



Networking Entrepreneurial Women of Marin
Encouraging & Supporting the Success of Women

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BY-LAWS OF NETWORKING ENTREPRENEURIAL WOMEN of MARIN

ARTICLE I. Name

This organization shall be known as the **Networking Entrepreneurial Women of Marin**, dba **N.E.W. of Marin**, hereinafter known as *the Association*, and shall be established as an unincorporated non-profit association in the State of California.

ARTICLE II. Board of Directors

Section 1. The **Board of Directors** (the Board) shall consist of a minimum of three (3) and a maximum of seven (7) members by decision of the Board, who shall serve for a term of two years. The President shall serve as the Chair of the Board. The Board shall consist of the President, Treasurer, Founding Member, and whoever would like to take a more active role, as voted upon by the Board.

Section 2. The Board Shall ensure that the non-profit status of the Association is maintained and that the activities of the Association are non-political and in keeping with the Association's mission and purpose. See Mission Statement, Appendix I.

Section 3. If a Board member is not able to complete their term the remaining Board members may name a replacement. In the future, Board members may be elected by a majority vote at official membership meetings where a quorum of the Board members are present.

Section 4. Board members shall serve for a two-year term and shall not be compensated for their service on the Board. Board members shall be permitted to serve a maximum of three consecutive terms on the Board.

Section 5. Board decisions will be made by majority vote with ties decided by the Chair of the Board. A quorum shall consist of a majority of Board members and no action may be taken by the Board unless a quorum is present. A majority vote of the Board may remove a member or officer of the Board.

Section 6. The Board shall meet quarterly either in person or by a conference call in which every participant can hear the other participants and be fully heard when speaking.

- Section 7.** The Board shall appoint officers for any vacant position of the Association for the coming year in the fourth quarter of each year or whenever necessary.
- Section 8.** The Board shall review the Treasurer's quarterly and year-end financial reports. The fiscal year of the Association shall be the calendar year.
- Section 9.** A Board member with a personal or financial interest in any matter pending before the Board shall disclose the nature of the personal or financial interest to the other Board members and excuse herself from discussion and voting on such matter. The content of the Board meetings shall be confidential, as discussions relating to specific sensitive matters involving the Association or individual members.

ARTICLE III. Executive Committee / Leadership Team

- Section 1.** The **Executive Committee/Leadership Team**, hereinafter referred to as the Leadership Team, will be composed of the following positions: President, Secretary, Auction Coordinator, Treasurer, Website Liaison, Speaker Coordinator, Publicist, Website Designer & FB Liaison, Membership Liaison, Events Coordinator, and Photographer. The Leadership Team shall direct the planning, visioning, and operations of the Association and resolve any issues that may affect the members of the Association. The President shall be the 'Chair' of the Executive Committee/Leadership Team.
- Section 2.** Leadership team members shall serve for a two-year term unless their personal circumstances dictate otherwise, in which case she is responsible to help facilitate in finding a replacement for her role. The Leadership Team, as compensation for their roles, will have their annual dues waived. Each member pays half the annual fee in January of each year, and is reimbursed this amount in December of the same year, upon a full year's service to the Association. The Leadership Team members are expected to attend all monthly meetings and events. Some circumstances will warrant missing of a meeting or event.
- Section 3.** The **President** is the Chief Executive Officer of this Association, and serves as both the Chairman of the Board and the Chairman of the Leadership Team. The President or a designated alternate shall preside at all meetings of the Association and preserve order and decorum, enforce by-laws, rules, and policies of the Association. She shall set and follow the agenda. See Attachment A for an outline of the Standard Meeting Agenda and the Auction Meeting.
- Section 4.** The **Secretary** shall keep a just and true record of all the proceedings of the Board and the Leadership Team, and handle all official correspondence or designate another officer or member to handle specific correspondence from time to time. The Secretary will be responsible for communicating the times of the quarterly Leadership team meetings and for sending out an agenda in advance. She shall keep minutes then publish and send them out to all Leadership Team members within two weeks after each meeting.
- Section 5.** The **Auction Coordinator**, currently the Association Secretary, serves as the Auction Coordinator. She shall organize the semi-annual auction, and be responsible for overseeing a team of volunteers, soliciting donations, planning for

the auction, creating auction bid sheets and tracking processes, as well as overseeing and attending the auction. She will work with the Treasurer to collect all auction proceeds and distribute the proceeds as previously determined by the Leadership Team. She shall also send thank you letters to donors for tax-deductible donations received. She communicates with donors and winning bidders of auction items to facilitate the transfer of products, services and/or vouchers.

Section 6.

The **Treasurer** shall be responsible for the oversight, management and reporting of the Organization's finances. She shall provide oversight of the Association's finances and make recommendations to the Board with regard to the Association's banking services (currently Bank of America), fees incurred and received, dues levied, and services provided, including merchant account. She is responsible for investment account activities and ensures proper financial management.

The Treasurer, as well as the Board President, shall have signature authority on the bank account. The Treasurer will maintain ownership and control over checks and credit/debit cards, credit card processing machines and other materials needed to perform her duties.

The Treasurer shall include the collection of cash, checks and credit card charges for dues, dinner and event fees, auction proceeds, and any other receipts, and for the prompt depositing of all monies received into the Association's bank account.

The Treasurer and her assistant shall be responsible for providing attendee name tags, check in, and collection of fees associated with all Events, in conjunction with Event coordinators.

The Treasurer will be responsible for payment of debts, and disbursement of funds required for operating expenses and authorized Association functions.

The Treasurer shall maintain the monthly books and records of the Association on a monthly basis using accounting software and performing regular reconciliations and maintaining controls over the records to ensure compliance, safekeeping and audit trail.

The Treasurer shall keep the Board regularly informed of key financial events, trends, concerns and assessment of fiscal health and will prepare a statement of revenues, expenditures, assets and liabilities to share at quarterly Leadership Team meetings, or upon request.

The Treasurer shall work with the Board to develop an annual budget as well as compare the actual revenues and expenses incurred against the budget.

Section 7.

The **Membership Liaison** shall be responsible for contacting all attending guests with a follow up after attending a monthly meeting or other special event. She shall also discuss the benefits of membership and encourage guests and other contacts to join as a Member and provide Membership Applications as needed.

She shall be on the front lines of interaction, including answering questions from prospective attendees to our dinner meetings, emailing applications, bringing printed membership forms to the dinner meetings and maintaining the business card/collateral files.

She shall be a friendly and inviting 'Ambassador' for the group, and introduce new guests to other members in attendance, so they feel warmly welcomed while evaluating our group. She shall be responsible for following up with prospects (who have inquired or who have attended a monthly meeting or other special event), to discuss the benefits of membership and to encourage their beginning the application process to become a Member.

In addition, the Membership Liaison will work with the Treasurer to ensure renewal reminders to members in the month prior to the expiration of their membership renewals and in keeping an updated membership list. On occasion, she will email the Membership with special information or news not falling under another Leadership Team role.

- Section 8.** The **Website Liaison** shall receive the new member application form and will provide 'placeholder' information to the Website Designer immediately upon the membership. She will then be responsible for reaching out and collecting detailed information from new members and forwarding this information to the Website Designer for upload to the website.
- Section 9.** The **Website Designer & FaceBook Liaison** shall be responsible for creating and maintaining the Association's website and updating the information in a timely manner. She shall create and maintain a Facebook page for the Association and explore other social media outreach.
- Section 10.** The **Photographer** will take photos of members and forward the images to the member for approval. She will then send the chosen image to the Website Designer. She is available by appointment to take photos at her studio or periodically at the Association meetings. She will follow guidelines for head shots to ensure consistency. She also will take photos at Association events to post on the website.
- Section 11.** The **Speaker Coordinator** currently the Association President, shall be responsible for reviewing prospective speaker applications, selecting speakers for monthly meetings, and handling speaker arrangements and website announcements. She also serves as the Speaker Coordinator. See Attachment B for information letter sent to all speakers in advance of their presentations. The speakers are given 20 minutes - 15 minutes for presentation and 5 minutes for Q&A during each dinner meeting.
- Section 12.** The **Publicist** shall be responsible for maintaining the public image of the Association acting as the liaison with the media and placing announcements of Association meetings and events on area bulletin boards, newspaper listings, and free or low cost web-based listings. The Publicist shall also explore and develop relationships with other organizations to further serve the mission of N.E.W. of Marin.
- Section 13.** The **Events Coordinator** is responsible for creating, coordinating and promoting 3-6 member events per year, from conception to completion. Past events include Clothing Swap, Annual Holiday Party, Wine Tasting, Spa Day, Self Care Faire and Member Outreach events.

The Events Coordinator will participate in securing the location and the purchasing of, or coordinating donation of, any items required to facilitate the event (such as food/drinks, utensils/plates, decorations, tables) All expenditure receipts should be saved, submitted to the Treasurer and will be reimbursed by NEWofMarin. Expenditures will be within budget guidelines, or approval by Leadership Team.

Promotion of events will include reminding members about the events at the monthly NEW dinner meetings (providing flyers) as well as sending out reminders. Reminder emails should be sent every week leading up to the event, and on the final week, sending out an email 3 days before the event and also one reminder the night before. The EC will also provide their contact information, in order to respond to member questions regarding the event. If there is a cost for members to participate in an event, the EC should work with the NEW Treasurer to collect monies. Evite or Eventbrite can be used to facilitate the invitations. Note that the semi-annual NEW Auction Events are the primary responsibility of, and coordinated by, the Auction Coordinator i.e. The EC is not responsible for the Auction events.

ARTICLE IV. Membership

Section 1. Membership is predicated upon assisting all other members to secure new or additional business by exchange of trade information, tips and/or leads and by promoting other members' products or services by referral whenever possible or supporting the growth of members' businesses by other means.

Section 2. Membership dinner meetings will be held monthly at a designated restaurant. Members must attend a minimum of one meeting per quarter to remain in good standing.

Section 3. New members will be accepted by the following procedures:

- a. A prospect desiring membership must submit an application.
- b. A synopsis of the applicant's business activities must be stated on the application, which will be approved by the Executive Committee.
- c. It shall be the duty of the Leadership Team to welcome and inform the new members of the duties and obligations to the Association as they are written in our By-Laws and the importance of regular attendance at meetings.

Section 4. A guest who has attended two meetings will be asked to join the Association if their intention is to attend future meetings.

Section 5. Membership may be terminated by the Executive Committee for any of the following reasons:

- a. Failure to attend at least one of the monthly meetings held in any quarter.
- b. Failure to abide by the By-laws of the Association.

- Section 6.** Leaves of absence may be granted by the Executive Committee, for up to three (3) months, provided dues are paid in advance or dues are maintained.
- Section 7.** There is a single class of membership which entitles each member in good standing to one vote. For any votes taken of the membership, a quorum shall consist of a minimum of 51% of the members in good standing.
- Section 8.** Official Membership meetings shall be held every year at the regular January dinner meeting for purposes of electing members of the Board and receiving a report on the finances and activities of the Association.
- Section 9.** Special meetings of the membership may be called by the President or any two Board members; such meetings may be in person or by conference call and require e-mail notification at least 72 hours in advance.

ARTICLE V. Operations

- Section 1.** Regular dinner meetings shall be held monthly at a designated restaurant. The host for the meeting shall be the Association President or such replacement as may be required from time to time. The date and time of the dinner meetings shall be set by the Executive Committee and may change from time to time to better suit the needs of the members.
- Section 2.** The President shall preside at all meetings of the Executive Committee/Leadership Team. It is the responsibility of the president to select a replacement.
- The person presiding in place of the President shall have, while in the chair, the same power to conduct the business of the Association as the President.

ARTICLE VI. Dues and Fees

- Section 1.** Receipt of membership dues by the Treasurer shall be required for all new and renewing members to keep their membership in good standing for the upcoming 12 month period. A renewal reminder will be sent to members in the month prior to the renewal Period.
- Executive Committee members shall pay one-half of the regular individual annual membership dues. The Executive Committee may authorize a dues reduction for certain individuals performing significant service to the Association on a case by case basis and may authorize a dues discount or incentive for new or renewing members to maintain and expand the membership.
- Section 2.** Monthly member expenses shall consist of dinner fees, which include meal costs and a small surcharge to cover guest speaker meals and administrative expenses of the Association. Dinner fees shall be assessed of all attending Members and Guests with a discount for RSVP by the early bird deadline. Dinner fees shall not be assessed for Guest or Member Speakers.

Section 3. Dinner fees and other event fees are set by the Executive Committee and are subject to revision in the event of restaurant or pricing change or a need to cover additional operating expenses.

ARTICLE VII. Dissolution

Section 1. Upon a proposal submitted by the Board, the Association may be dissolved by a two-thirds vote of the members in good standing in attendance at a meeting at which a quorum is present.

Section 2. Any assets remaining after payment of all Association debts and liabilities may be distributed equally to members in good standing in the month of dissolution, or by majority vote of such members, shall be donated to a nonprofit organization chosen by members.

ARTICLE VIII. Amendments

These By-Laws may be amended by proposing an amendment at any meeting of the Board. The proposed amendment may be adopted by a two-thirds vote of the members of the Board present as long as a quorum of Board members is present.

Amendment 1. Mission Statement

Networking Entrepreneurial Women of Marin supports the business growth of its members through networking and education. NEW of Marin promotes the development of female entrepreneurs and is dedicated to maximizing women's contribution to the local and global economy, giving our members public speaking opportunities, providing public acknowledgment by other members when we use each others products or services , and supporting charities that help the interests of young women.

ARTICLE IX. Attachments

Attachment 1. Agenda for Monthly Meeting

- 6:00pm Registration and informal networking
- 6:15pm Members and guests are asked to be seated and order meals
- 6:20pm Welcome ~ Introduction and Mission Statement are read
 - The Association President or her agent welcomes members and guests
 - Leadership team stands and introduces themselves and their duties
 - Invitation is made to new guests to join. Rules, benefits and costs are explained and applications are provided

- Community announcements are made, including local events, offering or pertinent news. This is not a time for self-promotion
 - The Association President or her agent shares an anecdote
- 6:45pm Introductions, infomercial and member offerings (40 seconds each)
- Member's name
 - Business name and description
 - Statement of ideal customer and/or what they need from members
- 7:15pm Dinner is served
- 7:50pm Guest speaker and Q & A
- 8:10pm Acknowledgments – 30 seconds each
- 8:20pm Reminder of Association events and date of next meeting
- 8:25pm Inspirational quotes, stories, anecdote is shared
- 8:30pm Meeting is adjourned

Attachment 2. Agenda for Auction Meeting

- 6:00pm Registration, informal networking and initial bid on auction
- 6:25pm Members and guests are asked to be seated and order meals
- 6:30pm Welcome ~ Introduction and Mission Statement are read
- The Association President or her agent welcomes members and guests
 - Leadership team stands and introduces themselves and their duties
 - Invitation is made to new guests to join. Rules, benefits and costs are explained and applications are provided
 - Community announcements are made, including local events, offering or pertinent news. This is not a time for self-promotion
 - The Association President or her agent shares an anecdote
- 6:55pm Final bids are made on auction items
- 7:05pm Introductions, infomercial and member offerings (40 seconds each)
- Member's name
 - Business name and description
 - Statement of ideal customer and/or what they need from members
- 7:35pm Dinner is served

- 7:55pm Announcement of auction winners given, distribution of goods made and payments for goods collected
- 8:15pm Acknowledgements (30 seconds each)
- 8:25pm Inspirational quotes, stories, anecdote is shared
- 8:30pm Meeting is adjourned