

## BY LAWS

### ARTICLE I – Name

The name of this organization shall be DECISION, Women in Commerce and Professions, Inc.

### ARTICLE II – Emblem

Colors: Crimson Red and Gold



### ARTICLE III – Goals and Objectives

**Section 1. Educational** – to provide and promote educational opportunities for women.

**Section 2. Community** – to engage in projects that promote the best interest and welfare of the community in general.

**Section 3. Network System** – to provide mutual aid and support and a networking system for business and professional people.

### ARTICLE IV – Policies

This organization shall be nonsectarian, nonpartisan, nonprofit, and not support any particular philosophy. There shall be no discrimination on account of race, color, ethnic origin, gender, or age, occupation or disabilities.

### ARTICLE V – Membership

**Section 1.** The membership shall be held by individuals who support the objectives of the organization.

The following criteria shall determine eligibility for membership:

- a) Business Owners
- b) Employed in an administrative position
- c) Or a licensed professional as defined at [op.nysed.gov](http://op.nysed.gov)

**Section 2.** Retirees who became members while actively engaged in business or the professions shall not have their status affected by retirement from business or the professions.

**Section 3. Member Responsibilities**

- a) To pay annual dues.
- b) Meeting attendance – Members are required to attend six (6) general monthly meetings annually to maintain to qualify as a member in good standing.
- c) A leave of absence not to exceed one (1) year may be granted by the Executive Committee upon written request, and shall be based on such grounds as deemed appropriate by the Committee.
- d) Members shall serve ACTIVELY on at least one (1) committee during each fiscal year.
- e) To support all functions of the organization.
- f) Our By Laws state that we are non-sectarian, nonpartisan and shall act

supportively of our members; therefore, no candidate shall use the organization for partisan purposes.

- g) A member whose membership has lapsed for the period of a full fiscal year or more, may be reinstated to membership in accordance with those By Laws with respect to the admission of new members.

**Section 4.** A member who resigns from membership or is dropped for nonpayment of dues or assessments may be reinstated within the same fiscal year by a vote of two thirds of the members present at the Executive Board meeting.

## **ARTICLE VI – Organization Requirements**

**Section 1.** This organization:

- a) Shall maintain a membership of at least ten (10) active members, ninety percent (90%) of whom shall be actively engaged in business or the professions.
- b) Shall not become an integral part of any national organization.
- c) Will sponsor membership(s) drive(s) for prospective members.

## **ARTICLE VII – Dues**

**Section 1.** Dues are payable upon acceptance to membership and thereafter annually on June 1st.

**Section 2.** The annual dues for each active member shall be determined by the Executive Board

and approved by a vote of the members present at the May meeting of the organization.

**Section 3.** Those members joining between December 1st and May 31st will initially pay ½ the amount of the annual dues.

**Section 4.** Dues for the second member of the same firm in geographic location shall be two-thirds the annual dues.

**Section 5.** A member whose dues are not fully paid as of August 1st or whose assessments are not paid within sixty days of notification shall have his/her name dropped from the organization roster.

**Section 6.** General and administrative assessments may be proposed from time to time by the Executive Board. These shall be budget assessments based upon the need of the organization. A notice of said proposal shall be sent to the membership ten (10) days prior to the monthly meeting at which time said assessment shall be presented to the membership. A majority affirmative vote of the membership present is required for imposition of said assessment.

## **ARTICLE VIII – Fiscal Responsibility**

**Section 1.** The fiscal year shall commence on the first day of June and end on the 31st day of May.

**Section 2.** An Auditing Committee consisting of at least three (3) members elected by the organization membership or an auditor shall audit the

financial accounts of his organization annually.

## **ARTICLE IX – Nominations and Elections**

**Section 1.** Officers shall be elected by a majority of the members entitled to vote present, at the organization's annual business meeting in May.

**Section 2.** Only members in good standing who have been a member for one (1) fiscal year and have attended a minimum of six (6) meetings, shall be eligible for office. The President and Vice Presidents shall also be actively engaged in business or in the professions.

**Section 3.** At the business meeting two months before the annual meeting, the immediate past president shall establish and chair a Nominating Committee of at least five (5) members in good standing who have been a member for one (1) fiscal year and who have attended a minimum of five (5) meetings. Additional qualified members may volunteer with a minimum attendance of six (6) meetings.

**Section 4.** The Nominating Committee shall present a slate of one or more nominees for each office, to be published in the Newsletter one month preceding the Annual Meeting. Nominations will also be accepted from the floor. No member of the Nominating Committee shall be nominated for office.

**Section 5.** Under normal circumstances, no

member shall be nominated by the Nominating Committee, and/or elected to hold the same office for more than two consecutive years.

**Section 6.** Only members who have served as an officer for one (1) year may be nominated for the office of President and First Vice President.

## **ARTICLE X – Officers**

**Section 1.** The officers shall be: President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, and Treasurer.

**Section 2.** A term of office shall be one (1) year.

**Section 3.** Officers shall assume their duties immediately following the June regular business meeting and shall serve for one (1) year and/or until their successors are duly elected.

**Section 4.** Officers, except as otherwise provided by statute, may be removed for cause at any time by resolution of the Executive Board, provided that such officer, prior to his/her removal, shall have received a written copy of the charges against him/her, delivered to him/her personally or by registered or certified mail, return receipt requested, at his/her address (appearing upon the records of DECISION) at least ten days prior to the adoption of such resolution, and shall have an opportunity to be heard on such charges at a meeting of the Executive Board of DECISION called for such purpose.

## **ARTICLE XI – Duties of Officers**

**Section 1.** The president shall be the principal officer of the organization. She/he shall:

- a) Preside at all meetings of the organization, the Executive Board and the Executive Committee.
- b) Serve as an ex-officio member of all committees except the Nominating Committee.
- c) Approve expenses submitted by the Treasurer as directed by the Executive Board.
- d) Appoint committee chairpersons. When possible, appoint as committee chair a member who has already served on the same committee.
- e) Appoint a member in good standing to fill a vacancy, if one occurs within the Board with the Executive Board's approval.

**Section 2.** The First Vice President shall:

- a) Perform the duties of the President in his/her absence.
- b) Serve as Program/Membership Chairperson.
- c) In case of death, resignation or incapacity of the President, succeed to the office of the President for the unexpired term.

- d) Accept the nomination of the President for the succeeding year if tendered.

**Section 3.** The Second Vice President shall:

- a) Perform the duties of the President and First Vice President in their absence.
- b) Serve as Membership/Program Chairperson.
- c) In case of death, resignation or incapacity of both the President and First Vice President, succeed to the office of the President for the unexpired term.

**Section 4.** The Recording Secretary shall:

- a) Take and record accurate minutes of the proceedings of all meetings of the organization, Executive Board, and the Executive Committee.
- b) Distribute copies of said minutes to Executive Board one week prior to the Executive Board meeting.
- c) Preserve in a permanent file all records of value to the organization and its officers.

**Section 5.** The Corresponding Secretary shall:

- a) Be responsible for the collection of all mail.
- b) Provide for and promote the good will of the organization to members and their families by sending greeting cards, i.e.,



health, death, occasion ...and then notifying the general membership of the same.

**Section 6.** The Treasurer shall:

- a) Have charge of all monies of the organizations and shall report thereon at all regular meetings.
- b) Collect all dues from members.
- c) Pay all bills at the direction of the President.
- d) Keep an itemized record in a permanent file of receipts and expenditures.
- e) Serve as an ex-officio member of the Finance Committee.
- f) Deliver to her/his successor within sixty (60) days after expiration of his/her term of office all books, records, and papers requesting receipt therefore.

**Section 7.**

- a) All Officers shall attend a minimum of 60% of Executive Board Meetings held.
- b) Excused Absences: A Board member's absence shall be excused if the absence complies with the conditions and under the circumstances approved by the Officers and the Executive Board. The Officers and the Executive Board may excuse a member's absence for reasons that it considers to be good and sufficient.

## **ARTICLE XII – Meetings**

Section 1. Regular business meetings shall be held on the first Tuesday evening of each month. The date of the meeting may be changed by a majority vote of the Executive Committee.

### **Section 2. May Meeting**

- a) The regular May business meeting, each year, shall be designated the annual meeting.
- b) The election of officers will be held.
- c) Reports summarizing the year's activities and proposals or amendments to the By Laws shall be presented.
- d) Two-thirds vote of members present need to pass motions.

**Section 3.** Special meetings may be called by the President or by any five (5) members provided all members are notified in writing of time, place, and purpose of such meeting. No matter shall be considered at a special meeting except that stated in the call of the meeting.

### **Section 4. Quorums:**

- a) 40% of the members of this organization constitute a quorum at any business meeting.
- b) Five (5) members of the Executive Board shall constitute a quorum of that body.

## **ARTICLE XIII – Executive Board**

**Section 1.** The Executive Board shall consist of the elected Officers of the organization, together with the immediate past three (3) Presidents.

**Section 2.** The Executive Board shall transact any business of the organization between meetings and shall report thereon at the next business meeting of the organization.

**Section 3.** Committee Chairpersons may exercise a vote at the Executive Board only on those issues which directly relate to their committee business.

## **ARTICLE XIV – Committees**

**Section 1.** All committees shall be:

- a) established by the President
- b) The special committees shall be those committees established by the President to serve a specific purpose and whose voting rights are limited to the actions of their committee.
- c) All committee chairs must report to the Executive Board for approval of their actions and attend a minimum of two (2) Executive Board meetings during their period of activity.
- d) No committee chairs or committee may commit Decision to any obligation (financial or otherwise) without the approval of the Executive Board.

**Section 2.** It shall be the duty of the Finance Committee to prepare an annual budget which shall be presented to the Executive Board before June 1st.

**Section 3.** The Membership Committee shall:

- a) Promote membership; keep a list of names, addresses and occupations of members.
- b) To ensure that all applications for membership meet the qualifications set forth in Article V. To be responsible for the revision and publication of the annual membership directory.
- c) shall consist of the Vice-President for Membership and at least two additional members who are members in good standing of the organization.

**Section 4.** The Program Committee shall:

- a) Plan and implement the monthly programs.
- b) The Program Chairman shall present the annual program to the Executive Board for approval.

**Section 5.** The Public Relations Committee shall:

- a) Direct press, radio, and television releases of the organization.
- b) Maintain the organization's scrapbook.

**Section 6.** The Donations Committee shall:

- a) Research community service organizations which may be eligible for support from Decision.
- b) Disburse donations as approved by the Executive Board.

**Section 7.** The Scholarship Committee shall:

- a) Monitor and disburse funds for scholarships as approved by the Executive Board.
- b) Follow up on the progress of the scholarship recipients.

**Section 8.** The By Laws Committee shall:

- a) Be chaired by a past President
- b) Consist of members in good standing for two (2) fiscal years.
- c) Consist of at least five (5) members.
- d) Review the By Laws annually
- e) Review and evaluate proposed amendments.

**Section 9.** The Policy Committee shall review and update policies annually.

## **ARTICLE XVII – Amendments**

### **Section 1.**

- a) Amendments to these By Laws may be proposed by the Executive Board or by another member in good standing, who has been a member of one (1) fiscal year, at any regular monthly meeting.
- b) Proposed amendments must be endorsed by ten (10) members and presented to the By Laws Committee.

**Section 2.** Proposed amendments shall be sent to the membership no less than ten (10) days prior to the May Business meeting at which voting therein will occur. By Laws and/or proposed amendments are to be voted on as presented with no changes or amendments permitted or accepted from the floor.

**Section 3.** Any changes to the By Laws shall take effect in June.

## **ARTICLE XVIII – Parliamentary Procedures**

The rules of parliamentary practice comprised in ROBERT'S RULES OF ORDER, NEWLY REVISED, shall govern all procedures of this organization, the Executive Board and Executive Committee, subject to such special rules as have been or may be adopted.

*Amended 5/2017*