



NATIONAL ASSOCIATION OF
WOMEN BUSINESS OWNERS
Springfield

WOMEN MEAN BUSINESS™

SPRINGFIELD ILLINOIS CHAPTER BYLAWS
NATIONAL ASSOCIATION OF WOMEN BUSINESS OWNERS

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SPRINGFIELD NAWBO BYLAWS
Adopted 1/02/2007

ARTICLE I: NAME AND PURPOSE

Section 1. Name

The name of this organization is the National Association of Women Business Owners Springfield Chapter, hereinafter referred to as “the chapter”. This organization is a local chapter of the National Association of Women Business Owners, hereinafter referred to as “NAWBO”, and will not take actions or positions that are inconsistent with the bylaws and policies of NAWBO.

The chapter is a subordinate unit of NAWBO, and shall not abrogate the rights of the members of the national organization by creating categories of membership not recognized by NAWBO, refusing to offer categories of membership recognized by NAWBO, or by altering the membership voting rights in any way.

Section 2. Purpose

NAWBO’s vision is to propel women entrepreneurs into economic, social and political spheres of power worldwide.

NAWBO’s mission is to:

- strengthen the wealth-creating capacity of NAWBO’s members and promote economic development;
- create innovative and effective changes in the business culture;
- build strategic alliances, coalitions and affiliations; and
- transform public policy and influence opinion-makers.

ARTICLE II: OBJECTIVES

The objectives of the chapter, organized as a non-profit corporation, are as follows:

- to encourage, support and educate women who own and operate businesses;
- to provide a national and international voice for women who own and operate businesses;
- to foster the economic stability of businesses owned and operated by women;
- to improve the climate for entrepreneurs in small and growing businesses at the local, state, national and international levels through participation in the public policy-making process;
- to foster leadership by women who own and operate businesses;
- to encourage business ownership by women;
- to collaborate with or create entities that complement the chapter’s objectives; and
- to have a membership representative of the universe of women business owners

ARTICLE III: MEMBERSHIP AND PARTICIPATION IN NAWBO

Section 1. Voting Membership

Only an individual who is a business owner as determined by NAWBO may join NAWBO as a voting member. An individual business owner who has been a voting member of NAWBO for five years and has subsequently divested his/her ownership interest and/or retired from active ownership of a business may continue as a voting member of NAWBO provided there is no break in membership and the individual meets all other requirements to be a member of NAWBO in good standing.

Section 2: Approval of Members

Any individual who wishes to become a NAWBO member shall submit the NAWBO membership application in either written or digital format. All applications will be accepted based on the member definition set forth by NAWBO. Applicants whose applications are approved shall become members of NAWBO Springfield upon payment of the required annual dues.

Section 3. Membership Categories

Membership categories in the chapter, both voting and non-voting, shall be the same as those for NAWBO, including all rights and privileges thereof.

Section 4. Dues for Members

Members are assessed chapter dues in addition to the dues and fees assessed by NAWBO for national membership. Each chapter member shall pay the applicable chapter dues and national dues to NAWBO annually upon acceptance of membership and thereafter on the anniversary date of such acceptance. Chapter and NAWBO dues and fees are published in their policies and procedures, as may be revised from time to time.

Chapter dues are not transferable or assignable, but NAWBO will transfer membership and the pro-rata share of national dues to another chapter upon written request of the member.

Section 5. Termination of Membership

A. Involuntary

NAWBO has the sole right to terminate membership of any individual as provided in its policies and procedures as may be revised from time to time. Chapters may, for good cause, recommend to NAWBO any member(s) for involuntary termination or censure by a two-thirds (2/3) vote of the chapter board in accordance with the disciplinary methods described by the most current edition of Robert's Rules of Order.

B. Voluntary

Any member may resign by submitting a written resignation to NAWBO. No portion of any dues paid shall be refunded to the resigned member, and the member shall remain liable for any accrued and/or unpaid charges.

ARTICLE IV: CHAPTERS

Section 1. Role and Purpose of Springfield NAWBO

The role and purpose of the Springfield NAWBO is to facilitate communication and connection between its members and NAWBO. The chapter shall be organized and operated in a manner consistent with the mission, purpose and strategic direction of NAWBO.

Section 2. Obligations of the Chapter

The chapter shall:

- Develop and offer educational opportunities for chapter members and encourage member participation in such opportunities;
- Leverage local, regional, and national spheres of influence to create mutually beneficial partnerships;
- Adhere to and help enforce NAWBO's standards and policies;
- Support the development, recognition and protection of NAWBO's national brand;
- Support the chapter and chapter members by sharing best practices with other chapters; and
- Provide quality service consistently to all chapter members.

Section 3. Chapter Charter

Springfield NAWBO shall be chartered by NAWBO in accordance with NAWBO's published standards and procedures for chartering and re-chartering.

ARTICLE V: CHAPTER BOARD OF DIRECTORS

Section 1. Responsibilities of the Board

The board shall be entrusted with the fiduciary and management responsibility for the affairs of the chapter. The board shall sustain a strong vision and strategy for the chapter; develop and implement policies; and assure accountability, organizational effectiveness and member value.

Section 2. Power and Authority of Directors

All voting members of the chapter board have equal authority and responsibility for the affairs of the association. They may be appointed to serve as liaisons to national strategic forums or staff, serve on standing committees and/or any other adjunct bodies, and receive assignments from the president.

Section 3. Size and Composition

A. Number of Directors

The number of directors shall be fixed by the board, and shall include no fewer than 9 and no more than 15 including the elected officers (*and ex-officio voting/non-voting members*).

B. Members

President, President Elect, Past President, Secretary, and Treasurer. Committee Chairs for the following committees are also voting members of the board: Programs, Membership, Public Relations, Public Policy, Corporate Partners, Hospitality, and Business Success.

C. Qualification of Members

All board members, except *ex officio* members, must be voting members of NAWBO in good standing.

Section 4. Compensation.

Directors shall not receive any compensation, as such, for their services. Nothing herein contained shall be construed to preclude any director from serving the chapter in any other capacity and receiving compensation thereof.

ARTICLE VI: BOARD OFFICERS

The officers of the chapter shall be President, President Elect, Secretary and Treasurer.

Section 1. President

The president shall:

- Serve as a director and as the lead trustee and presiding officer of the board, executive committee and membership;
- Set the agenda for meetings of the board;
- Serve as spokesperson for the chapter;
- Serve as an ex officio member of all committee;
- Serve as a voting member and represent the chapter on NAWBO's President Assembly;
- Appoint members of Committees and liaisons to NAWBO's strategic forums.

Section 2. President-Elect

The president-elect shall:

- serve as a director;
- serve on NAWBO's Presidents Assembly and vote on the chapter president's behalf in her absence;
- oversee special projects and other duties as assigned by the president; and
- serve, as president should the office of the president become vacant.

Section 3. Immediate Past President

The immediate past president shall:

- serve as a director;
- perform such other functions as agreed with the president;
- serve as chair of the nominating committee.

Section 4. Treasurer

The treasurer shall:

- serve as a director;
- oversee the financial activities and records of the chapter;
- chair the Finance Committee;
- provide monthly financial statements to the board;
- Be signatory on all checks or drafts issued by the chapter; and
- ensure that Federal Tax Form 990 is filed timely and submitted annually to NAWBO

Section 5. Secretary

The secretary shall:

- serve as a director;
- assure that the corporate records including the minutes of board are properly maintained;
- accurately record all actions of the board in detailed minutes of each board meeting; and
- perform other duties as specified by the president

ARTICLE VII. BOARD RESIGNATIONS, REMOVAL, AND VACANCIES

Section 1. Resignation

A director or officer can resign from the board at any time. Resignations must be submitted in writing to the chapter's board of directors.

Section 2. Removal

The board may remove any director or officer who is unwilling or unable to carry out the responsibilities of office, but only at a meeting called for that purpose and the notice of the meeting shall state that the purpose or one of the purposes, of the meeting is the removal of the director. The removal of a director shall be effective only by an affirmative vote of two-thirds (2/3) of the number of directors fixed by the board pursuant to Article V. A director who is absent from three (3) consecutive meetings of the board shall be subject to removal if the reasons given for such absences are not acceptable to a majority of the board.

Section 3. Vacancy

A vacancy in the office of president shall be filled by the president-elect for the remainder of the term, followed by a full term as president. A vacancy in any other office shall be filled by a majority vote of the board of directors.

ARTICLE VIII. MEETINGS OF THE BOARD

Section 1. Regular Meetings

The board will hold no fewer than four (4) meetings per year, at least one (1) of which shall be a face-to-face meeting. The board shall establish the time and place of such meetings and provide at least seven (7) days notice to each director.

Section 2. Special Meetings

The president may call a special meeting of the board whenever the president deems it necessary and shall call a special meeting of the board whenever requested to do so in writing by two-thirds (2/3) of the board members. The president shall fix the place and time for holding any special meeting of the board. Notice of the special meeting stating the purpose, place, day and hour shall be given to each director at least three (3) days prior to the meeting.

Section 3. Waiver of Notice

Any director may waive receipt of notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting.

Section 4. Quorum and Voting

A majority of the number of directors fixed by the board pursuant to Article V but no fewer than 7 directors shall constitute a quorum for the transaction of business at a meeting of the board. Each director shall be entitled to one (1) vote. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present is the act of the board.

A director may not vote by proxy at any meeting of the board or any board committee.

Section 5. Meetings by Telephone or Teleconference

Directors may participate in a meeting of the board or a committee of the board by telephone or similar communications technology in which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 6. Action without a Meeting

Any action required or permitted to be taken at a meeting of the board or any committee of the board, with the exception of the Executive Committee, may be taken without a meeting if consent in writing, setting forth the action to be taken, is approved by a majority of directors. Such consent shall have the same force and effect as a vote taken at a meeting and shall be filed with the records of the proceedings of the board or committee. Consent in writing may be given by email, facsimile or other written communication.

ARTICLE IX: MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting

There shall be an annual meeting of the voting membership of the chapter.

Section 2. Notice of Meeting

Written or printed notice stating the place, day and hour of meeting of members shall be mailed, emailed, or faxed to each member entitled to vote at such meeting, not less than (7) days before the date of such meeting, by or the direction of the President, the officers or persons calling the meeting shall be stated in the notice.

Section 3. Cancellation or Postponement of Meeting

In the event of a chapter emergency or an emergency arising due to an act of God, the board shall have the power to cancel or postpone the annual meeting and to conduct such business as is necessary for the well-being of the chapter.

ARTICLE X: COMMITTEES, TASK FORCES AND ADVISORY BODIES

Section 1. Designation of Committees and Other Bodies

The board may designate or dissolve one or more standing or special (ad hoc) committees, taskforces or other bodies to advance the business of the board and the chapter. Each committee or other body may exercise the authority granted to it by the board's enabling resolution.

Section 2. Limitation on the Powers of Committees and Other Bodies

Limits on the Powers of Committees

No committee shall have the authority of the board to amend, alter or repeal the bylaws; elect, appoint or remove any director; adopt a plan of merger or a plan of consolidation with another entity; or amend, alter or repeal any resolution of the board. All standing and ad hoc committees are to report promptly to the board and only take such actions as are specifically designated by these bylaws or in the resolution establishing the committee and setting forth its duties and responsibilities. No member of any committee or other body shall speak on behalf of the chapter unless authorized to do so by the board.

Section 3. Committees of the Chapter

- A. The Program Committee shall be responsible for the developing the meeting programs and speakers relevant to the chapter needs for each operating year.
- B. The Membership Committee shall be responsible for promoting the growth of diverse chapter membership through the activities of recruitment and retention. The committee also shall responsible for managing the chapter's member and prospect database and the application process, both in accordance with NAWBO policy.
- C. The Public Policy Committee shall be responsible for the public policy education of chapter members through the communication of NAWBO's public policy positions and activities. The committee shall also coordinate chapter relations with local and regional political and public policy leaders and encourage their participation in chapter meetings.
- D. The Corporate Partners Committee shall be responsible for the promotion and cultivation of corporate partner relationships in the community and special event sponsors for the chapter.
- E. The Public Relations Committee shall communicate all public information about the chapter's activities and events to both the chapter members and to the community. The committee shall be responsible for managing the chapter's brand image and developing consistent media opportunities for both chapter activities and chapter members.
- F. The Hospitality Committee shall be responsible for securing membership meeting locations, selecting menus and insuring that all members and guests are properly greeted and made to feel comfortable at membership meetings.

- G. The Business Success Committee shall be responsible for assisting chapter members who are facing business challenges. The committee shall also identify and promote professional educational programs relevant to chapter members.
- H. The Charity/Scholarship Committee shall identify opportunities for strategic volunteerism or direct charitable contribution to the community. It shall recommend charitable organizations and opportunities to the board and manage the relationship with any approved charity. The committee shall also be responsible for recommending scholarship opportunities for chapter members and/or the community.
- I. The Special Events Committee shall plan, coordinate and produce chapter special events, as determined by the board.
- J. Ad Hoc Committees
The board may create one or more Ad Hoc Committees for any purpose deemed necessary by the report to the board in the manner and frequency prescribed by the board in its charge to the committee.

Section 4. Chapter Representation on NAWBO's Presidents Assembly

The chapter president and president-elect are the only authorized representatives of the chapter eligible to serve on NAWBO's Presidents Assembly. Their actions and/or votes must be a reflection of the deliberatively considered and formally approved position of the chapter board.

The purpose of the assembly is to ensure strategic alignment between the chapters and NAWBO; to serve as the voice of chapter members at the national level; to facilitate direct communications between the chapter leadership and the national leadership; to create a sustained community of leaders; to assure the quality and consistency of service to members; and to uphold the common standards and policies of NAWBO.

Section 5. Affiliation with State Operating Organization

The board may negotiate a Memorandum of Understanding with NAWBO for the purpose of establishing the chapter's ability to participate state-wide with other NAWBO chapters, either in the formulation of state-wide public policy and/or in the collective administration/management of the chapters at a state level.

ARTICLE XI: NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

There shall be a Nominating Committee which shall consist of 3 members, including the committee chair. The Nominating Committee shall convene annually. The chair of the nominating committee shall be *(the immediate past president)*. If the *(immediate past president)* is unable or unwilling to serve, the board shall elect the chair from among the current or former members of the board.

Section 2. Nominations of Officers and Directors

Nominations of Officers and Directors

An official NOMINATING FORM for vacancies of directors and officers on the board shall be distributed to all voting members of the chapter in good standing in accordance with the procedures specified in the (specify document). The Nominating Committee shall review nominations for directors and officers of the board as submitted by the voting members, and shall slate their recommended nominees.

Section 3. Election of Officers and Directors

A. Election of Officers

Officers of the board shall be elected by the voting members of the chapter in accordance with the procedures set forth in these bylaws.

B. Election of Directors

Directors of the board shall be appointed by the president.

Section 4. Election Process

A. Announcement of Slate

The slate of candidates nominated by the Nominating Committee shall be announced to members at least 60 days prior to the annual meeting.

B. Elections

If the Nominating Committee determines that an individual has qualified as a candidate by petition, then ballots drawn according to the procedures established in the (specify document) shall be distributed by email or other suitable electronic means to voting members in good standing. Votes shall be tallied in accordance with the procedures specified in the (specify document). In a contested election, the (officers/directors) with the highest number of votes from the voting members in good standing voting in the election shall be deemed elected.

C. Announcement of Results

Results of the election shall be announced to the membership by the (president) within 30 days of the election as specified in the (specify document).

ARTICLE XII: CONFLICTS OF INTEREST

Section 1. Conflict of Interest Policy

The board shall adopt and annually review NAWBO's Conflict of Interest Policy applicable to all chapter officers and directors.

Section 2. Disclosure of Possible Conflicts of Interest

Each member of the board shall annually complete, sign and return NAWBO's conflict of interest disclosure form designed to assure compliance with the board's stated policy. All directors and officers shall disclose to the board any possible conflict of interest at the earliest practicable time, and no officer or director shall vote on any matter under consideration at a board or committee meeting in which such director or officer has a conflict of interest. The minutes of such a meeting shall reflect that the director or officer disclosed the conflict of interest and that the director or officer with the conflict abstained from voting on the matter.

Section 3. Violations

Any violation of the Conflict of Interest Policy shall be cause for immediate removal of the director or officer from the board.

ARTICLE XIII: INDEMNIFICATION

The chapter shall have the authority to indemnify and hold harmless to the full extent permitted by law and to purchase and maintain liability insurance on behalf of any person who serves or has served as a director, officer, employee, or authorized agent of the chapter, or who serves or who has served at the request of the chapter as a director, officer, employee or authorized agent of another corporation, partnership, joint venture, trust or other entity.

ARTICLE XIV: PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of ROBERT'S RULES OF ORDER, Newly Revised, shall govern the chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the chapter board may adopt

ARTICLE XV: AMENDMENTS TO THE BYLAWS

Section 1. Proposal of Amendments

A. Authority to Propose Amendments

The directors may propose amendments by a majority vote of the number of directors fixed by the board pursuant to Article V.

B. Review and Comment

Proposed amendments must be published and available for review and comment by the directors for fourteen days. At the close of the review period, the board shall consider the comments received and finalize the amendment(s) for presentation to the voting members. The board shall provide fourteen days written notice to each member eligible to vote on the amendment(s).

Section 2. Adoption of Amendments

Final adoption of proposed amendments to the bylaws shall require an affirmative vote of two-thirds (2/3) of the eligible voting members present and voting at any meeting properly noticed for that purpose.

Section 3. Implementation of Amendments

The board, in its sole discretion and by an affirmative vote of two-thirds (2/3) of the number of directors fixed by the board pursuant to Article V, shall determine the timing and process for the implementation of amendments to the bylaws.

ARTICLE XVI: DISSOLUTION

The chapter may dissolve and conclude its affairs in a manner consistent with the (state entity responsible for corporate regulation) and the applicable provision(s) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent U.S. Internal Revenue Code). All net liquidated assets shall inure to NAWBO.