

The Sedona Women
DAMES WHO MAKE A DIFFERENCE

BYLAWS

Article I: Name

The name of this organization shall be The Sedona Women, Dames Who Make a Difference.

Article II: Objective

The Sedona Women, Dames Who Make a Difference, are dedicated to making a positive and lasting impact on the community of Sedona by providing opportunities to build relationships, to learn about our community and our world, to support community needs and to enhance the natural beauty and distinctive character of Sedona.

Article III: Corporate Structure

1. Nonprofit Status: The Sedona Women is a nonprofit 501(c)(3) organization incorporated under the laws of Arizona.
2. Fiscal Year: The fiscal year of The Sedona Women shall be from July 1 to June 30 of each calendar year.
3. Governance and Management: A Board of Directors, elected by the membership, will manage the affairs of The Sedona Women. The Board is responsible for the governance of the organization, including establishing organizational goals and executive limitations.

Article IV: Membership

1. Membership Criteria: 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.
2. Financial Contribution: Membership in The Sedona Women requires an annual payment of dues.
3. Membership Limits: The membership of The Sedona Women shall not be limited in number.
4. Process for Expulsion: A member may be expelled from the organization for just cause by a two-thirds (2/3) vote of the Board of Directors.

Article V: Membership Meetings

1. Location of General Meetings: All membership meetings of The Sedona Women shall be held monthly in Sedona, Arizona, beginning in September and ending in May.
2. Annual Membership Meeting: An annual meeting of the membership shall be held each year in May. The Secretary, or her designee, will take minutes of these proceedings.
 - a. New Board members are presented to the general membership for a vote. Once elected, new Board members will officially take their positions as of July 1.
 - b. Notification: Notice of the annual meeting and the slate of proposed Directors will be provided to the membership by email at least fifteen (15) days prior to the annual meeting.
 - c. Voting Rights: Each member of The Sedona Women shall be entitled to one (1) vote.
 - d. Quorum: Ten (10) percent of The Sedona Women membership shall constitute a quorum.
3. 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.
4. Cancellation or Rescheduling of General Meetings: The Board of Directors shall have the authority, for good and sufficient reason, to cancel or reschedule any regular monthly meeting.

Article VI: Board of Directors

A Board of Directors, elected by members of the organization, shall manage the affairs of The Sedona Women.

1. Board Composition:
 - a. The number of Directors shall be fifteen (15) members to include the four officers, immediate past president and chair of each committee.
 - b. Members of the Board of Directors shall be members in good standing of the organization.
 - c. The Immediate Past President shall serve as an ex-officio and a voting member of the Board for one year.
 - d. Members of the Board of Directors shall be chosen as follows:
 - i. Retiring Board members are encouraged to find candidates to fill their

- upcoming vacant positions and introduce these candidates to members of the Nominating Committee for vetting.
- ii. At the January and February general meeting, the President will ask the general membership for nominations to the Board.
 - iii. The Nominating Committee shall vet all potential Board candidates.
 - iv. The Nominating Committee shall present a slate of nominees to the Board of Directors for approval at the March board meeting or any special meeting if vacancies occur during the club year.
 - v. The approved slate of nominees shall be submitted for a vote to the membership at the annual meeting in May, or at any special meeting called by the President or Board of Directors.
 - vi. The election results shall be announced at the annual or special meeting.
2. Term Limitations: 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, and may not be re-elected to the Board beyond that until one (1) year has passed. Additionally, annually each Board may have the option to invite any retiring or previous Board member to serve a one (1) year term, with an option for an additional one (1) year to follow.
3. Term Commencement: The term of each incoming Director shall commence 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 new Directors are elected during the club year. However, outgoing Directors are expected to help with the transitioning of new Directors and the filling of their positions.
4. Meetings of the Board of Directors:
- a. Organizational Meeting of the Board: At the May Board meeting the Board of Directors shall elect its officers for the upcoming club year (July through June). The newly elected officers will be introduced to the general membership at the May annual meeting.
 - b. Regular and Special Meetings: The Board of Directors shall hold monthly Board meetings from September through May to conduct the business of the organization, provided there is a quorum of the Board of Directors present. The President, or a majority of the Board, may call special Board meetings by notifying Board members of the time, place and purpose.
 - c. Motions and Voting by Email: There may be times when the Board is required to make a decision that requires a Board vote, but cannot physically convene. Therefore, voting may be done by email with a Board member making a motion, it seconded by another and voted by the Board, all by email.
 - d. Quorum: A minimum of one-third (1/3) of Board members shall constitute a quorum at any meeting. A majority vote of Directors present is necessary to carry a decision.
 - e. Open Meetings: All Board meetings of The Sedona Women (with the exception of Executive Sessions) shall be open to any member of the organization.

5. Remuneration: No Director or Officer of The Sedona Women may accept remuneration for service to the organization, except the Board, at its discretion, may contract professional services from a Director or Officer. Such professional services must be beyond the scope of those services normally expected of a Director or Officer.
6. Attendance at Board Meetings: Any Board member absent from three (3) regularly scheduled Board meetings in succession or four (4) Board meetings during the nine-month club year may be terminated. The Board reserves the right to waive this provision under special circumstances.
7. Resignations: A Director may resign at any time by giving email notice to the Board or to the President of The Sedona Women. Such resignation shall take effect upon the date of receipt of such notice. The formal acceptance of such resignation shall not be necessary to make it effective.
8. Vacancies: In the event of a vacancy on the Board, the Nominating Committee shall recommend candidates for such openings. The Board nominates the replacement and the nominee is brought before the general membership for a vote at a regularly scheduled general meeting.

Article VII: Officers of The Sedona Women

1. Titles of Officers: The Officers of The Sedona Women shall consist of a President, Vice President, Secretary, Treasurer and such additional officers as the Board of Directors may from time to time elect or appoint.
2. Term: The term of Officers coincides with the financial year of July 1 through June 30.
3. Membership Requirement: Officers must be members in good standing of The Sedona Women.
4. Election of Officers: Officers of The Sedona Women are elected by a majority vote of the Board at the May board meeting and are introduced to the membership at the May annual meeting.
5. Removal of Officers: An Officer may be removed for cause by a two-thirds (2/3) vote of the Board.
6. Resignations: Any Officer may resign at any time by giving email notice to the Board or to the President. Such resignation shall take effect upon the date of receipt of such notice. The formal acceptance of such resignation shall not be necessary to make it effective.
7. Vacancies: In the event of an officer position vacancy, the Board, by majority vote, may elect another person to fill the vacancy. Such person will fill the position until the end of that term.

8. Term Limitations: Officers elected or appointed by the Board shall hold office for a one (1) year term and may be re-elected for two (2) additional successive one (1) year terms. Partial terms of over six (6) months will count as a full-year term; service of less than six (6) months will not count under this limitation.

Article VIII: Duties of Officers

1. President: The President shall convene and conduct Board and regular monthly general meetings of The Sedona Women organization.
2. Vice President: The Vice President shall assist the President as required and shall assume all the duties of the President in her absence.
3. Treasurer: The Treasurer shall maintain financial records, receive and disperse monies as required, and oversee and produce the Membership Directory.
4. Secretary: The Secretary shall take and maintain minutes of all Board meetings and maintain the archives digitally.

Article IX: Committees

Standing Committees of the Board: As soon as possible after election, the President shall appoint, from the Board of Directors, a chair for each standing committee. Members of these committees need not be Directors.

1. Executive Committee:
 - a. 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. 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. Shall develop the financial policies of the organization, review its financial condition, and engage auditors to carry out audits of the organization as needed.
2. Archives: The Secretary will keep digital records of Board meeting minutes and other pertinent records, press coverage and photographs of The Sedona Women organization.
3. Communications Committee: Disseminates organizational information to members and the general public.

4. Community Service Committee: Reviews and proposes to the Board worthy projects and special activities for member involvement.
5. Membership Committee: Maintains information on members' interests and cultivates opportunities for member involvement.
6. Nominating Committee:
 - a. The President shall appoint the Nominating Chair and committee members totaling 3-5 members, including the President.
 - b. Duties of the Nominating Committee are:
 - i. To present a slate of potential Directors to the Board for approval.
 - ii. To annually present a slate of Directors to the membership for election.
 - iii. To present a slate of Officers to the Board of Directors at the April board meeting.
 - iv. To recommend replacements to the Board of Directors for Officers or Directors who leave office for whatever reason.
 - v. To look for qualified Board and committee candidates throughout the year.
7. Program Committee: Plans and arranges monthly meeting programs.
8. Public Relations Committee: Solicits newsworthy information from committee and project chairs works and works to see that this information is shared both internally to our members and externally to the local media. _
9. Scholarship Committee: Recruits and makes recommendations to the Board for approval of applicants for the Helen Wolfe Scholarship.
10. Social Committee: Makes restaurant arrangements for luncheons to follow most general meetings, organizes the annual in-home, member-hosted lunch (usually in February), year-end luncheon in May and special parties and events, including the location of the annual Board Reunion Party.
11. Trips Committee: Researches and proposes to the Board potential single and multiple day excursions.
12. Ways and Means Committee: Finds the ways and means with which to raise revenue.
13. Welcoming Committee: Greets and registers members and guests at meetings and events and manages name tags.
14. Ad Hoc Committees: The President shall appoint, from time to time, ad hoc committees to accomplish specific objectives.

Article X: Amendments

1. The Board of Directors shall revise or repeal the bylaws of the organization by a two-thirds (2/3) majority vote of the Directors.
2. Changes to the bylaws must be discussed at two successive regular Board meetings prior to voting on them.

