

The Sedona Women

BYLAWS

Article I: NAME

The organization shall be called The Sedona Women.

Article II: PURPOSE

Section 1. Purpose.

The Sedona Women organization is dedicated to:

- a. making a positive and lasting impact on the community of Sedona by providing opportunities to build relationships, to learn about the community and the world, to support community needs, and to enhance the natural beauty and distinctive character of Sedona;
- b. developing a fund to provide financial scholarships and support to women in furthering their education;
- c. providing educational, inspirational, and/or entertaining programs at monthly meetings;
- d. providing social events that build relationships with other members and the community.

Article III: ORGANIZATIONAL STRUCTURE

Section 1. Nonprofit Status.

The Sedona Women is a nonprofit 501(c)(3) organization incorporated under the laws of Arizona, Tax ID Number 73-1670267.

Section 2. Fiscal Year.

The fiscal year of The Sedona Women shall be from July 1 to June 30.

Section 3. Governance and Management.

- a. A Board of Directors, elected by the membership, shall manage the affairs of The Sedona Women.
- b. The Board is responsible for the governance of the organization, including, but not limited to, establishing organizational goals and executive functions and limitations.

Section 4. Parliamentary Authority.

The most recent edition of *Robert's Rules of Order* will be used as a guideline.

Article IV: MEMBERSHIP AND DUES

Section 1. Membership Eligibility.

a. Membership in The Sedona Women shall be open to all women who are committed to, and passionate about, making a lasting, positive impact on the Sedona community.

b. There shall be no barriers to full participation in the organization on the basis of race, creed, age, sexual orientation, gender identity, or disability.

c. A member may be expelled from the organization for just cause by a two-thirds (2/3) vote of the Board of Directors.

Section 2. Dues.

a. Membership in The Sedona Women requires an annual payment of dues.

b. Members shall be notified of a change of dues by the Board of Directors at least 30 days prior to the date the new dues amount takes effect.

Article V: GENERAL MEMBERSHIP MEETINGS AND VOTING RIGHTS

Section 1. Regular Monthly Meetings.

a. General membership meetings of The Sedona Women shall be held monthly in Sedona, Arizona, beginning in September and ending in May (known as the club year), with summer recess for the months of June, July, and August.

b. If for any reason in-person meetings cannot be held for the general membership, meetings may be conducted using electronic media, such as Zoom, Skype, email, or any other method of mass communication.

c. The Board of Directors shall have the authority, for good and sufficient reason, to cancel or reschedule any regular monthly meeting.

Section 2. Special Meetings.

When the need arises, any General Meeting can become a Special Meeting of the members, called at any time by the President or by a majority of the Board of Directors. One reason for a Special Meeting would be to elect new Board member(s) during the club year if vacancies occur. Notice of this meeting, and the biography of the proposed Director(s), will be provided to the members by email prior to the Special Meeting. The membership will be asked to vote on the election of the proposed Director(s) at this meeting. If elected, the new Director(s) will officially join the Board of Directors immediately.

Section 3. Annual Meeting.

a. An Annual Meeting of the membership shall be held each year in May.

b. The Secretary, or her designee, will take minutes of these proceedings.

c. Notice of the Annual Meeting and the slate of proposed Directors will be provided to the membership via the May newsletter.

- d. New Board nominees and proposed officers are presented to the general membership at the Annual Meeting for approval.
- e. Once elected, new Board members will officially take their positions as of July 1.

Section 4. Voting Rights.

Each member of The Sedona Women shall be entitled to one vote.

Section 5. Quorum.

Ten (10) percent of The Sedona Women membership shall constitute a quorum.

**Article VI: NOMINATIONS AND COMPOSITION
OF THE BOARD OF DIRECTORS**

Section 1. Nominating Committee.

- a. The President shall appoint three to five members (Board and/or non-Board members) to serve on the Nominating Committee by March 1.
- b. The President shall appoint a replacement for any member of the Nominating Committee who resigns.
- c. The President serves as Chair of the Nominating Committee.

Section 2. Nominations.

- a. The Nominating Committee shall solicit nominees and provide a slate of candidates to the Board of Directors for Board positions at the April Board meeting.
- b. Nominations for Board positions may be made from the floor of the general membership meeting up to the time of the election provided the consent of the nominee has been obtained.
- c. The Board of Directors vets the Board candidates and presents the nominees and their profiles to the general membership via the May newsletter.

Section 3. Composition and Appointment.

Members of the Board of Directors shall be chosen as follows:

- a. Retiring Board Members are encouraged to find candidates to fill their upcoming vacant positions and introduce these candidates to members of the Nominating Committee.
- b. At the January and February general meetings, the President will ask the general membership for nominations to the Board.
- c. The Nominating Committee shall present a slate of nominees to the Board of Directors for approval at the April Board meeting or any Special Meeting if vacancies occur during the club year.
- d. The Board-approved slate of nominees shall be submitted for a vote to the general membership at the Annual Meeting in May, or at any Special Meeting called by the President or Board of Directors.
- e. The election results shall be announced at the Annual or Special Meeting.

Article VII: BOARD OF DIRECTORS

Section 1. Membership.

a. From a slate of nominees, the general membership elects the Board of Directors at the Annual Meeting in May.

b. No Director may accept remuneration for service to the organization, except that the Board, at its discretion, may contract professional services from a Director. Such professional services must be beyond the scope of those services normally expected of a Director.

Section 2. Powers.

The Board of Directors shall manage the affairs of the organization and is responsible for the governance of the organization, including, but not limited to, establishing organizational goals and executive limitations.

Section 3. Quorum.

A majority of Board members shall constitute a quorum.

Section 4. Composition.

a. The number of Directors shall range from eleven (11) to (15) fifteen members and include the four officers — President, Vice President, Treasurer, and Secretary — the immediate past president, and the chairs of the following committees: Communications, Community Service, Membership, Program, Public Relations, Scholarship, Social, Trips, Ways and Means, and Welcoming.

b. Members of the Board of Directors shall be members in good standing of the organization and ideally be a member of the organization for a minimum of one year.

c. The immediate past president shall serve as an ex-officio voting member of the Board for one year.

Section 5. Attendance.

Any Board member absent from three regularly scheduled Board meetings in succession or four Board meetings during the nine-month club year (September through May) may be terminated. The Board reserves the right to waive this provision under special circumstances.

Section 6. Resignations.

A Director may resign at any time by giving email or verbal notice to the Board or to the President. Such resignation shall be effective at a mutually agreed-upon date.

Section 7. Vacancies.

In the event of a vacancy on the Board, the Board nominates a replacement, and the nominee is brought before the general membership for approval at a regularly scheduled general meeting.

Section 8. Term.

a. The term of each incoming Director shall commence on July 1, or immediately if elected during the club year at a Special Meeting. The term of each outgoing Director shall expire June 30, or immediately when the new Director is elected during the club year.

b. Elected board members shall hold office for a term of two (2) years. Board members may serve up to three (3) consecutive two-year terms. However, a retiring board member may be reelected to the board for unlimited consecutive one-year terms.

Section 9. Meetings.

a. Regular Monthly Board Meetings. The Board of Directors shall hold monthly meetings from September through May to conduct the business of the organization, provided there is a quorum present.

b. Special Board Meetings. The President, or a majority of the Board, may call special Board meetings by notifying Board members of the time, place, and purpose.

c. May Board Meeting. At its May meeting, the Board approves a slate of nominees for the positions becoming vacant in the next fiscal year. This slate is presented to the general membership via the May newsletter. At the Annual Meeting in May, the general membership votes to elect this slate to Board positions.

d. Open Meetings. All Board meetings, except for Executive Sessions, shall be open to any member of the organization.

Section 10. Voting.

A majority vote of Directors present is necessary to carry a decision. There may be times when the Board is required to make a decision that requires a Board vote but the Board cannot physically convene. In such cases, motions may be made and voting may be done by email or by any other form of electronic communication.

Section 11. Removal of Board Members.

A Board member may be removed from her position for cause by a two-thirds (2/3) vote of the Board.

Article VIII: OFFICERS

Section 1. Titles of Officers.

The Officers of The Sedona Women shall be a President, Vice President, Secretary, Treasurer, and such additional officers as the Board of Directors may from time to time elect or appoint.

Section 2. Term.

The term of Officers coincides with the fiscal year of July 1 through June 30.

Section 3. Membership Requirement.

Officers must be members in good standing of The Sedona Women.

Section 4. Election of Officers.

Officers are elected by a majority vote of the Board at the April Board meeting and are introduced to the membership at the Annual Meeting in May.

Article IX: DUTIES OF OFFICERS**Section 1. President.**

The President shall convene and conduct Board and regular monthly general meetings of The Sedona Women organization.

Section 2. Vice President.

The Vice President shall assist the President as required and shall assume all the duties of the President in the latter's absence. The Vice President customarily becomes President the next year.

Section 3. Treasurer.

The Treasurer shall maintain financial records, receive and disperse monies as required, and provide monthly updates to the Board.

Section 4. Secretary.

The Secretary shall take and maintain minutes of all Board meetings and provide the minutes to the Archivist.

Section 5. Executive Committee.

a. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and Immediate Past President.

b. The President shall serve as Chair of the Executive Committee.

c. The Executive Committee shall meet periodically as called by the Chair. A quorum of three (3) members shall be required for business to be conducted by the Executive Committee. The Board of Directors shall be informed of all Executive Committee actions prior to, or at, the next Board meeting.

d. When the Board of Directors of The Sedona Women is not in session, the Executive Committee shall have, and may exercise, the powers of the Board to manage the affairs of the organization, except that the Executive Committee may not elect Officers, fill vacancies on the Board, or change established policies. The Executive Committee shall also have the power to research, discuss, and analyze matters of the organization and to submit recommendations to the Board for discussion or approval.

e. The Executive Committee shall develop the financial policies of the organization, review its financial condition, and engage auditors to carry out audits of the organization as needed.

Article X: COMMITTEES

Section 1. Standing Committees of the Board

Chairs of committees shall be elected to the Board of Directors by the general membership at the Annual Meeting in May. Not all committee chairs need be a member of the Board. The committees operate in accordance with The Sedona Women's Policies and Procedures.

Section 2. Communications Committee.

The Communications Committee disseminates organizational information to members and manages the website.

Section 3. Community Service Committee.

The Community Service Committee reviews and proposes to the Board worthy projects and special activities for member involvement, and leads, publicizes, and evaluates the projects.

Section 4. Membership Committee.

The Membership Committee solicits new members and guests at meetings and manages annual renewal notices.

Section 5. Program Committee.

The Program Committee plans and arranges monthly meeting programs.

Section 6. Public Relations Committee.

The Public Relations Committee solicits newsworthy information from committee and project chairs, works with the Communications Committee to disseminate the information internally, and disseminates the information externally to the local media.

Section 7. Scholarship Committee.

The Scholarship Committee recruits and makes recommendations to the Board for approval of applicants for the Helen Wolfe Scholarship.

Section 8. Social Committee.

The Social Committee arranges for luncheons to follow most general meetings, organizes the annual in-home member-hosted lunch (usually in February) and year-end luncheon in May, and special parties and events.

Section 9. Trips Committee.

The Trips Committee researches and proposes to the Board potential single- and multiple-day excursions.

Section 10. Ways and Means Committee.

The Ways and Means Committee finds the ways and means by which to raise revenue and oversees the execution of these fundraising programs.

Section 11. Welcoming Committee.

The Welcoming Committee greets and registers members and guests at meetings and events and manages name tags.

Section 12. Archives Committee.

The Archivist keeps digital records of Board meeting minutes and other pertinent records, press coverage, and photographs of The Sedona Women organization.

Section 13. Ad Hoc Committees.

The President shall appoint, from time to time, ad hoc committees to accomplish specific objectives. The chairs of these committees do not serve on the Board of Directors.

Article XI: AMENDMENTS

Section 1. Revisions to Bylaws.

a. Amendments to these Bylaws may be proposed by any Director or member of the organization, in writing, to the Board for a vote.

b. Changes to the bylaws must be discussed at two successive regular Board meetings prior to voting on them.

c. The Board of Directors may revise or repeal the bylaws of the organization by a two-thirds (2/3) majority vote of the Directors.

Article XII: DISSOLUTION

In the event of dissolution, the current Board of Directors will determine how to distribute any remaining funds as appropriate for a 501(c)(3) organization.