.
5. Once approved, the Committee will be responsible for updating the document and providing it to the President for distribution and/or uploading to the website.

C. Community Action and Grants Committee

1. This Committee handles both Community Actions and Grants.
2. Early in each term, the Committee will receive a budget based upon the approved annual budget of the Organization.
3. Will then consider community projects(s) and grants in which the primary focus is on women's and/or children's issues.
4. Community projects will focus on community involvement activities (i.e. Heart Walk, Habitat for Humanity, serving in a soup kitchen, etc.), and must meet one of the following criteria:
 - Is an effective use of Community Action funds or membership time, and/or;
 - Exposes the Organization's efforts in a positive light for our generosity to the community.
5. Grants
 - Will focus on finding worthy causes that meet the Organization's criteria to which a monetary contribution can be made.
6. The chosen Community Action and Grants project(s) shall be presented to the Membership for approval.
7. The Chair shall make arrangements for the scheduling and communication of activities to the Membership and/or the disbursement of funds with the Treasurer.

D. History Committee

The Chair of this Committee (the Historian) will maintain an updated scrapbook containing pictures, newspaper clippings, programs and souvenirs from Organization sponsored special events or other related material that depicts activities of the Organization.

E. Hospitality Committee

1. The Chair is in charge of all luncheon reservations and shall notify the designated person at the meeting location of the number to be accommodated.
2. Shall check in members and collect money at the door.
3. Shall give the Treasurer the collected money along with the registration sheets.
4. Shall notify their Board Liaison when a member has missed 2 meetings and no longer have reservations and is no longer responsive to the Hospitality Chair for thirty days.
5. Shall arrange for the tickets and collection of the 50/50 raffle which is held at each meeting. (Note that 50% of the collected money will go to the Organization and the other 50% will go to the chosen winner).
6. Shall work with other Committee Chairs when required and when Hospitality is required for a special event.
7. Shall notify the Board of absences that exceed the number outlined in the "Members in Good Standing" Section above, so that necessary communications to those members may be processed.

F. Installation Committee

1. The Committee is in charge of the planning of the Installation of Officers.
2. The Chair will collaborate with the Hospitality Chair with regard to reservations, and collection of monies.
3. The Chair will provide collected monies to the Treasurer for disbursement to the facility.

G. Membership Committee

1. The Committee shall hold meetings in order to review and discuss the membership statuses as well as any other items required.
2. The Chair shall maintain an accurate list of all members, including counts.
3. The Committee shall review the membership application from time to time to ensure it is correct and serves its purpose.
4. Shall issue membership application forms to potential new members and shall receive the completed application with the current dues and the luncheon reserve fund, amounts which may be changed from time to time.
5. Shall review each completed application to ensure potential members meet the appropriate criteria below, as well as other criteria listed in the Standing Rules.
 - Lives or works in St. Lucie County.

- Is a Business Owner or is in a Professional or Managerial position.
6. The Chair shall present new member applications to the Board for its approval and recommendation to the full Membership for voting.
 7. At the time of voting, the Chair and the member sponsor will provide background and additional information regarding the candidate. Note, the potential member shall not be allowed to attend this meeting.
 8. Once approved by vote of the Membership, the Chair will arrange for the new member's personal information (including name, address, position, name of business, business address) to be added to the Membership list so that Minutes and other mailings may be received.
 9. The Chair will assist with getting a photo taken of the new member for the website.
 10. The Chair will assure the new Member's dues are given to the Treasurer.
 11. The Chair will provide the new Member with the information she will need to understand the Organization, including history, Bylaws, Standing Rules, Website information, Facebook information, name badge, etc.
 12. If a member voluntarily resigns, the Chair shall notify the President and the Board.

H. Program Committee

1. Shall plan programs, which are generally held at the first meeting of the month.
2. The Committee may conduct a survey at the beginning of the term to receive feedback from the membership on topics of interest.
3. Programs shall include but are not limited to, speakers, activities or exercises.
4. The Chair shall notify the President of the Program Schedule so that the President may plan the agenda accordingly.

I. Publicity Committee

1. This Committee shall be responsible for issuing timely press releases and press contacts for various events and activities.
2. Shall update the Organization's website and social media.

J. Scholarship Committee

1. Upon acceptance of the annual budget, this Committee will receive the approved dollar amount to be available for scholarships and is responsible for the management of the budgeted funds. See the Standing Rules for details.
2. The following Scholarships have been established by the Port St. Lucie Business Women:
 - **Kay Schaeffer Memorial Scholarship**
 - This will consist of two (2) annual scholarships that are to be used for tuition, books, and other required fees such as parking permits, uniforms or equipment [i.e. stethoscope].
 - The Indian River State College Foundation shall receive the applications for the Kay Schaeffer Memorial Scholarship and select three potential recipient(s) for each scholarship on behalf of the Organization for the Committee's review. The Committee shall then select the one (1) recipient from the applicants provided by the IRSC

Foundation and shall recommend the applicant for the Membership's approval.

- The eligibility criteria for the first Scholarship is as follows:
 - Female Student.
 - Recent high school graduate or GED recipient.
 - Resident of St. Lucie County.
 - Limited opportunity for other scholarship funds.

- Planning to attend or currently enrolled (full or part time) at Indian River State College.
- The eligibility criteria for the second Scholarship is as follows:
 - Female student.
 - Resident of St. Lucie County.
 - Planning to attend or currently enrolled (full or part time) in the Indian River State College.

- **Port St. Lucie Business Women's Scholarship**
 - This will consist of one (1) annual scholarship.
 - The Indian River State College Foundation shall receive the applications for the Port St. Lucie Business Women's Scholarship and select three (3) applicants for the Committee's review.
 - The Committee shall select the one (1) recipient from the three applicants and shall recommend the applicant for the Membership's approval.
 - The eligibility criteria is as follows:
 - Female Student.
 - Resident of St. Lucie County.
 - Attending Indian River State College and enrolled in their College's Developmental Education Program in one or more of the following: Developmental English, Developmental math and/or Developmental Reading.

- **Strelsa Schreiber Professional Development Fund**
 - Available to members of the Port St. Lucie Business Women in good standing who have been members for a minimum of one year.
 - Available throughout the year.
 - Available for member's education, seminars/conferences, recertification and credits that will result in a Member's professional development.
 - The Committee shall receive applications for the Strelsa Schreiber Professional Development Fund and recommend qualified applicants for the Membership's approval.
 - Cannot be awarded to the same member in consecutive years.

3. Other Responsibilities of the Committee

- The Chair along with the Committee shall review the guidelines of the various applications and the amount of the awards and propose any changes to the Membership for approval.
 - Other scholarships may be made available through the approval of the Membership based on availability of additional funds.

K. Social Committee

1. Shall plan social events throughout the course of the term for the Membership's voluntary participation.
2. The primary purpose of offering social events is to provide the Membership with a social avenue to broaden and enhance relationships among the members.
3. The Committee may conduct surveys to determine activities of interest to the Membership.
4. The Chair shall notify the Membership of upcoming events and may do so via the Minutes, fliers, emails, the Website and/or Facebook or other methods.

ARTICLE X – DUTIES OF AD HOC COMMITTEES

A. Audit Committee

1. Shall be responsible for an annual audit of the Port St. Lucie Business Women.
2. Its members shall consist of two to three members appointed by the President.
3. The Treasurer shall be available to answer any questions the Committee may have.
4. The Audit will be completed by the last day of each fiscal year.

B. Fashion Show Committee

This Committee shall be responsible for all aspects of the Fashion Show.

C. Nominating Committee

Details are discussed in Article V - Election of Officers

D. Seminar Committee

1. Shall be responsible for researching speakers and the feasibility of putting on a seminar. Report findings to the Membership.
2. If approved by the Membership, shall be responsible for all aspects of said Seminar.

ARTICLE XI – MEETINGS

Section 1 - General Meetings

The date and time for General Meetings shall be determined by the Membership in accordance with the Standing Rules.

Section 2 – Board Meetings

The Board shall meet at the discretion of the President or may determine the date and time of its meetings in accordance with the Standing Rules. When deemed advisable by the President and the Board, Committee Chairs shall be invited to attend Board meetings.

Section 3 – Special Meetings

The President or Board may at any time call a Special Meeting of either the General Membership or Board with a minimum notice; a two week notice for General Membership or three (3) day notice for the Board.

Section 4 – Quorum

1. Quorum for the purposes of conducting general business shall be 1/3 of the current Active membership. All motions shall pass if affirmed by a simple majority of the members present.
2. Quorum for purposes of modifying bylaws or standing rules shall be 50% +1 of the current active membership.
 - a. All Bylaws modifications shall pass if affirmed by 2/3 of the members present. Proxy votes shall be permitted.
 - b. All Standing Rules modifications shall pass if affirmed by a simple majority of the members present

ARTICLE XII – AMENDMENT OF BYLAWS

The Bylaws of the Port St. Lucie Business Women may be amended at any general meeting by a two-thirds majority vote of all members, whether by those in attendance or votes by proxy. Proposed amendments must be submitted to all members via electronic mail no less than 2 weeks prior to the vote.

ARTICLE XIII- PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order New Revised shall govern the Port St. Lucie Business Women in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Port St. Lucie Business Women may adopt.

ARTICLE XIV – DISSOLUTION OF THE ORGANIZATION

In the event of the Organization’s dissolution, all funds remaining in the Organization’s treasury will be distributed as outlined on Internal Revenue Form 1024 which was originally filed to obtain Federal income tax exempt status.

ARTICLE XV - STANDING RULES

Standing rules have been established and are a separate document. The standing rules shall be reviewed from time to time. Any changes to standing rules shall be voted upon at regular meetings. Any conflicts between the Bylaws and the Standing Rules shall be governed by these Bylaws.

ARTICLE XVI – EFFECTIVE DATE

The Bylaws shall become effective immediately upon adoption by a majority vote of the Members.

The foregoing Bylaws were adopted at a meeting of the Members of the Port St. Lucie Business Women, Inc., on the 16th day of January, 2020.

Port St. Lucie Business Women, Inc.

By: _____ (*President*)

Printed Name: Donna E. DeMarchi

Attest: _____ (*Secretary*)

Printed Name: Melissa Winstead

STANDING RULES

1. With regard to potential new members, prior to completing an application, the potential new member shall attend at least two (2) meetings to see if the Organization is of interest to her. A potential new member shall be sponsored by one active member and shall submit an application through the Membership Chair to the Board for its recommended approval to the Membership.
2. Once approved to be a new member, the member sponsor shall be responsible for the new member for a minimum period of six (6) months by serving as a mentor to the new member to ensure that she is comfortable within the Organization.
3. Generally, meetings shall be held the first Thursday and the third Thursday of each month and will be lunch meetings from 12:15 PM to approximately 1:15 PM. Generally, the first meeting in the month will feature a program while the second meeting will be a business meeting. Changes to this procedure are permitted by Board decision.
4. Regular meetings shall be conducted in a smoke-free environment.
5. Each member is required to pay and maintain a prepaid deposit equal to the cost of two (2) luncheons. Currently the cost of a luncheon is \$16.00 (\$15.00 discounted price if paid by cash or check), but is subject to change. If a member fails to attend a meeting without previously canceling her reservation, that meal will be deducted from her deposit until she pays for the unused meal. In the event the deposit becomes completely used, a reservation will not be made for that member until notice is received from the member and the deposit is replenished.
6. Time will be allotted at each meeting for brief member introductions that include name, position and place of business. Any other relevant information, such as a recent promotion, award, or a special event in which the member has been or will be involved may be presented during announcements. In the interest of fairness to all members, and because meetings are of limited duration, members are requested to be brief.
7. During meetings, members shall be respectful and quiet when others are speaking.
8. During meetings, members should put cellphones on vibrate and refrain from texting if possible.
9. A table may be provided at each meeting for members to display materials that are not directly related to the Organization, its program, operation or projects. Exceptions to this rule shall be with the consent of the President.
10. The President shall be the official and only spokesperson for the Organization.
11. All organization communications shall be dated.

12. All papers distributed to the members at meetings are to be taken with the member when she leaves the meeting or returned to the head table.
13. As a matter of policy, the Organization will not take a position on any political issue on any level nor endorse any candidate for political office. This statement shall not be interpreted as tying our hands in the event that a situation should arise that is relevant to our purpose of promoting the interests of women and which the members feel strongly motivated to take responsibility for expressing support or disapproval, providing that such decision would be authorized by 75% of those members present and voting.
14. Should someone inquire about becoming a member, due to reading an article in the newspaper or some other media, they should be referred to the Membership Chair for information.
15. The current amount of membership dues is \$53.00 per year (\$50.00 discounted price when paid by cash or check.) Late fees are currently \$16.00 (\$15.00 discounted price when paid by cash or check.)
16. Board members may spend up to One Hundred dollars (\$100.00) for contingencies which may arise. This expenditure must be reported at the next Board Meeting with receipts provided.
17. Any member who wishes to send an email to all members via the membership distribution list should send it the President for distribution, unless otherwise directed by the President.
18. Members will be held responsible for any bank charges incurred by the organization due to a check being returned for insufficient funds.