

BYLAWS OF HEARTLAND WOMEN'S NETWORK

ARTICLE 1 — NAME

The name of this network shall be Heartland Women's Network.

ARTICLE 2 — MISSION STATEMENT

Heartland Women's Network (HWN) is designed to provide the structure women in the Heartland need in order to grow professionally and personally. Working together makes each of us more powerful, resilient, and self-sufficient. While we may have different professional and personal goals, we all share certain challenges. HWN will serve as your advocate and will help you with career development, difficult transitions, and success strategies.

ARTICLE 3 — OBJECTIVE AND GOVERNING INSTRUMENTS

1. Objective

The objectives of HWN are:

- a) Improve skills of the members.
- b) Promote the professional image of women.
- c) Provide a network of women for the exchange of ideas and support
- d) Engage with college students and offer opportunities for growth in business.

2. Non-Profit/Charity Network: Community Involvement

Each year during HWN's Board Planning meeting, the Board of Directors will select up to 5 non-profits/charities, which are then voted on by the members so the winner can be announced at the January luncheon. The non-profit/charity receiving the most votes is who HWN will partner with and support the following calendar year. Ten percent (10%) of HWN's annual net income, plus \$10 per membership fee paid, shall be donated to the non-profit/charity being sponsored for the year. Alternatively, a higher donation amount may be voted on at the Board's discretion. If there are other ways to support the non-profit/charity (e.g., volunteering, host fundraising events), those opportunities will be considered as well.

3. Prohibited Activities

The HWN network is not to be used for any partisan political or controversial purposes. If you have a question about an issue as it relates to your network, contact a Heartland Women's Network Board member.

4. Governing Instrument

HWN shall be governed by its Bylaws.

ARTICLE 4 — MEMBERSHIP AND DUES

1. Membership Network: Founding Members

The founder of HWN was its initial Director in 2010. In the event the Director position is vacated, a successor shall be recommended by the HWN Board. The Director is an elected position on the Board. The Director must have served on the Board prior to being eligible; this may include having served in prior years. The Director may hold office and serve on a committee. The Director and Finance Chair will be the designated signees on the financial accounts of HWN. The Director may appoint another Board member as a designated signee, if needed.

2. Membership Criteria

To apply, applicants must:

- a) Complete an online membership registration form on the HWN website.
- b) Have attended at least one meeting.
- c) Agree to become an active participant in HWN.

Each member should:

- a) Attend regular meetings.
- b) Contribute professionally to HWN.
- c) Comply with the organization's Bylaws.

3. Member Responsibilities

Members shall:

- a) Pay all just debts and financial obligations to HWN and to network members promptly.
- b) Observe the highest ethical standards.
- c) Comply with the Bylaws and all standing rules.

4. Member Benefits

- a) Member Spotlight .
- b) Receive contact information of meeting attendees.
- c) Discounts to monthly member meetings or events.
- d) Involvement with the community.
- e) Membership list at the time of joining HWN and an updated membership list monthly.
- f) Access to post jobs openings on the HWN Facebook group.
- g) Potential recommendation letters.

5. Annual Dues

Memberships are annual. Memberships are up for renewal 1 year following initial membership registration.

Annual dues	\$65.00
Non-profit/charity contribution	<u>\$10.00</u>
TOTAL	\$75.00

6. Scholarships

A limited number of 1-year scholarships are available for women who want to join Heartland Women's Network and cannot afford the membership fee. An application form must be filled out and approved by the Board for a scholarship to be awarded.

7. Attendance

Members are expected to attend the monthly meetings to maintain active membership status. Since professional women do travel and many have families, a minimum attendance criterion will not be established. Attendance may be a factor when running for a Board position or committee chair.

ARTICLE 5 — COMPOSITION AND AUTHORITY OF THE BOARD OF DIRECTORS

1. Composition and Authority of the Board of Directors

- a) The authority of HWN and the government and management of the affairs of HWN shall be vested in the Board of Directors. All powers, duties, and functions of HWN shall be exercised, performed, or controlled by the Board of Directors in compliance with the Bylaws of HWN. The term of a Board member will be 1 calendar year (January–December). The Board of Directors consists of the following positions. Co-chairs may be added to share duties if the chairperson cannot take on all the responsibilities.
 - Director
 - Assistant Director
 - Events/Program Chair
 - Membership Chair
 - Sales & Sponsorships Chair
 - Finance Chair
 - Web & Social Media Chair
 - Marketing & Secretary Chair
- b) The governing body of the organization shall be the Board of Directors. The Board of Directors shall have supervision, control, and direction of the management and property of HWN. The Board of Directors shall determine HWN policies, including supervising the disbursement of funds. The Board of Directors may adopt, by majority vote, rules and regulations for the conduct of its business and the business of HWN.
- c) The Board of Directors may delegate certain aspects of its authority to selected committees.

Committees may not take any actions that are inconsistent with the Bylaws of HWN. Either at the request of a Board member or by volunteering, a member of HWN may become a member of one of our committees.

- Membership
- Events
- Sponsorship
- Web & Social Media
- Marketing & Secretary

The committee members are welcome to attend Board meetings but will not be voting parties. They will each receive an email copy of the Board meeting minutes. Their suggestions and ideas will be reviewed and considered by the Board. They may meet to discuss ideas to implement for HWN and will be overseen by the Board Chair that coordinates their committee.

- d) The Board of Directors may designate previous HWN board members who have served at least three years on the board as advisors. The outgoing director will automatically become an advisor. The advisors' advice, assistance, and support may be helpful in determining policies and formulating programs to carry out the purposes and functions of HWN (e.g., financial, career planning). Advisors do not have any voting authority.
- e) Special Projects: If a Board Member or member would like Heartland Women's Network to support a special cause, monetarily or through volunteering, the member needs to provide the following information to the Board of Directors.
 - The name of the organization
 - The funds and resources requested (amount of money, number of volunteers)
 - Information on the organization, the website, the mission
 - Reasons HWN should support this special project

The Board of Directors will consider, discuss, and vote on the matter at the following Board meeting. The Board of Directors will communicate the decision to the member.

2. Board Position Responsibilities

a) Director

The Director must have served on the Board prior to being eligible and shall exercise general supervision of all operations and personnel of HWN. This includes presiding over the monthly Board and membership meetings. The Director may also serve as a member on any committee of HWN. The Director will reach out to each new member and welcome them to the organization. The Director may grant requests, give statements, and file reports required by various officials or agencies. The Director shall perform such other duties and have such other authority powers as needed, including being a signor of the HWN bank account unless they are unable to, and then another Board member will be appointed. The Director will advise the Board on charity initiatives

b) **Assistant Director**

Assists the Director with the day-to-day supervision and coordination of HWN activities. Works closely with the Director to understand the responsibilities of the role and prepare for potential future leadership. In the absence of the Director, the Assistant Director assumes the Director's duties. Oversees scholarships as outlined in Article 4, Section 6, and manages student engagement per Article 3, Section 1. May serve on any committee as needed.

c) **Events/Program Chair**

With input from the Board, choose meeting and speaker topics, find speakers, coordinate and reserve meeting locations with local businesses. Organizes space within venues for events – setup and décor issues. Orders any giveaways and develops the flow of the meetings and events. Sends emails regarding set up times, dimensions for tables, internet access, and electricity. Orders food and drinks for member meetings.

The Events/Program Chair will be responsible for all guest speaker communication, coordinating event schedules (including social events in the business community), ordering speaker lunches, greeting the guest speaker and creating the luncheon PowerPoint. Once a guest speaker is chosen, the Events/Program Chair will secure a speaker headshot, bio and topic bullet points for the meeting marketing. After the event, the Events/Program chair is responsible for sending a thank you letter to the guest speaker along with any thank you gifts. Other responsibilities may include overseeing the Events Committee.

d) **Membership Chair**

Maintains member records, including expiration dates and special membership drives. Responds to inquiries about the benefits of joining. The Membership Chair is also responsible for sending new members network information packets in a timely manner. During an event, the Membership Chair, together with the Finance Chair, is responsible for checking in and tracking members and guests. The Membership Chair oversees obtaining Member Spotlight speaker and promotion coordination. After each meeting, she will email all member attendees and provide them with the contact information of all who were in attendance. Other responsibilities may include overseeing the Membership Committee.

e) **Sales & Sponsorships Chair**

Generates sponsorship dollars for HWN. Develops, maintains and utilizes media contacts. Creates ways to promote HWN in the community. Other responsibilities may include overseeing the Sponsorship Committee.

f) **Finance Chair**

The Finance Chair shall have custody of HWN's funds and shall keep full and accurate accounts of receipts and disbursements of HWN and shall deposit all monies and other valuables in the name of and to the credit of HWN. The Finance Chair shall disburse the funds of HWN, have the authority to sign checks and to prepare financial statements at such intervals as the Board of Directors shall direct. The Finance Chair will be responsible for purchasing speaker gifts, perform such other duties and have such other authorities and powers as the Board of Directors or Director may prescribe. During an event, the Finance Chair, along with the Membership Chair, is responsible for checking in and tracking member and guests.

The Finance Chair is responsible for filing all non-profit paperwork and maintaining it in good status with the state and federal government. The Finance Chair is responsible for paying any non-profit fees and keeping HWN's status current. The deadline each year is May 15th. The Finance Chair will invoice new members if their payments are not received through PayPal and pay bills. The Finance Chair will prepare and present a monthly financial report to include the cash payments and cash receipts for the preceding month, and a summary of luncheon invoices sent (and to whom) for the preceding month. The Finance Chair also will prepare an annual report and proposed budget for the next year for Board review at the December planning meeting. In addition, the Finance Chair will provide a summary report of bank and PayPal account balances to Board meetings.

g) **Web & Social Media Chair**

Maintains branding, updates the website, and is responsible for other marketing pieces that need to be produced for special programs or events which HWN sponsors. Responsible for maintaining hosting, email accounts, and domains.

Maintains all social media accounts (Facebook, LinkedIn, Instagram and Facebook group) and posts current updates, pertinent information, and relevant stories. Will take photos during events to post to social media accounts. Liaison for vendor and outside communications. Other responsibilities may include overseeing the Web & Social Media Committee.

h) **Marketing & Secretary Chair**

Prepares the Board meeting agendas with input from Board and committee members. Manages Constant Contact communication to members, such as sending invites to monthly meeting invites and special events. Responsible for managing and maintaining Constant Contact and sending the registration list to the HWN Board on the Monday immediately preceding our member meetings. Prepares and launches surveys to members, such as for the annual Board election, general member surveys, and voting for the non-profit that HWN

will support for the year.

Must attend all regular and Board of Directors meetings and record all votes, actions, and minutes of all proceedings. Digital copies of the meeting notes are stored in the HWN Dropbox account. The Marketing and Secretary Chair is responsible for giving notice of all meetings from the Board. All minutes from the Board meetings shall be emailed to Board members within 2 days of the meeting. Other responsibilities may include proofreading and editing all network documents before distribution and overseeing the Marketing Committee.

3. Board Member Voting Tie or Tiebreaker

In the event of a Board member voting tie, the Board will present the topic at the next Board meeting and discuss. The board will vote to determine tie breaker.

4. Board Member Vacancy

A vacancy in any Board position may be filled for the unexpired term by a member elected by a majority vote of the Board of Directors.

5. Board Member Benefits

- a. Free membership (Board member pays the non-profit donation amount of \$10. Finance Chair will invoice Board members via PayPal, with payment due by the end of January). If a board member is also a sponsor and a free membership is one of the sponsorship benefits, the membership fee, less the non-profit donation, will be deducted from the sponsorship amount paid
- b. Sponsorship logo on the HWN website.
- c. Membership fee deducted from sponsorship amount (if a Board member is also a sponsor at a Gold, Silver, or Bronze level).

ARTICLE 6 — MEETINGS

1. Meetings

The lunch meetings of HWN are generally held on the third Tuesday of the month (except in December when the Board Planning meeting takes place). If a change in date is needed, the Board of Directors will provide adequate notification to the membership.

Lunch meeting fees are determined at the annual Board Planning meetings for the upcoming calendar year. The discounted lunch fee for members should cover the average lunch costs, including any delivery fees or gratuity.

Attendees should pre-register for the lunch meetings by the Sunday preceding the meeting date so there is less cash or check handling at the registration table. Those who do not pre-register may pay at the door. The registration fee will be higher, however, as determined by the Board.

If a member or non-member pre-registers and pays online, then ends up having to cancel, they may be eligible for a full refund. Cancellation requests received by the Sunday evening preceding the meeting date are 100% refundable. Cancellation requests received after Sunday

evening are non-refundable because the food order is placed Monday morning based on registrations.

In the event of inclement weather, lunch meetings and other scheduled events will be canceled if the Omaha School District closes. Registrants will be notified, and refunds will be issued in accordance with board policy.

2. Annual Election of Officers

The annual election of officers shall be held in the month of November. Elections of officers will be done through an online voting option, with results announced at the November meeting. All members will receive an email with a link to vote. Members may vote via proxy for the election of the new officers. The installation of officers will occur during the annual Board Planning Meeting in December.

3. Vote Required for Action

All matters voted upon at annual, regular, and Board of Directors meetings shall be determined by majority vote of eligible voting members present. As an alternative, a vote may be conducted electronically with all members or Board members receiving email notification.

4. Board of Director Meetings

The Board of Directors shall meet at least once a month and is subject to change. A quorum needs to be met and is defined as “the majority of the Board.” The meetings shall be held at a location determined by the Board of Directors; advanced recurring meetings will be made known through calendar invites. Virtual meetings will be an alternative option for Board members to attend the monthly meetings. If a Board member is absent 3 consecutive or 4 total meetings, they will be asked to resign. Note: special circumstances such as death in the family, etc. will not count as an absence.

Board members will submit their written reports/updates (including financial reports, registration updates and membership numbers) to the Secretary by the Monday prior to the meeting. The Secretary will include this information with agenda materials by the Wednesday prior to the meeting.

5. Guests

Guests are encouraged to join the HWN membership after attending 2 regular meetings. Non-members are not allowed to attend Board or committee meetings.

ARTICLE 7 — FINANCIAL MATTERS

1. Financial Records

HWN shall keep correct and complete books and records of accounts using generally accepted accounting principles.

2. Distribution of Assets upon Liquidation

Upon cessation of operations of HWN for whatever reason, the Board shall promptly proceed to gather HWN assets; collect any monies owed to HWN and pay the debts of HWN (including monies owed to members). At such time as HWN has paid its debts and settled its obligations or established reserves for or otherwise made provision to pay such debts and obligations, the assets of HWN shall thereupon be distributed equally to selected charities or services chosen by the Director, Assistant Director and Finance Chair. Ten percent of HWN's annual net income, plus \$10 per member, shall be donated to the non-profit/charity being sponsored for the year.

3. Sponsorships

Sponsorship opportunities are available for members, as well as the local business community. An updated Sponsorships page will be kept on the HWN website, www.heartlandwomensnetwork.com.

ARTICLE 8 — MISCELLANEOUS

1. Books and Records

HWN shall keep correct and complete books and records of its activities and shall also keep minutes of proceedings of the Board meetings. Since paper records are no longer kept, all relevant records should be uploaded to HWN's Dropbox account and organized by folders for ease of document retrieval by current and future Board members. The Dropbox account access shall be limited to current Board members, committee members, and advisors. HWN shall keep a register or database containing the names and addresses and membership status of all members, and other matters pertaining to membership.

2. Network Standards

a) Financial Obligation

All memberships are subject to review at renewal. If a member has not met her financial obligations to HWN, that individual will be dropped from membership.

- Complete a membership registration
- Finance Chair will handle dues and communicate payment information with Membership Chair
- Membership Chair will add to membership list
- Membership chair will send HWN welcome package to new member

b) Professional and Ethical Standards

Members are expected to conduct themselves in a professional manner, whether at meetings or within general activities of business. Any member found in noncompliance may be subject to suspension or termination of membership.

c) Non-discrimination Policy

Heartland Women's Network does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of Board members and members, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our Board,

membership, volunteers, vendors and guests.

3. Social Media Practices/Guidelines

Do's

- Post content that aligns with Heartland Women's Network mission, "To provide the structure women in the Heartland need in order to grow professionally and personally. Working together makes each of us more powerful, resilient, and self-sufficient. While we may have different professional and personal goals, we all share certain challenges. HWN will serve as your advocate and will help you with career development, difficult transitions and success strategies."
- Post content relating to women in the community.
- Post content regarding our events, sponsorships, and partnerships.
- Post content regarding our monthly Member Spotlight.

Don'ts

- Post content regarding politics or religion.
- Post content that is discriminatory or unethical.
- Post an exorbitant number of photos with alcohol...a small amount at an event is fine.
- Post photos of HWN Board members, members, or guests that are unprofessional or unflattering.

Facebook Don'ts

- Tag people in photos on Facebook.
- Post jobs/advertisements unless approved by Board. (Job postings and business promotional messages may be posted by individual members in the HWN Facebook group.)

ARTICLE 9 — ELECTIONS

1. Election and Term of Office for Board of Directors

The Board of Directors of HWN shall be elected by a majority of the members via a vote conducted electronically through a link that is provided to members. The Director must have served on the Board prior to being eligible. Each elected officer shall continue in that office for a term of 1 calendar year or until her earlier death, resignation, retirement, disqualification, or removal has occurred. Board members may run for re-election. If re-elected, Board members may serve additional 1 calendar-year terms. HWN members should be encouraged to consider running for a Board position so there is rotation of the Board composition and involvement of members to help lead the networking group.

2. Nominating Procedures

The Board of Directors will serve as the nominating committee. The slate will be presented to the general membership by e-mail prior to the annual meeting.

3. Time of Election

Elections will normally take place at the annual meeting or via an online voting option prior to

the meeting.

ARTICLE 10 — PROCEDURE FOR AMENDING BYLAWS

Typically, amendments to the Bylaws are discussed and approved by the Board during its December planning meeting. Requests for amendments to the Bylaws may be presented by any member to the Board during other times of the year. The Director shall modify the Bylaws with the proposed amendment(s) and then forward a draft to the Board for their review and approval. Any proposed amendment(s) must be passed by a simple majority of the Board members, whether in person at a Board meeting or via e-mail.