

# Whatcom Women in Business

## Bylaws

### ARTICLE I—MEMBERSHIP

#### 1. **Mission**

The mission of WWiB is to connect businesswomen through leadership, professionalism, mentoring and serving our community.

#### 2. **Purpose**

The purpose of Whatcom Women in Business (WWiB) is to empower and support professional women<sup>1</sup> by fostering a community that promotes leadership, mutual support, and personal and professional growth. Through recognition, mentorship, scholarships, and charitable initiatives, WWiB is dedicated to advancing the success and positive image of women in business.

#### 3. **Membership Composition, Qualifications, and Status**

- a. **Active Membership** in Whatcom Women in Business shall consist of women who are: currently working in or retired and living in Whatcom County.
- b. To maintain Active Member status, members must:
  - Stay current with membership dues;
  - Attend a minimum of five (5) Regular Membership Meetings (as defined by Article I, Sec. 10);
  - Participate in at least one committee;
  - Commit to supporting the programs of Whatcom Women in Business as needed, which may include but are not limited to:
    - Nominating awards recipients;
    - Procuring auction items;
  - Promoting programs within the community;
  - Participate in events;
  - Reflect and uphold the values of Whatcom Women in Business.

Active Members are voting members and may exercise their voting rights in person at any Regular Meeting of the Membership. Electronic voting in meetings will be permitted as determined by the Board of Directors.

- c. **Patron Membership:** A Patron Member must qualify and apply for membership the same as an Active Member, currently working in, retired or living in Whatcom County. Patron Members must have been active members for at least three years before

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<sup>1</sup> Includes anyone who identifies as a woman.

applying. Patron Members do not have voting rights; this privilege is reserved for Active Members. Patron Members are invited to serve on committees but are not required to;

Up to a maximum of twenty-five percent (25%) of the body of this organization may consist of Patron Members.

- d. To maintain Patron Member status, members must:
- Stay current with membership dues;
  - May attend up to (3) three Membership Meetings, one of which must be a Regular Membership Meeting (as defined by Article I, Sec. 10);
  - Commit to supporting the programs of Whatcom Women in Business as needed, which may include but are not limited to:
    - Nominating awards recipients;
    - Procuring auction items;
  - Promoting programs within the community;
  - Participate in events;
  - Reflect and uphold the values of Whatcom Women in Business.
- e. **Inactive Membership:** Any member who fails to meet the above-listed requirements shall be deemed “inactive”. If a member becomes inactive, she will be considered a member not in good standing and therefore no longer eligible to vote. Members may appeal to the Board of Directors to request an extension of special needs due to failure to attend the required number of meetings.

#### **4. Application for Membership**

A prospective member can apply for membership after attending one regular membership meeting and submitting their application to the Membership Chair, who will review the applicant's qualifications and determine whether they meet the membership requirements. The Membership Chair will submit the application and a recommendation to the full Board for a formal decision. If approved, the Membership Chair will notify the applicant with a formal letter of membership, outlining the terms and dues. If denied, Applicants may appeal the decision in writing to the Membership Chair within 10 days of being notified. The Membership Chair will direct any appeals to the Executive Committee, which will determine whether to bring the request back to the full Board for a second review. Applicants who are declined for membership must wait six months before reapplying.

#### **5. Limitations on Membership**

The Board of Directors may restrict membership positions to fulfill its responsibility of maintaining a balance of businesses and professions represented in the membership. Members are encouraged to discuss their businesses, products, promotions, and/or events with the membership; however, they may not use the organization as a forum to solicit participants for their business.

## **6. Termination of Membership**

Any Member who is deemed unqualified, for unethical or immoral business practices, or a reason presented to the Board by a Director or Officer in writing or at a regular Board meeting, may be terminated from membership in WWiB by a majority vote of the Board of Directors at any regular or special set meeting of the Board. If a member is terminated, prorated dues will be refunded from the date of termination through the end of the paid term.

## **7. Leave of Absence**

A leave of absence due to extraordinary circumstances may be granted in writing by the Board of Directors upon petition by a member. If granted, the member's term will continue to run, but the member relinquishes all privileges and is relieved of all obligations during the leave. The member's position will remain vacant during the leave period. Such vacancies shall reduce the current membership to establish a quorum.

## **8. Dues**

The rate for dues is established and may be changed by a two-thirds vote of the Board of Directors voting at any duly constituted Board meeting. Dues are payable on or before January 1 of each year. For members joining during the current year, dues are prorated by the month joined. Dues become delinquent if not paid by February 1 in the same year. A late fee as set by the board will be charged if dues are paid after the due date. An appeal may be submitted in writing to the board regarding late fees by members who feel they have extenuating circumstances.

## **9. Annual Membership Meeting**

The Annual Meeting of the membership shall be held at a place designated by the Board of Directors during the November membership meeting each year. Any business proper for consideration by the membership may be considered at the Annual Meeting, whether or not such business is specified in the notice of the Annual Meeting. Notice of Annual Meeting may be sent by electronic notification.

## **10. Regular Membership Meetings**

The Board of Directors shall call for a minimum of nine (9) Regular Meetings of the Membership per calendar year. Regular Meetings of the Membership shall be held on the fourth Tuesday of each month in the evening, except when this day conflicts with a holiday or as determined by the Board of Directors. The Board of Directors shall designate the time and place of the meetings. A meeting of the membership that adheres to the schedule, quorum, and other provisions set forth in this Article of the bylaws shall be determined to be a Regular Meeting if it is called to order and presided over by a duly elected member of the Executive Board, and any actions recorded by the organization Secretary or her designee.

## **11. Special Membership Meetings**

Special meetings of the membership may be held at a place designated by the Board of Directors, the President, or one-tenth of the membership. Only businesses specified in the meeting notice may be considered at a special meeting of the membership.

## **12. Notice**

Notice of the time and place of membership meetings shall be delivered to each member in person or by electronic notification, sent to the last address provided by the member to the Membership Chair of the organization.

## **13. Quorum**

The presence in person of at least thirty percent (30%) of the members shall constitute a quorum for the transaction of business at any duly called membership meeting. Except as otherwise required by the Bylaws, the act of a majority of the members present in person at a membership meeting shall be the act of the membership.

## **14. Order**

The most current edition of Robert's Rules of Order in effect at the time of the meeting shall be used as the parliamentary authority at all meetings.

## **15. Electronic Voting**

Electronic voting is permitted in meetings as necessary and as determined by the Board of Directors.

## **16. Grievance Procedure**

Filing a Grievance: All grievances must be submitted in writing to the Governance Committee (as defined by Article II, Sec. 4), detailing the nature and basis of the complaint, specifying which policy, procedure, or bylaw was violated, indicating whether any action has been taken to remedy the situation, and outlining the requested remedy.

Submission Deadline: Grievances must be submitted within six months of the incident or from when the member first became aware of it.

Notification Process: The Governance Committee will contact the member within a reasonable amount of time to inform them that their grievance has been received.

Review by the Governance Committee: Within 30 days of receiving notification, the Governance Committee determines whether the grievance falls within the scope of the organization's bylaws. If accepted, the Governance Committee will facilitate a resolution with the parties involved.

Conflict of Interest: In such cases where a member of the Governance Committee is mentioned as an offending party in the grievance, the member shall recuse themselves from facilitating a resolution. If deemed necessary by the remaining committee members, an alternate committee member may be selected from the Board.

## ARTICLE II—BOARD OF DIRECTORS

### 1. Powers and Qualifications

The affairs of the organization shall be managed by the Board of Directors. Directors shall be members in good standing of Whatcom Women in Business. The terms "Board Member" and "Director" shall be used interchangeably.

### 2. Officer Positions and Duties:

The Executive Board shall consist of the President, Vice President, Secretary, and Treasurer. Duties of the Officers shall be determined by the Board of Directors and at a minimum shall include the following:

- a. **President** shall preside at all meetings of the Board and be an ex officio member of all committees. The President may execute instruments, contracts, or other documents on behalf of the corporation, subject to approval of the Board of Directors. The President shall, in consultation with the Secretary shall approve a written agenda for each meeting, which will be made available to attendees.
- b. **Vice President** shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Directors may prescribe from time to time. The Vice President chairs the Governance Committee.
- c. **Secretary** shall attend all meetings and accurately record the minutes at all meetings and sign the minutes after they have been approved by the Board of Directors. Minutes shall include official actions and resolutions. The Secretary shall also carry out or oversee that all responsibilities customary for a corporate secretary are carried out, including the distribution of Board minutes and reports, publishing of all necessary notices, and the handling of other correspondence as directed.
- d. **Treasurer** shall supervise the accounting of all receipts and disbursements and shall provide a financial report to all the members of the Board at each regular Board meeting. All Officers are authorized to sign checks, by original signature only, as long as this is consistent with the Board-approved annual budget. The Board may designate additional signers, as it deems appropriate and necessary.

### 3. Number

The number of Board Members of the organization shall not exceed twenty (20), and at a minimum, shall consist of the President, Vice President, Secretary, Treasurer, and Membership Chair. No person serving as a Director or Officer shall have more than one vote on the Board. The Board of Directors may increase or decrease the number of Directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent or reducing the number of directors to less than five (5).

#### **4. Nomination and election of Board Members**

The President, Vice President, Secretary, and two additional Board members shall constitute the Governance Committee and shall nominate a slate of Officers and Directors for Board position vacancies. This slate shall be presented to the Membership for a vote at the annual membership meeting in accordance with the bylaws. No Director may hold more than one position or office concurrently.

#### **5. Election and Term**

Election of Directors shall take place at any regular or special meeting during the final quarter of each calendar year via paper ballots or electronic ballots, collected by the Secretary or designee of the Board and the results verified by the Board President, and confirmed by vote at the next Board meeting. Election results will be shared electronically with the Membership. The term of office for Directors shall be January 1 through December 31. All Directors are appointed for an initial two-year term. Subsequent one-year terms are permitted, provided that the membership votes and confirms the election of that Director. A Director's voting rights and term of office, if any, in the corporation shall cease upon the date of expiration of the term, resignation, death, incapacity, or termination of membership.

#### **6. Removal or Resignation**

Any Director or officer who is deemed unqualified, for unethical or immoral business practices, or any reason presented to the Board by a Director or Officer in writing or at a regular Board meeting, may be removed from the Board by a majority vote of Directors.

Directors or Officers are expected to attend scheduled Board meetings to maintain their status as active Board members. Absences beyond two meetings may be cause for termination from the Board. However, exceptions can be made at the discretion of the Governance Committee.

Resignation of a Board Director from the Board during an active term must be submitted in writing to the Board. A member's membership in the corporation is automatically terminated upon that member's death or that member's own medical incapacity (in the sole opinion of the Board).

#### **7. Leave of Absence**

Members unable to carry out the duties of Board membership for more than sixty (60) consecutive days should consider resigning, unless a leave of absence is approved. A leave of absence may be granted under exceptional circumstances if a written request is submitted to the Governance Committee, and such leave is subsequently approved by the Governance Committee. The specific duties of the position and the ability to delegate those duties to the director's committee will be taken into consideration.

#### **8. Vacancies**

If a Board member resigns or is otherwise unable to complete her term, the Governance Committee may appoint a qualified Member in good standing to the position in temporary

status, to fulfill that member's unexpired term. If an Officer position becomes vacant before the end of the elected term, the Governance Committee shall nominate a Director or Member to fill that office, and an election by the Board shall take place at the next regular Board meeting or by duly noticed and authorized electronic vote.

### **ARTICLE III—MEETINGS OF BOARD OF DIRECTORS**

#### **1. Annual Planning Retreat and Annual Meeting**

The Annual Planning Retreat of the Board of Directors shall be held in January at a place, date, and time set by the President and, proper notice will be given to all Directors. The annual meeting of the Board of Directors shall be held in January or at any regular Board meeting as called by the Board President.

#### **2. Regular Meetings**

The Board of Directors shall meet a minimum of six (6) times during the calendar year on such a date and at a place and time as designated by the President.

#### **3. Special Meetings**

A special meeting of the Board may be called at any time or place by the President or any three (3) members of the Board. A special meeting shall only be called if the business to be conducted cannot reasonably be performed at the next regularly scheduled Board meeting. A notice stating the time, place, and nature of the business to be transacted at such special meeting shall be transmitted by email with a delivery receipt request to all members at least 48 hours before the meeting. A quorum, as defined below, shall be required to conduct any official action at a special meeting. The 48-hour notice requirement may be waived in emergent instances where the purpose of the meeting includes, but is not limited to, a significant threat or opportunity that affects the financial or physical assets of the organization, provided that a quorum, as defined below, is present.

#### **4. Board Committees**

Committees and their duties shall be authorized and outlined in a committee charter and approved by the Governance Committee. The Governance Committee will annually review the charters to ensure they are up-to-date and appropriate. They will work closely with the committees to implement necessary updates. All committee charters shall be in compliance with these Bylaws. Should any charter be inconsistent with these Bylaws, the Bylaws shall govern.

#### **5. Quorum**

A simple majority of the existing Board members shall constitute a quorum at all meetings, provided that the President or Vice President attends the meeting. In those instances in which neither the President or Vice President is in attendance, a supermajority of 60% of the existing Board members shall constitute a quorum, with those in attendance electing from among their ranks an officiator for the purposes of conducting the business of the meeting.

## **ARTICLE IV—ADMINISTRATIVE AND FINANCIAL PROVISIONS**

### **1. Fiscal Year**

The fiscal year of the organization shall be January 1 to December 31.

### **2. Books and Records**

The organization shall keep current and complete books and records of accounts. The organization shall keep minutes of the proceedings of meetings of the Board of Directors.

### **3. Amendment of Bylaws**

These Bylaws may be altered, amended, or repealed by the membership at any duly constituted meeting of the members, so long as a quorum of the Board of Directors has previously approved any such amendment. Notice of the proposed amendment must be included in the notice of the meeting.

## **ARTICLE V—FINANCES**

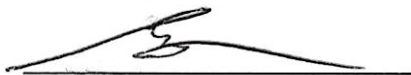
The Executive Committee, consisting of the President, Vice President, Secretary, and Treasurer, shall propose a budget at a regular Board meeting in the final quarter of the year for approval by vote of the Board. The Board of Directors may modify the budget. No member, officer or director shall incur debts on behalf of the organization which are not provided for in the budget or which would create a liability in combination with other projected debts, greater than the projected receipts of the organization during the following twelve-month period.

## **ARTICLE VI - ADOPTION OF BYLAWS**

The undersigned President of the Board of Directors certifies that the Bylaws have been amended as per Article. IV, Sec. 3.

Bylaws Amended by the Board of Directors: June 10, 2025

Ratified by the General Membership: June 24, 2025



Grace Peschek, President

Date: June 24, 2025