



Article I

Name and Office

The name of this corporation is the Women's Network of San Luis Obispo County
The principal place of business and administration office shall be in the State of California.

Article II

Purpose

Women's Network of San Luis Obispo's purpose is to promote and inspire our community of business women through networking and education for personal and professional growth.

Article III

Membership

- One annual dues payment constitutes one membership.
- Membership is non-transferable between companies.
- Membership can be transferred to another individual within a company.
- Membership annual dues are non-refundable

ARTICLE IV

Board of Directors

Section 4.01 Composition of the Board of Directors

The Executive Board otherwise known as the officers of the Corporation shall consist of the President, Vice President, Secretary and Treasurer. The Directors of the Corporation shall be in charge of the standing committees.

Section 4.02 Number

The number of Board of Directors shall be composed of no less than three (3).



Section 4.03 Election

The Board of Directors will create a slate at the April Board meeting as described in Article IV, Section 4.01, for the coming year. The official slate will be presented to the General Membership for their vote in May with the Installation of the Board in June.

Any member in good standing (dues are paid current), who has agreed to run, may be nominated from the floor when the slate is presented to the membership at a Luncheon Meeting.

Membership will be notified of the Annual Election at least 30 days prior to the election via the organization's normal practices for notifying members of monthly meetings and/or events.

Of the members in attendance, a quorum or majority of the members are required to vote in order to elect members to the board. A quorum or majority is 66%. The candidates receiving the most votes shall be elected to the board.

Ballots shall be reviewed by the Board of Directors.

Section 4.04 Election and Term

A single term shall consist of two-years. A member serving as an officer may serve up to two consecutive terms, if necessary. Officers shall serve from the time they are elected for a term or until their successors are elected/appointed. The Officers, President and Treasurer shall be elected in even years. Officers, Vice President and Secretary shall be elected in odd years. An Officer may serve in alternative positions for an additional term or as the board deems necessary.

Section 4.05 Seating of the New Board of Directors

Newly elected Board of Directors shall take office at the Luncheon Meeting of the Membership held during the month of June. Orientation of new Board Members shall take place at the June Board Meeting, prior to assuming the office at the June Luncheon Meeting.

Section 4.06 Regular meetings

Regular meetings of the Board of Directors have all corporate authority and will be held at the place and time designated by the Board of Directors including phone conference calls, or by any means by which all persons participating in the meeting are able to



communicate with one another, and such participation shall constitute presence in person at the meeting.

Any action required by the Board may be taken without a meeting if a majority of the directors consent in writing through electronic means. The resolution and the written consents by the directors shall be filed with the minutes of the proceedings of the Board.

Section 4.07 Quorum

A majority of the Directors shall constitute a quorum, whereby at least a majority of the Officers (Executive Members) are present. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout the proceedings.

Section 4.08 Resignation

Any director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified therein, or, if not time is specified, at the time of the acceptance by the President of the Corporation.

Section 4.09 Compensation

Directors shall receive no compensation for their service as Directors.

Section 4.10 Removal

Any director may be removed, with or without cause, by a majority vote of the Board of Directors at any meeting of the Board of Directors, whenever, in its judgment, the best interests of the Corporation would be served. This includes lack of attendance at meetings which is defined as missing two meetings in the first 7 months of office.

Section 4.11 Vacancies

Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

**Article V
Officers**

Section 5.01 Designation of Officers

The officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer. The Corporation shall have assistant officers as the Board of Directors

The logo for the Women's Network of SLO is centered at the top of the page. It features the text "WOMEN'S NETWORK of SLO" in a blue, serif font. The words "WOMEN'S" and "NETWORK" are in all caps, while "of" is in a lowercase script font, and "SLO" is in all caps. The text is set against a light yellow background with a subtle gradient.

WOMEN'S NETWORK of SLO

deems necessary, and such officers shall have the authority prescribed by the Board. One person may hold more than one office, except that the President may not hold another office.

Section 5.02 Election and Term

Officers of the Corporation shall be elected at the May annual meeting of the Board of Directors:

- A single term shall consist of two-years.
- A member serving as a director may serve up to two consecutive terms, if necessary.
- Directors shall serve from the time they are elected for a term or until their successors are elected/appointed.
 - Membership, Facilities, Fun Projects shall be elected in even years. Programs, Marketing shall be elected in odd years.
 - An Officer may serve in alternative positions for an additional term or as the board deems necessary.

Section 5.03 Resignation

Any director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified therein, or, if not time is specified, at the time of the acceptance thereof as determined by the President of the Corporation.

Section 5.04 Removal

Any officer may be removed, with or without cause, by a majority vote of the Board of Directors at any meeting of the Board of Directors, whenever, in its judgment, the best interests of the Corporation would be served. This includes lack of attendance at meetings which is defined as missing two meetings in the first 7 months of office.

Section 5.05 Vacancies

Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

Section 5.06 Duties of Officers

A. President

The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or any Committees, supervise and control the affairs of the Corporation.

- The President shall preside at the meetings of the Board of Directors.



- She may sign contracts or other instruments, which the Board of Directors has authorized to be executed.
- She is also a signer on the bank accounts.

B. Vice President

The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act.

- The Vice President will perform any other duties that may be prescribed by the Board of Directors.

C. Secretary

The Secretary is responsible for keeping an accurate record -e.g. minutes- of all meetings of the Board of Directors, the custodian of the corporate records, give all notices as are required by law or by these Bylaws, or which may be assigned by the Board of Directors.

- The Secretary is an official signer on the bank accounts as required by law.

D. Treasurer

The Treasurer is responsible for and oversees all financial management and administration of the Corporation. Duties include:

- charge and custody of all funds of this Corporation
- an official signer on the bank account(s), as required by law
- ensure all funds are recorded, spent, and monitored consistent with legal requirements
- use sound financial management
- render monthly reports and accountings to the Directors

Voting on all other matters is expressly reserved for the Board of Directors.

Committees

The Corporation shall have the following five Standing Committees, each of which shall be chaired by a Director:

Programs, Membership, Facilities, Social Media & Website, and Member Services

- These positions are voting, are expected to attend Board Meetings and are subject to Sections 5.01-5.05.



- The Board may, from time to time, based on need and current conditions, change the titles of Standing Committee chairs without amendment to the by-laws of this Corporation.

Terms of Office

- Each Chairperson of a standing committee shall serve until the next annual election.
- The maximum term as a Chairperson/Director in a single position is two consecutive terms/years.
- A member serving as a Chairperson/Director may serve in an alternative position for a third term/year.

The Corporation may hire individuals to conduct Network business such as bookkeeper or website management.

- These positions are non-voting, but are expected to attend Board meetings.

ARTICLE VI

Restrictions on Actions

Section 6.01 All the assets and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Corporation or be distributed to its Directors, officers, or any private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II of these bylaws.

Section 6.02 Notwithstanding any other provision of these bylaws, the Corporation will not carry on any activities not permitted by an organization exempt under Section 501(c)(3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(c)(2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any Directors, Officers, and private property of the subscribers, Directors or Officers shall not be liable for the debts of the Corporation.

The logo for the Women's Network of SLO is centered at the top of the page. It features the text "WOMEN'S NETWORK of SLO" in a blue, serif font. The word "of" is written in a smaller, cursive script, while "WOMEN'S", "NETWORK", and "SLO" are in a larger, all-caps serif font. The entire logo is set against a light yellow background with a subtle gradient.

WOMEN'S
NETWORK
of SLO

Section 6.03 No substantial part of the Corporation's activity shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in any political campaign, will not engage in political campaigns or attempt to influence legislation or interfere with any political campaign on behalf or in opposition to any candidate for public office.

Section 6.04 In particular, but not without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined by Section 509(a), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, it shall not:

- A. Fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- B. Engage in any act of self dealing as defined in Section 4941(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- C. Retain any excess business holdings as defined in Section 4943(c), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- D. Make any investment on such manner as to subject it to tax under Section 4944, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- E. Make any taxable expenditures as defined in Section 4945(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

ARTICLE VII

Contracts, Checks, Deposits and Funds

Section 7.01 Contracts

The Board of Directors may authorize, by general resolution, a Director or Directors, an agent or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of the Corporation.

Section 7.02 Checks, Drafts and Orders of Payment

All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Officer or Board agent such as the Board of Directors may from time to time designate by general resolution of the Board of Directors.



Section 7.03 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate.

Section 7.04 Gifts

The Directors, collectively or individually, any officer or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of the Corporation.

Section 7.05 Loans

No Director, Officer or agent shall have the authority, on behalf to the Corporation, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

ARTICLE VIII Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors.

None of the assets will be distributed to any officer or director of the Corporation. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

ARTICLE IX Statement of Nondiscrimination

Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any director, officer, employee, applicant, or participant on the basis of sex, race, color, ethnicity or national origin.



ARTICLE X

The Board of Directors shall have the power to amend, alter, make and repeal the bylaws of the Corporation by majority vote of the Board.
Seconded and carried without dissent.