

**BY LAWS
WOMEN BUSINESS OWNERS (WBO-PGC)
of PRINCE GEORGE'S COUNTY, INC.**

ARTICLE I - NAME

This organization shall be known as the Women Business Owners of Prince George's County, Inc. (hereinafter referred to as WBO-PGC located in Prince George's County, Maryland. This organization shall be composed of women business owners as defined by the bylaws.

ARTICLE II – PURPOSE

WBO-PGC exists to educate, support and empower women business owners whose business serves Prince George's County, Maryland.

ARTICLE III - OBJECTIVES

The objectives of the WBO-PGC of Prince George's County, Inc., organized as non-profit Maryland corporation, are to:

- A. Provide a support network for women who own and operate businesses through membership services and meetings that encourage professional growth, development and leadership.
- B. Provide a community voice for women who own businesses.
- C. Foster the economic stability of businesses owned by women.
- D. Improve the climate for entrepreneurship and small or growing businesses at the local and state levels through participation in the public policy-making process.
- E. Encourage business ownership by women.

ARTICLE – BUSINESS LOCATION

The principal office, the registered office and such other offices as may be established shall be at a place or places as designated by the Board of Directors, but in no event shall the principal office, the registered office, or such other offices, be located outside of the State of Maryland.

ARTICLE V – MEMBERSHIP

Section 1. Qualifications

- A. Full Membership: Any person may become a full member or maintain membership in WBO-PGC if that person pays annual dues, and owns a business as an individual, partner or stockholder (excludes multilevel marketing businesses and agents).

- B. Associate Membership: Any individual or an institution or nonprofit organization that, by its nature, furthers the success of women business owners may become an associate member. Associate members shall have full voting privileges (includes multi-level marketing business members and agents).

- C. Supporting Membership: Institutions that support women-owned businesses may become a supporting member. Supporting members shall not have voting privileges.

- D. Honorary Membership: The Board of Directors may grant Honorary Membership to individuals at its sole discretion and regardless of whether the individual meets the requirements for membership set forth above. Honorary members shall have full voting privileges.

Section 2. Rights of Membership

Each Full, Associate, or Honorary member shall be entitled to one vote on each matter submitted for a vote at meetings of the membership, except as otherwise provided herein for the election of Officers and Directors of WBO-PGC. Membership in WBO-PGC is non-transferable.

- A. Full, Associate, and Honorary members who meet the membership qualifications set forth in ARTICLE 5, above, are eligible to vote at any meeting of members.

- B. A one-third majority of the membership constitutes a quorum.

- C. The affirmative vote of the majority of the votes cast, whether in person or by ballot, shall be the act of the membership on that matter.

- D. Voting on all matters except the election of officers and directors shall be by voice or by a show of hands at the annual meeting.

ARTICLE VI – OFFICERS AND BOARD OF DIRECTORS

The officers of the WBO-PGC shall consist of the following positions:

President
First Vice-President (President-Elect upon acceptance)
Vice President
Secretary
Treasurer
Past President

Section 1. Duties of the Officers

- A. It shall be the duty of the **President** to be the principal executive officer of WBO-PGC and, subject to the control of the Board of Directors, shall supervise and control the management of WBO-PGC in accordance with these By-Laws. In order to serve as President, an individual must be a Full member in good standing and have served a prior term as an Officer or Director. The President, when present, shall preside at all meeting of members and the Board of Directors. In addition, the President shall:
1. Manage the overall operations of the WBO-PGC
 2. Set the agenda for meetings of the Board of Directors.
 3. Appoint a Nominating Committee of at least three (3) members.
 4. Appoint such other special committees as may be deemed necessary from time to time by the Board of Directors.
 5. Sign, with any other proper officer, any deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of WBO-PGC, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent; and, in general, she/he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- B. It shall be the duty of the **First Vice President**, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of that office. The First Vice President shall become President for a one year term immediately following the term completed by the President. The First Vice President shall:

1. Perform all duties incident to the office of First Vice President and such other duties and have such other powers as may be prescribed by the Board of Directors from time to time.
 2. Assist in the planning and administration of WBO-PGC.
 3. Perform all duties incident to the office of Vice President and such other duties and have such other powers as may be prescribed by the Board of Directors from time to time.
- C. It shall be the duty of the **Vice President**, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President or First Vice President, perform the duties and exercise the powers of that office.

The Vice President shall:

1. Assist in the planning and administration of WBO-PGC.
 2. Perform all duties incident to the office of Vice President and such other duties and have such other powers as may be prescribed by the Board of Directors from time to time.
- D. It shall be the duty of the **Secretary** to keep accurate records of the acts and proceedings of all meetings of members and the Board of Directors. In order to serve as Secretary, an individual must be a Full member in good standing for a minimum of one (1) year. In addition, the Secretary shall:
1. Give all notices required by law and by these By-Laws.
 2. Have general charge of WBO-PGC books and records, and of the WBO-PGC seal.
 3. Affix the corporate seal to any lawfully executed instrument requiring it.
 4. Have general charge of the correspondence of WBO-PGC.
 5. Sign such instruments as may require his/her signature.
 6. Perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or the Board of Directors.
- E. It shall be the duty of the Treasurer to maintain custody of all funds and securities belonging to WBO-PGC, and shall receive, deposit or disburse the same under the direction of the Board of Directors. In order to serve as Treasurer, an individual must be a Full member in good standing for a minimum of one (1) year. In addition, the Treasurer shall:
1. Keep full and accurate accounts of the finances of WBO-PGC.

2. In general, perform all duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the President or by the Board of Directors.
3. Ensure a complete, objective audit is performed by

Section 2. Term of Office

Election of each office shall be for a term of one year and each officer shall be elected to a term of one (1) year that shall begin on September 1. In order to serve as an officer, an individual must be a Full member in good standing for a minimum of one year.

Section 3. Board of Directors

- A. The Board of Directors shall be composed of the officers of WBO-PGC listed in Article VI. The President of WBO-PGC shall be the chairperson of the Board of Directors. Each Director will chair a committee and assume other responsibilities as deemed necessary by the Board. All Directors shall have such authority and perform such duties in the management of WBO-PGC as provided in these by laws, or as determined by the Board of Directors not inconsistent with these by laws.
- B. The Immediate Past President shall serve on the Board of Directors in an advisory capacity with no voting privileges for one year after the end of the elected term and perform such duties as may be assigned by the President or the Board of Directors.
- C. In order to serve as a Director, an individual must be a WBO-PGC member in good standing for a minimum of one year.

Section 4. List of Committees

The committees on the WBO-PGC Board of Directors are: Membership, Communications, Programs, Grant, Sponsorship, and Gala. Each committee has a Director who is appointed by the President.

Section 5. Duties of the Directors

- A. It shall be the duty of the **Membership Director** to organize all membership efforts, notify members in writing who are delinquent in payment of annual dues, coordinate member services, and manage the membership data base. She shall also ensure that the most accurate and updated database is provided to officers and directors on a monthly basis. She will perform such other duties as may be assigned

from time to time by the President or by the Board of Directors.

- B. It shall be the duty of the **Communications Director** to coordinate publicity for the organization, develop and operate the website, compile and distribute the monthly newsletter, coordinate promotional activities, develop a flyer for each monthly meeting, reproduce the program for each monthly meeting. She will perform such other duties as may be assigned from time to time by the Board of Directors.
- C. It shall be the duty of the **Programs Director** to coordinate speakers and activities for monthly meeting programs, produce meeting program and other related materials, promote and incorporate subcommittee activity in monthly meetings and printed programs and/or other related materials. She will perform such other duties as may be assigned from time to time by the Board of Directors.
- D. It shall be the duty of the **Grants Director** to manage the grant committee, facilitate the grant application and screening process, coordinate mentor training and activities, and coordinate grant recipient communication, training, activities and graduation.
- E. It shall be the duty of the **Sponsorship Director** to lead and direct the plans, strategies and programs to solicit sponsorship funds for organization and special events, design sponsorship packages, forms and correspondence to maximize organization contributions, manages committee activities for execution of sponsorship amenities and facilitates follow up.
- F. It shall be the duty of the **Gala Director** to lead and direct the plans, budget, management and overall execution of the bi-annual gala, manage the Gala Committee activity, works directly with President (planning and execution), Treasurer (financials) and Board overall, provide event updates to BOD and membership and produce recap report.

Section 6. Nominating Committee

The Nominating Committee shall consist of no less than three (3) members, appointed by the President with the consent of a majority of the Board of Directors.

Section 7. Additional Committees

Additional Committees shall be appointed as needed by the President with the consent of a majority of the Board of Directors. Duties and responsibilities will be determined at that time.

Section 8. Nominations and Elections

- A. Qualified candidates for election as Officers and Directors shall be nominated by the Nominating Committee or by petition for nomination submitted pursuant to procedures established by the Board of Directors. In May of each year, the Nominating Committee or Board of Directors shall prepare written ballots listing each of the candidates for such Officer and Director so nominated. Elections will be held at the annual membership meeting in June of each year and the Officers and Directors will take office September 1 of the year in which they are elected. Officers and Directors will serve a term of one year.

- B. At the annual meeting in June or at another time selected by the Board of Directors and with appropriate advance notice given to members, members present at the meeting will vote by oral or written ballot on a slate presented and voted upon by the Board of Directors. For each position, the candidate who receives the highest number of votes shall be deemed to have been elected. Results will be tabulated by the President or the Nominating Committee and reported to the membership after the voting takes place. New board members will start their terms effective September 1 following the elections.

- C. Any individual Officer or Director may be removed from office with cause by a vote of the majority of the Board of Directors. An Officer or Director may be removed if the Officer or Director no longer owns a business, misses two consecutive meetings of the Board, is unable to carry out assigned duties, is guilty of misconduct, or misrepresents the organization. If any Officer or Director is so removed, a new Officer or Director may be elected at the same meeting.

- D. Any Officer or Director may resign at any time by giving written notice to the Board of Directors or to the President. The resignation shall take effect at the time specified in the notice and, unless otherwise specified in the notice, Board acceptance of the resignation shall not be necessary to make it effective.

- E. Any vacancy of an office or directorship because of death, resignation, removal or any other cause shall be filled for the unexpired portion of the term by a majority vote of the remaining members of the Board of Directors.

- F. The Officers and Directors of WBO-PGC shall not be entitled to compensation by reason of their acting as Officers or Directors of WBO-PGC.

- G. Each Director or Board member has one equal vote. Board business shall be conducted by voice vote or a show of hands.

- H. Five members of the Board of Directors shall constitute a quorum. A majority is required to pass a motion.

ARTICLE VII - MEETINGS

Section 1. Regular Meetings

Meetings of the members shall occur once per month in the months of September through June of each year, or at such other times as the Board may agree. Members are notified of the date, time, location and cost of the meetings by way of the newsletter, email, and flyers distributed at each meeting.

Section 2. Annual Meetings

The annual meeting of the members of WBO-PGC shall be held at the regular June meeting unless the Board of Directors decides otherwise and gives appropriate notice. The purpose of the annual meeting is to elect Officers and Directors for the following year and to conduct other business which requires member involvement.

Section 3. Board of Director Meetings

Meetings of the Board of Directors shall occur once per month during the months of September through June of each year, or at such other times as the Board or Executive Committee may agree. Date, time and location shall be determined by the Board and communicated to all Board members in a timely fashion.

ARTICLE VIII – FIDUCIARY RESPONSIBILITIES

Section 1. Contracts

The Board of Directors may authorize any officer or officers, or agent or agents to enter into any contract or to execute and deliver any instrument on behalf of WBO-PGC, and such authority may be general or confined to specific instances.

Section 2. Loans

No loans shall be contracted on behalf of WBO-PGC, and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts

The Board of Directors may authorize two officers to sign checks or drafts on such account or accounts as shall be established by WBO-PGC. Such authorization shall be by a duly adopted resolution of the Board of Directors.

Section 4. Deposits

All funds of WBO-PGC not otherwise reserved shall be deposited.

ARTICLE IX – ACCOUNTING CONSIDERATIONS

Section 1. Specific Accounting Procedures and Conventions

WBO-PGC shall keep its financial records in accordance with generally accepted accounting procedures.

Section 2. Designation of Fiscal Year

WBO-PGC shall operate on a fiscal year to be determined by the Board of Directors.

Section 3. Annual Reports

The annual financial report of WBO-PGC shall be prepared by the Treasurer or as directed by the Board of Directors.

Section 4. Audit

An annual audit of the financial status shall be conducted as directed by the Board of Directors.

ARTICLE X – BOOKEEPING AND RECORDS

Section 1. Obligation to Keep

The Secretary or other individual as designated by the Board of Directors shall keep correct and complete books and records of account and keep minutes of the proceedings of the Board of Directors.

Section 2. Rights of Members

Any person who shall have been a Full, Associate, or Honorary member for at least six months shall, upon written request to the President, have the right to examine in person or by agent or attorney, WBO-PGC's books, records of account, minutes, and record of members.