

# **ROBWEC**

## **River Oaks Business Women's Exchange Club**

# **Constitution**

### **Article I**

#### **Name**

The name of this organization shall be the River Oaks Business Women's Exchange Club.

### **Article II**

#### **Mission Statement, Vision Statement, and Purpose**

##### **Mission Statement:**

To provide its members a resourceful and supportive affiliation of women whose leadership and professional standing in the community have been well established.

##### **Vision Statement:**

ROBWEC'S vision is to be the premier resource to our members in an effort to advance the goals of each other by actively supporting one another through business opportunities, networking and/or educational opportunities, exchange of ideas and sharing experiences. We seek to form lifelong connections with other top quality, successful women members and should strive to help others in achieving excellence in their specific industries as well as their professional and personal endeavors. As an organization, we seek to create a bond among our membership that creates a sense of well being in our business and personal lives because of our association with ROBWECC.

##### **Purpose**

We seek to accomplish our mission and fulfill our vision by:

1. Ensuring that each member clearly understands the business of other members in the organization.
2. Agreeing to use the services or products of fellow members whenever possible.
3. Recommending our members' services or products to those outside of our Club whenever possible.
4. Maintaining a membership that represents a diverse spectrum of top quality women whose ventures cover a broad spectrum of industries and professions.
5. Acting as a resource for one another.
6. Supporting fellow members by using any method available.

## **Article III Meetings**

The Club shall meet regularly on the date and time provided in the By-laws.

## **Article IV Membership**

1. Membership is comprised of the following categories: Active, Legacy, Sustainer and Honorary.
2. An **Active** member shall be of good character and good business or professional reputation, engaged in a particular line of endeavors; and she must be personally and actively engaged within the territorial limits of the Houston Metropolitan Statistical Area in the business or profession in which the member is classified in the Club.
3. Each **Active** member of this Club shall be classified in accordance with her profession's primary source of income as follows:
  - A. Only one member may represent a described field of business or profession as defined from time to time by the membership. The category is determined by the type of business – not the position within the applicant's business.
  - B. A membership is granted strictly on a personal basis and is not to be construed as a sustaining membership to a company, corporation, sole proprietorship or partnership.
  - C. A membership relinquished voluntarily or involuntarily will act to automatically place that business field or profession opens to general membership for their review, recommendations and sponsorship of their candidate for that membership position.
  - D. The Board of Directors is responsible for assuring a balance of categories within the membership.
4. Upon petition to the Board of Directors, **Legacy** membership may be granted to a current member who has had an active membership for five or more years, and who is willing to open her category to a new member, but wishes to continue her association with ROBWECC. This status may also be utilized by members who are transitioning to retirement or are retired. A Legacy member...
  - will relinquish her category and therefore not be required to meet the membership requirements outlined in Article IV.
  - will continue to pay dues,
  - will not be required to meet the attendance requirement in Article VII. 4
  - will receive all correspondence and may participate in all ROBWECC activities,

- may vote, but will not be eligible to hold office.

If a Legacy member wishes to become Active in another category, she must reapply for active membership as specified in Article VII.3.

5. Effective June, 2010, **Sustainer** membership will no longer be offered. Existing Sustainer members wishing to continue their association with ROBWEC will be grandfathered to retain this status as long as they meet the minimum attendance requirements. An existing Sustainer ...
  - will relinquish her category,
  - will not be required pay dues but will pay for breakfast meetings as attended,
  - will receive all correspondence and may participate in all ROBWEC activities,
  - may not vote or be eligible to hold office,
  - will be required to meet minimum attendance requirement of two breakfast meetings per calendar year to maintain membership.

If a Sustainer member wishes to become Active in another category, she must reapply for active membership as specified in Article VII.3.

6. At the discretion of the Board of Directors, **Honorary** status may be granted. Honorary status shall be a very limited category, reserved for long-standing members with an extensive service record and/or non-members from the community whose relationship with ROBWEC would enhance the club's status. An Honorary member...
  - will relinquish her category,
  - will not be required to pay dues,
  - will receive all correspondence and may participate in all ROBWEC activities,
  - may not vote or be eligible to hold office.

Honorary status continues uninterrupted unless terminated voluntarily by the member, or by the Board of Directors.

## **Article V Officers and Directors**

1. The governing body of this Club shall be composed of a Board of Directors to be constituted as the By-laws of the Club may provide.
2. Except as herein otherwise specifically provided, the decision of the Board of Directors in all club matters shall be final, subject only to an appeal to the membership. The Board of Directors shall have general control over all officers and committees and may for good cause declare any office vacant.
3. On any appeal to the membership, a decision of the Board of Directors shall be reversed only by a three-fourths vote of the members of the Club present at a regularly scheduled meeting of the Club.

4. The officers of the Club shall consist of a President; a President-Elect; one or more Vice-Presidents, as provided for in the By-laws; a Secretary; and a Treasurer.
5. Each officer shall serve for the fiscal year as provided for by the By-laws.

## **Article VI Dues**

Every member shall pay dues as recommended by the Board of Directors and approved by the membership.

## **Article VII Duration of Membership**

1. Membership shall continue during the existence of the Club, unless terminated as hereinafter provided.
2. Active membership shall automatically terminate if and when a member ceases to be personally actively engaged with the Houston Metropolitan Area in the classification of business or profession under which she is classified in the Club; or ceases to have her place of business therein; or her connection with her business establishment is severed; or she resigns from the Club. In lieu of automatic termination the Board of Directors may elect to grant interim status for six months, renewable with Board approval.
3. How to Rejoin. When the membership of a member has terminated or has been acted upon by the Board of Directors as provided in the foregoing Section 2 of Article VII, such person may make new application for membership under the same classification or another classification. The VP Membership will work with the member to investigate, validate, or resolve the potential conflict. If, at the time of reapplication, potential conflict exists with a current member, the former member is responsible for discussing the conflict with her. If the current member has no objection, she is requested to write the Board of Directors confirming the "no objection" agreement. At the next regularly scheduled board meeting, the Board of Directors will review the former member's application and make the ultimate decision about her membership.
4. Termination-Nonattendance. Said membership shall be reviewed by the Board of Directors prior to termination upon failure of any member to attend a minimum of six (6) meetings during each fiscal year. In no event may a membership be terminated without written notice of such termination within forty-five (45) days of the six absences. However, the terminated member may elect to take her

absence up with the Board of Directors within forty-five (45) days of the six absences should she feel that she has good and proper excuse for her absences. If the Board of Directors, by a majority vote, feels that such failure to attend the regularly scheduled meetings for which her membership was terminated was based on valid excuses, then said member shall be automatically reinstated. In the event one of the Board of Director members is the member so terminated, then the majority vote of the Board of Directors, excluding her vote, will be necessary to reinstate her.

5. Termination-Nonpayment of Dues. The membership of any member who is delinquent in the payment of her dues for more than one month shall automatically be terminated.
6. Termination –For Good Cause. The membership of any member may be terminated for good cause as determined by a majority vote of the Board of Directors and affirmed by three-fourths vote of the entire membership.
7. Past Presidents of the Club need not comply with the “no conflict” rule when reapplying for membership in the same or another classification.

## **Article VIII By-laws**

This Club shall adopt By-laws that are consistent with this Constitution.

## **Article IX Amendments**

The Constitution may be amended only at regularly scheduled meetings of the Club, and only a member may propose any amendment to the Constitution. Any member may propose an amendment at any time at any regularly scheduled meeting; and, in the event that three-fourths of those attending the next regularly scheduled meeting vote for such amendment to this Constitution, the Constitution will stand as amended.

# **ROBWEC**

## **River Oaks Business Women's Exchange Club**

### **By-laws**

#### **Article I**

##### **Fiscal Year and Election of Officers**

1. The fiscal years of the Club shall be the calendar year.
2. The election of officers shall be done through a seven-member nominating committee that shall consist of...
  - The current president and the two immediate past presidents.
  - These three committee members will each select one member at large.
  - The president elect will be the seventh member of the committee.
  - It is the responsibility of the immediate past president to convene and chair the committee annually.
3. Nominating process
  - A. The nominating committee shall announce the slate of officers at the meeting immediately preceding the meeting for the election of officers. Nominations may be made from the floor by the membership at large.
  - B. Elections shall be held at a meeting during the last quarter of the calendar year as set each year by the Board of Directors. Absentee balloting shall be allowed under the following conditions:
    1. The ballot must be submitted to a member of the nominating committee one week prior to the election.
    2. The ballot must be signed and accompanied by written notification of the absence (see Article IX ROBWEC By-laws).
  - C. The nominating committee is responsible for validation of all ballots.
4. No officer shall serve more than two consecutive terms in any one office.

#### **Article II**

##### **Board of Directors**

1. The governing body of this Club shall be the Board of Directors.
2. The Board of Directors shall consist of the current officers and the past president. The past president will serve as a resource to past club procedures and policies. The past president will not be a voting member of the Board of Directors.

## **Article III**

### **Officers Duties and Successions**

The offices of this Club, their duties and their order of succession shall be as follows:

1.     **President:**  
Preside at meetings of the Club and the Board of Directors, coordinate the activities of the various committees and officers and perform all other duties as ordinarily pertain to the office. The President shall present the budget for the next fiscal year to the Board of Directors for review at the board meeting immediately preceding the meeting for election of officers and to the membership for approval by a majority of one at the meeting for the election of officers.
  
2.     **President-Elect:**  
Will automatically succeed the current president and move into that office after one year of service on the Board of Directors. Act as president at the meetings of the Club and Board of Directors in the absence of the president. Chair a Membership Recruitment Committee to identify categories that are not currently being represented within ROBWEC and to identify key business women leaders in the community as candidates for membership. In the event that the president elect is unable to serve out her term, the nominating committee will promptly convene to appoint a new President Elect to be approved by the membership at the subsequent meeting.
  
3.     **Vice President-Membership**  
Preside at all membership discussions at Board of Directors meetings and organize and inspire the Club membership to promote and attract qualified new members. Conduct all official Club correspondence regarding letters of interest to applicants, refusal of membership applications, and termination of membership. Notify active members who are failing to meet the attendance requirements. Perform all other such duties as ordinarily pertain to the office.
  
4.     **Vice President-Programs**  
Plan and schedule programs consistent with the purpose of the Club. Service in the position will be from January to December, however, they will schedule programs from April to March.
  
5.     **Vice President-Communications:**  
Edit, publish, and circulate newsletter and all other Club communications that are not specifically assigned to other officers. Maintain the directory database and updates as necessary.
  
6.     **Vice President Reservations:**  
Record and maintain records of attendance at meetings. Provide information to Board of Directors regarding members who do not attend the minimum of

six meetings per year. Arrange greeters and handle reservation information with River Oaks Country Club. Accept guest reservations and provide lists at each meeting and for newsletter.

7. Vice President-Socials  
Organize and promote social functions for members.
8. Secretary  
Prepare formal minutes of all Board of Directors meetings and all closed business meetings of membership. Social communications are also handled by the Secretary.
9. Treasurer:  
Maintain all financial records of the Club, have custody of the funds, pay bills, send dues statements, collect dues and fees, report to the Board of Directors any member who is delinquent in the payment of dues, and report financial standing to the membership as required. Prepare the budget for review by the Board of Directors at the board meeting immediately preceding the meeting for election of officers and for the membership's approval at the meeting for the election of officers. This position serves for two years.

#### **Article IV Meetings**

1. Regular monthly meetings shall be held at 7:00 a.m. on the first Friday of each month, scheduled that the social period, breakfast, and program will normally end at 8:30 a.m. For good cause the President of the Club may change the regular meeting of any month to a different day or hour of the same month, or the Board of Directors may cancel the regular meeting of any month, if a majority of the Board feel it necessary or desirable.

At the discretion of the board, any member who does not cancel her standing reservation for a general meeting and does not attend that meeting shall be assessed the price of the missed breakfast payable to ROBWECC by the date of the next scheduled meeting.

2. The Board of Directors shall meet when called by the President. A majority of the Board of Directors shall constitute a quorum of the Board.
3. Special meetings may be called at any time by the President or any member of the Board of Directors.

## **Article V**

### **Dues**

Dues for each year shall be set at the meeting for the election of officers by a vote of two-thirds of the members present.

Dues are to be paid annually on or before the regularly scheduled February meeting. New members may pay a prorated share of annual dues.

## **Article VI**

### **Guests and New Members**

The Board of Directors may adopt, from time to time, guidelines and procedures for guests' attendance and, as necessary, for membership application.

Guests are welcome, and the member bringing the guest shall be responsible for paying the cost of the meal. There shall be no charge for speakers' breakfasts.

Membership is by invitation only. Any member may propose membership for a prospective candidate in accordance with the limitations in the Club constitution, with emphasis on membership category. Newly inducted members may only serve as a sponsor after two (2) years of membership.

1. A prospective member must attend at least three (3) meetings as a guest before being considered for membership. During this period, the President and sponsoring member should formally introduce those guests who are interested in membership to the club members.
2. Prospective members must have a minimum of three (3) years experience in her professional field.
3. It is the sponsoring member's obligation to:
  - A. Introduce potential members at ROBWECC functions.
  - B. Research possible conflicts with other members and confirm that the applicant meets all membership qualifications as listed in Article IV Membership, Section 2 of the Constitution.
  - C. Propose applicant's membership classification for Board of Director's approval
  - D. Distribute the applicant's resume or biography to the membership after Board of Directors approves or amends the applicant's classification before the proposed member's application is submitted to the Board.
  - E. Ensure that the applicant understands ROBWECC and its Constitution and By-laws, including membership requirements and meeting attendance requirements.
  - F. Obtain a second sponsor who is acquainted with the applicant.

- G. Ensure that the application is complete in all respects and submit the completed application to the Vice President Membership no earlier than the third meeting attended by the prospective member.
  - H. Assist the potential member with any questions about the group.
4. Application will usually be acted upon by the Board of Directors, which will determine the prospects classification. Members in related classifications will be consulted to determine whether conflicts result.
  5. Members who have any objections to guests or prospective members should immediately state such to the Vice President Membership so that the Board of Directors and the sponsor will be informed at the earliest possible date. If two (2) members object to an applicant, the Board of Directors will discuss the objections and then use its authority to reject or accept the applicant.

## **Article VII Committees**

1. The President shall form any committee necessary to accomplish a function of the Club and shall appoint any member as chairman of such a committee.
2. Committees and appointments shall be approved by the Board of Directors.

## **Article VIII Outside Activities**

This Club will not undertake or perform any political, religious, or other activity not authorized by the Constitution.

## **Article IX Ethics**

This club recognizes that its active members may be governed by canons or codes of professional conduct. The Club will endeavor to be in compliance with this standard.

## **Article X Amendment of By-laws**

These By-laws may be amended at any regularly scheduled meeting of the Club by a two-thirds vote of the members present.