

Women's Business Network of Peterborough Constitution

Formerly: Peterborough Women's Advertising and Sales Association
Chartered – April 19th, 1961

Revised – May 1989, Revised – May 2007, Revised – May 2008, Revised – May 2013, Revised – May 2014

Article 1:

Name:

This private Non-profit organization shall be known as the Women's Business Network of Peterborough (Network), as amended May 1989, and shall be affiliated with such Provincial and/or National Organizations as designated by the Board of Directors (Board).

Article 2:

Purposes:

1. Vision: To strengthen our community by supporting, empowering and inspiring women in business.
2. Mission Statement: To promote and support women in business through personal and professional growth opportunities.
3. To promote good fellowship, a friendly spirit, and free exchange of ideas in a safe and supportive environment, to the end those mutual benefits may result to all concerned; to provide an opportunity to exchange business prospects and network; to provide such activities as may bring about these objectives.
4. To affiliate with such Provincial, National and International organizations as may be determined by the Board to further these purposes.
5. All purposes will be reviewed every five years to ensure they meet the current needs of the membership.

Article 3:

Membership:

1. The total membership may be limited, to a number to be determined by the Board, at its regular August meeting. The Secretary shall record this number in the minutes.
2. Any women with an interest in networking within the business community shall be eligible for membership.
3. All members of the Network agree, by virtue of their annual application, to be bound by the constitution, by-laws and code of conduct of the Women's Business Network of Peterborough.
4. Available membership types are reviewed and determined by the board each year and covered in by-law #2 Membership.

Article 4:
Officers:

1. The Officers of the Network shall be the President, Past President, Vice President, Secretary and Treasurer.
2. The positions of Secretary and Treasurer will be voted in at the Annual General Meeting in accordance with By-Law 7.
3. Vice President:
 - A. The Vice President will automatically be placed in the position of President the following year. In the event that the Vice President is unable or unwilling to step into the role of President the Board shall conduct another vote for Vice President as per this clause.
 - B. The Board members will vote by secret ballot to elect the Vice President on an annual basis at the Board meeting in August.
 - C. The nominees for Vice President must have one year's experience on the current board and must complete the Vice President Nomination form for circulation to the Board at the regular July Board meeting.
 - D. The Past President will conduct the vote, tabulate the results and announce the successful nominee. A vote must take place regardless of the number of nominees. To be successful the nominee must receive a two-thirds majority of the votes. The name of the Vice President will be announced to the Network at the September regular meeting.
 - E. In the event of a tie, each nominee will address the Board for a maximum of five minutes after which another vote will be held by secret ballot.
4. In the event that the outgoing President is unable or unwilling to fulfill the duties of Past President the next year, another Past President may be solicited to assume that position provided that she shall have either been a Past President within the immediately preceding seven years or has served on the current board.
5. In the event that the President is unable or unwilling to fulfill the duties of President for the remainder of the current Network year, the Past President and Vice President will jointly assume the duties of President.

Article 5:
Board of Directors:

1. Eight to twelve elected members shall constitute the Board, at the discretion of the current Board.
2. The Board shall be elected at the Annual General Meeting, shall serve a two-year term and shall not be eligible for re-election for more than two consecutive terms, with the exception of the President and Past President. Nominations and elections shall be conducted in accordance with By-Law 7.
3. The Board shall meet monthly to formulate plans, elect the Officers, and decide all purposes and procedures of the Network.
4. The Officers may appoint a network member to fill a Board position that has become vacant. Such appointment shall expire at the next Annual General Meeting (or after the June Strategic Planning Meeting). Exception may be made if a vacancy occurs during the Network year in the office of President, in which case the Vice President may succeed to the office of President.
5. Directors must be Network members in good standing for the duration of their term.

Article 6:
Insurance:

1. The Network will provide and pay for adequate Officers and Directors Liability Coverage to protect all Board Members while representing the Network.
2. The Network will always maintain in good standing adequate General Liability Coverage for all meetings and functions.
3. Insurance coverage will be reviewed annually 60 days before renewal.

Article 7:
Meetings:

1. The Network shall meet monthly from September to June inclusive at places and dates designated and approved by the Board. The Board will determine the annual program and which regular meetings will be open to non-members.
2. The Annual General Meeting will be held in May of each year just prior to the commencement of the regular May meeting. The Annual General Meeting will be held to approve changes to the constitution and present the nominations for new officers and other directors, and for the election of same.
3. A. Any three officers may call a special Board meeting for a special purpose. Such special Board meetings must be called in writing with a minimum of one week's notice for face-to-face meetings and 48 hours for a teleconference or an electronic vote and may transact only such business as is specified. Special Board meetings

may not replace or conflict with regular Board meetings. Special meetings require quorum, but are exempted from the compulsory attendance rule.

B. Special general membership meetings may be called by the majority of the Board and must be called in writing with a minimum of one week's notice, and may transact only such business as is specified in the call. Special membership meetings may not replace or conflict with regular meetings.

Article 8:
Privacy Policy:

1. The Privacy Policy for the Network shall be available to the Membership and general public at all times on the Network website and upon request.
2. The Privacy Policy shall be reviewed annually each May by the Privacy Officer, as per By-Law 5.B.5, and updated, as recommended by the Privacy Officer and ratified by the Board, before the end of June.
3. All members of the Network agree, by virtue of their annual application, to be bound by the published Privacy Policy at the time of their application.

Article 9:
Amendments:

1. Any proposed amendments to this Constitution will be submitted to the membership in writing, a minimum of 60 days prior to the Annual General Meeting, at any regular meeting of the Network. Three active members of the Network must sign such proposed amendments before being submitted to the membership. After such notice, it may be voted on at the next Annual General Meeting and shall become a part of the Constitution only if approved by a two-thirds majority of the members present.
2. In the event of an emergency, a special meeting of the Membership may be called for this purpose and a minimum of 50% of the membership must be present in order to proceed. The proposed amendment, if approved by two-thirds majority present at the special meeting, may be acted on until the next Annual General Meeting but will not be incorporated into the Constitution until approved at said Annual General Meeting as per Article 9.1.

End of Constitution

**Women's Business Network of Peterborough
By-Laws**

BY-LAWS:

1. Place of Business:

The Network's chief place of business shall be in the vicinity of the City of Peterborough, Ontario, at such place as the Board may determine.

2. Membership:

Application for membership must be made by application form and accompanied by the membership fee in accordance with Article 3. The Network membership belongs to the payer of said membership.

There are two types of membership: Single and Corporate.

- A. A Single membership is only for the individual registered and no substitution is allowed.
- B. A Corporate membership permits the substitution of another female employee of the registered company in place of the company's designated member at regular meetings only. Any additional employees of that company shall be treated as guests. There is no guest maximum for employees under a corporate membership.
- C. The membership, whether Single or Corporate is owned by the individual or organization paying for the membership. Memberships are not transferable.

3. Dues:

- A. The Board shall determine membership dues annually. Membership dues are non-refundable and non-transferable in accordance with Article 3.3.
- B. Terms of payment are to be determined by the Board and reviewed annually. This will be administered by the Treasurer.
- C. Any member whose dues have not been paid within 30 days from the time when due, shall be notified by the Treasurer, and if the member fails to remit to the Network the amount owing, shall be struck from the membership list.

4. Guests:

- A. There is no maximum number of meetings a guest may attend, though guests who attend more than two (2) regular meetings will be encouraged to join as members.
- B. For employees of corporate memberships there is no meeting maximum.
- C. Guests must be pre-registered and fees fully paid in advance.

5. Duties of the Officers:

A. President

1. Preside at all meetings of the Network and of the Board at which she is present; shall exercise general supervision over the affairs and activities of the Network and shall serve as a member ex-officio of all standing Committees.
2. With the unanimous consent of the Officers, the President shall have the power to declare vacant the office of any Director who fails to attend three meetings of the Board or who fails to perform their duties to the satisfaction of the Officers.
3. Be responsible for setting the dates for the monthly Board meetings at the first meeting in June and advising all Board members of them. The President shall also ensure the monthly board agenda is sent to all Board members a minimum of two days in advance of the meeting.
4. Review and initial the Network's bank statements and cancelled cheques on a monthly basis, and provide year-end financial statements to any current member who makes such a request.
5. Act as the Official Spokesperson to advance the interests and promote the welfare of the Network.
6. Perform the duties for the position as outlined in the current job description.

B. Past President

1. Provide guidance and history to the President and the Board.
2. Assume the role of President or Vice President should the incumbents be absent or unable to act.
3. Be responsible for the annual review of job descriptions by each Board member and present recommended amendments of same to the Board for ratification at the February Board meeting. She shall also be responsible for updating the job descriptions that accompany the board nomination forms.
4. Be responsible for calling for annual Board nominations and presenting the slate of nominees at the Annual General Meeting, and for presiding over the Board election at the Annual General Meeting.
5. Be responsible for overseeing the secret ballot vote for the position of Vice President as per Article 4.3D
6. Be responsible for the orientation of all new Board members to the constitution and their individual job descriptions.
7. Act as the Privacy Officer for the Network as per Article 8.
8. Perform the duties for the position as outlined in the current job description.

C. Vice President

1. Assume the duties of the President during her absence or inability to act for any cause whatsoever.
2. At the President's discretion, represent the Network at any Provincial or National Association meetings the Board has deemed to be affiliated with.
3. Perform the duties for the position as outlined in the current job description.

D. Secretary

1. Keep a record of all proceedings of Board meetings and the Annual General Meeting, which will become the permanent record of the Network.
2. Take charge of all records, documents, and other movable property of the Network and keep them at a place designated by the Board. Upon relinquishing office, she shall deliver such records to her successor.
3. Keep a record of the Constitution and By-Laws of the Network and present any amendments to same at the Annual General Meeting in accordance with Article 9.
4. Prepare all reports and summaries as required by law.
5. Perform the duties for the position as outlined in the current job description.

E. Treasurer

1. Receive all the monies of the Network and keep them in a bank approved by the Board; pay all bills as approved in advance by the Board; and obtain and preserve receipts and vouchers for seven years.
2. Keep an accurate account of all expenditures and receipts and provide a monthly digital backup copy to the Secretary for safe off-site storage.
3. Look after collection of dues and fees in accordance with By-Law #3.
4. Compile an annual budget from each Board member's financial forecast for approval by the Board at the August Board meeting, and monthly present to the Board for approval the current Year-To-Date Compared to Budget financial statement.
5. Provide the President with completed year-end financial statements by July 31.
6. Print and file a copy of the final detailed general ledger and accompanying financial statements with the Secretary for the minute book.
7. Perform the duties for the position as outlined in the current job description.

6. Directors

- A. The Officers of the Network shall appoint the elected Directors to fill vacant positions.
- B. The remaining Board positions, as per Article 4.1, may be:
 - Director(s) At Large
 - Member Communications
 - Membership
 - Program
 - Public Relations (external communications)
 - Social
 - Strategic Planning
 - Technical

1. **Membership:**
 1. Accept applications for Membership and generally supervise the conditions for the Membership as provided in Article 3.
 2. Perform the duties for this position as outlined in the current job descriptions.

2. **Program:**
 1. Be responsible for the arrangements regarding the program (guest speakers, door prizes, etc) of each Network meeting.
 2. Perform the duties for this position as outlined in the current job description.

3. **Public Relations (external communications)**
 1. Arrange for monthly announcements of meetings and news items concerning the Network and its members for external promotion.
 2. Act as the Public Relations Officer to advance the interests and promote the welfare of the Network.
 3. Perform the duties for this position as outlined in the current job description.

4. **Social:**
 1. Be responsible for the organization of all social events as per Article 7.1 and any other functions the Board decides to host during the year.
 2. Perform the duties for this position as outlined in the current job description.

5. **Member Communications**
 1. Prepare all regular internal monthly communications and arrange the delivery of same.
 2. Sell advertising space as determined by the Board.
 3. Perform the duties for this position as outlined in the current job description.

6. **Technical:**
 1. Oversee the management and updating of the Network website and database on a regular basis – liaising with our website developer.
 2. Perform the duties for this position as outlined in the current job description.

7. **Strategic Planning:**
 1. In addition to board member eligibility, the SP Director will have; been a member for 5 or more consecutive years &/or; served on the board for 1 or more years &/or; served on the strategic planning committee for 2 or more years.
 2. Perform the duties for this position as outlined in the current job description.

8. **Director At Large:**

1. Support the other Directors, and the Board as a whole, as directed by the President.
2. To serve as ombudsperson in the event that a suitable volunteer for the position from the membership is not found.
3. Perform the duties for this position as outlined in the current job description.

7. Nominations and Elections of Officers and Directors:

A. **Nominations:**

1. The current Board may appoint a Nominating Committee, chaired by the Past President, who shall present a slate of nominees to the membership a minimum of ten days in advance of the Annual General Meeting. Such notice shall be posted on the Network website and distributed to the membership.
2. Any single member, or the named member of record for a Corporate Membership, who is currently a member in good standing and who meets the board requirements as set out in the WBN board policy document. Nominees must sign a completed current nomination form, which must be submitted to the Past President by April 15th.
3. Any current Director who is completing their current two-year term may submit a new nomination form by April 15th to stand for re-election to the Board as per Article 4.1.

B. **Elections:**

1. At the Annual General Meeting the slate of nominees shall be presented to the membership for election.
2. When more nominations than vacancies exist the elections shall be by secret ballot and the nominees receiving the most votes shall be declared elected. Votes are to be counted by scrutineers appointed by the Past President.
3. In the event the number of nominees equals the number of vacancies the slate will be presented in a motion by the Past President and voted on as a whole. A show of hands from a two-thirds majority of the members present shall constitute a pass of the motion.
4. Each membership is entitled to one vote and proxy votes will not be accepted. The new Board shall assume office on July 1st.

8. Quorums:

- A. Sixty percent of the current Board shall be considered a quorum at any meeting of the Board and may transact the business of the Network.
- B. A minimum of 25% of the current membership being personally present shall constitute a quorum at any Annual General Meeting.

9. Policy Enquiries:

All questions or suggestions regarding policy must be submitted in writing to the President to be presented at the Board's next regular meeting for consideration. The President will communicate in writing as per the Board's response.

10. Finances:

- A. It shall be the duty of the Board to see that the Network remains in a solvent state.
- B. The Board must maintain a minimum operating reserve of 10% of the previous year's operating expenses. This reserve may not be reduced without a motion being passed at a special meeting of the membership as per Article 7.3.
- C. No contract, commitment, purchase or agreement of any kind shall be made at any time by anyone on behalf of the Network or obligate the Network in anyway, except by a Director. Directors must receive prior approval by the Board for any contracts, commitments, purchases or agreements in excess of \$100.00.
- D. Two Officers of the Network, not including the President, must sign all withdrawals from the bank.

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