

Article 1 – Name of the Group

The Group shall be called Clayton Women in Networking (WIN).

Article 2 – Objectives

Mission Statement: Supporting and empowering women entrepreneurs and professionals through development opportunities and networking to make a positive impact on the community.

Vision Statement: We will be a recognized and highly sought-after organization and resource in the community, distinguished by the services, guidance, and support we provide women.

Article 3 – Offices

- The principal office of Clayton WIN shall be located at PO Box 1675, Clayton, NC 27528
- Clayton WIN may have other PO Boxes or physical office locations as the Board of Directors may determine or deem necessary, or as the needs of the organization may find a need to establish, either on a temporary or permanent basis.

Article 4 –Members

Section 1 –Admission for Membership

- Prospective members must attend (2) WIN functions before applying to join including 1 General Meeting. Then, they must join WIN before attending additional monthly meetings, participating in WIN social activities or functions, or receiving other WIN member benefits. Membership in Clayton WIN shall be open to any professional woman who desires to promote the objectives of WIN, actively participate in WIN activities, and participate in the yearly fundraising and professional development activities.
- Once a prospective member submits her application online and pays her dues, the Membership Chair will confirm she has attended two events and is otherwise eligible to join. Once this is confirmed she will be added to the membership list and assigned a WIN sister.
- A second tier of membership opportunity is available as ‘Friend of WIN’. This is intended for corporations that would like to support our cause and vision with a yearly donation of \$250, without the benefits of regular membership.

Section 2- Requirements for Membership

- Each individual member of Clayton WIN is required to pay annual dues to the organization; company and/or corporate memberships are not available.

- Membership dues are paid in full at the time of application. Dues are not prorated based on date of application. Special payment arrangements may be considered by the Board on a case-by-case basis.
- All WIN members are encouraged to work on at least one WIN activity, including, but not limited to (1) fundraising activity, (1) community service project, (1) WIN ad hoc committee, or (1) special project each calendar year.
- Only current, active WIN members can vote for new Board members during the November meeting.

Section 3 – Payment of Dues

- Invoices for membership renewals will be issued every January.
- Special payment arrangements may be considered by the Board on a case-by-case basis.
- The WIN Board can decide whether member dues will be changed each year. Changes in dues are to be approved by majority vote of the Board members. These changes (if any) are to be announced during a WIN general meeting, as well as posted on the WIN website, Facebook page, and WIN Newsletter.
- Membership dues will not be refunded upon resignation from WIN.

Section 4 – Members in Arrears of Dues

- Members in arrears of dues more than 30 days shall forfeit all WIN membership benefits. This includes website listing, member email notifications, attending monthly general meetings and participating in off-site WIN social events or professional development activities, unless those activities are open to the public.
- Any member who has not paid her dues within 30 days of the invoice due date may submit another application and pay her dues in full to be added back to the membership roster and restore her membership benefits.

Section 5- Resignation

- A member may resign from WIN by a written note to the Membership Chairperson, or by simply not paying the WIN member dues by the due date.
- Being an absent member (not attending regular meetings) does NOT constitute resignation.

Article 5 – Board of Directors

Section 1- General Powers and Responsibilities

- Clayton WIN shall be governed by a Board of Directors (the “Board”) which shall have all the rights, powers, privileges, and limitations of liability of directors of a

non-profit entity organized under the Non-Profit Corporation Act of North Carolina.

- The Board shall establish policies and procedures governing the activities and programs of Clayton WIN and shall delegate to the WIN President and other elected officers, subject to the provisions of these bylaws, the authority and responsibility to ensure that the policies and procedures of Clayton WIN are appropriately followed.
- The Board shall review the Bylaws at least on an annual basis, and provide updates or amendments as needed.
- Any updates or amendments will require a majority vote of Board members.
- WIN Bylaws should only be updated or amended with the intent of supporting and enhancing the long-term objectives of Clayton WIN.

Section 2 – Number and Qualifications

- The Board of Directors shall have up to 10 elected Board members and can consist of President, Vice President, Finance (Treasurer), Secretary, Activities Chairperson, Programs Chairperson, Membership Chairperson, Resource Chairperson, Public Relations and Community Outreach. The number of Board members may be increased or decreased by the affirmative vote of a simple majority of the then-serving Board of Directors.
- In the absence of a particular position, the President will delegate those responsibilities to the rest of the Board members. All positions do not need to be filled for Clayton WIN to function.

Any member who is in good standing and willing to assume the responsibilities of serving on the Board shall be eligible to hold an elected office. In addition to the above, candidates for the office of Vice President shall have preferably served at least a One year term on the Board of Directors as a Chairperson.

Section 3 – Board Compensation

- Board members shall receive no direct financial compensation for serving on the Board.
- Board members can be reimbursed for expenses incurred on behalf of Clayton WIN during a fundraising activity or WIN event, provided that the expense incurred falls within the budgetary guidelines previously approved by the WIN Board for that specific activity.

Section 4 – Board Member Attendance & Voting

- WIN Board members are expected to attend all the regularly scheduled Board meetings, all of the monthly general meetings, and as many of the other WIN events as her schedule permits. If a personal situation arises that affects a Board member's ability to attend these meetings consistently, she should discuss this with the President right away.

- If a Board member misses more than 3 Board meetings and/or monthly general meetings, that member may be removed at the discretion of the current WIN President and the vacancy can be filled by action of the remaining members of the Board of Directors.
- Each Board member will have only 1 vote and will not be allowed to vote by written proxy.
- The presence of 55% Board members at a Board meeting (either in person or via phone or web conference) shall constitute a quorum for the transaction of business. If at any time there is a tie vote on any issue, then the President's vote shall be the deciding vote.
- If a quorum is not present at a meeting, then the Board members in attendance may adjourn the meeting until a future date when a quorum can be present and available to conduct business.
- The Board may conduct business and vote via email if something urgent comes up between regularly scheduled Board meetings. Voting via email requires 100% participation by all Board members, meaning every Board member must submit their vote to the President.

Section 5 -Board Elections

- The Nominating Committee shall consist of the current Vice President and 1 additional WIN member (from the Board or at-large).
- Any WIN member interested in nominating a fellow WIN sister or being considered herself for a specific Board position (other than President) needs to notify the current WIN Vice President no later than August 15 so their name can be added to the list of potential nominees and confirmed prior to the September WIN general meeting.
- The voting for Board officers shall take place at the September WIN general meeting. If only 1 person has been nominated for a Board position, then a confirmation vote of that nominee can be held by a simple show-of-hands vote. If more than 1 person has been nominated for a Board position, then the Board can decide if the vote will be conducted by show-of-hands or written ballot.
- Elected officers shall have the opportunity to attend the remaining Board meetings to observe the process and get caught up on their new duties, however they cannot vote on any business. They will be installed at any WIN sanctioned event in December, assume their duties officially on January 1st, and continue until their successors are installed.
- The Vice President is elected to this position with the understanding it is a two-year term. This term starts with Vice President, then President. Finance (Treasurer) is also a two-year term.
- Programs Chairperson, Membership Chairperson, Activities Chairperson, Resource Chairperson, Secretary, Public Relations, and Community Outreach shall hold office for a one-year term. These officers may have the first right of refusal to continue in their position for another one-year term. After two years nominations will be taken to fill the position.

- If there are no interested members to fill an officer's open position, the Board, at their discretion, can elect to extend the term of the person currently serving in that position by one additional year.
- It is preferable, but not mandatory, that an individual serve as Co-Chair before being nominated for the position of Chairperson.

Section 6 – Co-Chairs

- The Chairperson of Resources, Membership, Programs, Activities, Public Relations, Finance (Treasurer), and Community Outreach shall each appoint a Co-Chair at their discretion. This person will attend the Board meetings regularly and, in their absence, assist the Chairperson in any way needed.
- If a Co-Chair attends a Board meeting, they do not contribute to a quorum nor do they have any voting rights, nor does it relieve the respective Chairperson of her duty to attend the Board meetings.
- It is not guaranteed that the Co-Chair will automatically be the next Chairperson, however it is encouraged.

Section 7 –Board vacancies

- A vacancy can occur with the death, resignation, or removal of any Board Member.
- If any member of the Board of Directors is unable to perform the duties of her position, that Board Member can submit a written letter of resignation to the President of the Board, whereupon the WIN President can nominate a replacement and put that nomination to a vote by the full Board. Vacancies do not need to be filled if the Board feels they can absorb the responsibilities of the open position.
- A Board Member can be removed from the Board, with cause, at any duly constituted meeting of the Board by an affirmative majority vote of the then-serving Board members.
- Due to the fiduciary responsibilities of each Board Member, a Board member who fails to maintain the confidentiality of issues discussed during Board meetings that results in that information being disclosed or posted on any social networking site can be removed from the Board with a majority vote.

Section 8 – Board Meetings

- The Board's regular meetings may be held at such a time and place as shall be determined by the Board, monthly, and held at a reasonable location within the Clayton area. The Secretary shall be responsible for the recording of all minutes of every Board meeting in which business is transacted.
- In the event the Secretary is absent from the meeting, the President shall appoint an individual to act as Secretary at the meeting. The Secretary shall prepare the minutes of the meeting and deliver them to the President prior to the next Board meeting so they can be approved and recorded at the next Board meeting.

- Board meeting minutes are available to current WIN members upon request.

Article 6 – Management of Board Finances

Section 1 – Dedication of Assets

- The assets of Clayton WIN are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, property, or other assets of the organization upon dissolution or otherwise, shall inure to the benefit of any person, member or elected officer of the organization. On liquidation or dissolution, all remaining assets and property of Clayton WIN shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) 3 of the IRS Code.

Section 2 – Financial Reporting and Management of Accounts

- The WIN fiscal year for accounting purposes is Jan 1st – Dec 31st.
- An independent third-party CPA shall be hired each year to file IRS Form 990 to show the income received and expenses paid out by the organization. Any fees charged by the CPA shall be paid from the General account, and the records kept by the Treasurer shall be provided to the CPA for the purpose of compiling the IRS Form 990. A copy of the final Form 990 shall be kept in the permanent financial records of WIN.
- An external bookkeeper can be hired to keep a record of all finances and provide clean reports to the Board of Directors monthly. \$300 a month, maximum, will be devoted to such a position.
- Funds in the General account shall be able to be transferred to the fundraising account on an as-needed basis but should be evidenced by board approval prior to movement of funds. However, up to 35% of total fundraising funds raised per year can be transferred to the General Account to help cover operational expenses.
- The Fundraising account shall be used to cover all expenses incurred in the process of hosting the fundraising activities, as well as any professional development activities to include workshops, speakers, professional development grants and charitable donations/activities.
- Any speaker or individual hired by Clayton WIN that is paid more than \$600 for their service shall be issued a 1099 by Clayton WIN per IRS regulations.
- A year-to-date financial statement (Profit & Loss) clearly showing the current financial condition of the organization, including current bank balances, income received, and expenses paid shall be provided by the bookkeeper to the Board during each Board meeting. If the Treasurer cannot attend a Board meeting, then a copy of the P&L statement can be sent via email to the President prior to the meeting.

- Each month, the bookkeeper shall complete a monthly reconciliation report for each separate financial account to include bank accounts, any Merchant account (i.e., Stripe) and credit card accounts. A copy of this report shall be provided to the Board each month during the Board meeting. If the Treasurer cannot attend a Board meeting, then a copy of the reconciliation report can be sent via email to the President prior to the meeting.
- A copy of the P&L shall be made available to WIN members upon request.
- The Treasurer shall be responsible for ensuring the timely deposit of all money received during any and all Fund-raising activities, general meetings, professional development events/activities etc.
- The President, Vice-President, or Treasurer shall disburse, or cause to be disbursed, the funds of Clayton WIN, as may be ordered or directed by the Board of Directors. Such disbursement shall be evidenced by a Payment Authorization/Purchase Request Form which is signed by the Treasurer and one signature from either the President or Vice President. These signatures can be wet signatures or electronically signed.
- The Board, if so requested and approved by a majority vote of the Board members, may require the WIN Treasurer to obtain a surety bond in the amount required to cover the total value of WIN property/bank accounts. If a bond is determined to be necessary and is approved by a majority vote of the Board, then the cost of obtaining a surety bond shall be paid from the WIN General account.
- If the Treasurer resigns from the Board, or is removed from the Board by majority vote, all books, records (electronic, paper, or any other format), papers, vouchers, money, checkbooks, credit cards or any other property of any kind belonging to Clayton WIN that is in the Treasurer's possession will need to be collected by the President and 1 additional Board Member within 48 hours of the Treasurer's resignation/removal.
- Clayton WIN shall not make any loan of money or property to any WIN member or Elected Officer, nor shall the organization enter into any type of contract or installment loan agreement with a bank or other financial institution. A reimbursement of expenses to a member or Elected Officer is not considered a loan, and members must provide written receipt of expenses incurred on behalf of WIN for a fundraising or professional development activity, to the extent those expenses were part of a Board approved event budget. Partial deposits of funds to reserve/secure an event date at a facility are not considered a loan and must not be treated as such.
- WIN President, Vice-President, and Treasurer are the only WIN Board members that can have their name on the bank accounts and financial documents.
- Requests for reimbursement must be submitted to the Treasurer within 15 days post-purchase or by the 5th of the following calendar month, whichever comes sooner, or reimbursement will be forfeited.

Section 3 – Allocation of Profits Received from Meetings and/or Fund-Raising Activities

- Money received from annual WIN Dues, Friends of WIN, monthly general meetings, or any other WIN events that are not fundraisers shall be deposited into the General Account for administrative expenses.
- All funds generated from fundraising events shall be deposited into the Fundraising Account and disbursed as follows: up to 25% of the bottom-line net profit from fundraising shall be utilized for charitable donations/endeavors with other non-profit organizations within the Clayton/Johnston County area. Any organization chosen must be in alignment with the mission and vision of Clayton WIN. The specifics as to which the organization will receive the funds and how much will be given to each organization will be decided and approved by a majority vote of the Board.
- Up to 35% of the bottom-line net profit from fundraising can, at the Board's discretion and on an as-needed basis, be deposited into the WIN General Account to be used for administrative expenses.
- The remaining amount of bottom-line net profit received from fundraising shall be utilized for Board approved professional development activities, fundraising activities, or Individual Professional Development Grant.
- Any Board member affiliated with an organization under consideration to receive a charitable contribution from WIN is recused from discussion and/or voting on that decision.
- The amount of fundraising profits designated for Professional Development Activities can be increased, with Board approval, depending on the amount of money received from fund raising activities, and should be determined during an annual budget meeting.
- Section 501(c)3 organizations are prohibited from supporting political candidates, donating to lobbying activities, or engaging in any political activities because of the Johnson Amendment enacted in 1954. Section 501 (c)3 non-profit organizations risk the loss of their tax-exempt status if these rules are violated. Therefore, Clayton WIN will never be allowed to use any portion of their General Account, Fundraising account, or profits received from fundraising events to financially support any political campaigns or activities, political lobbying groups, or candidates running for political office.
- The funds in the fundraising account can be utilized for hiring speakers, organizing workshops, or conducting any other professional development activity or event that the Board deems to be in the best interest of Clayton WIN members. The Board will make every attempt at setting up a variety of programs and activities to enhance the Professional Development of its members, and these programs/events/activities will be based upon an annual needs survey conducted of current WIN members during the 4th quarter of each fiscal year. This survey feedback from WIN members is to serve as the framework for the following year's program, activity & event schedule.

Section 4 – Individual Professional Development Grant (PDG)

- Grants will be awarded in the amount of up to \$1,500.

- A current Board member can apply for an individual professional development grant but they will recuse themselves from voting.
- The Community Outreach Chair, along with the other committee members, will review all applications received for individual professional development grants. The committee will make their recommendation to the Board, who will then make the final vote. Any individual receiving a professional development grant is not eligible to reapply for 2 years.
- The total amount to be given for the Individual Professional Development Grants will be decided upon at the January WIN Board meeting for the following fiscal year.
- There is no limit on the number of individual grants given out if the total amount awarded does not exceed the total amount designated by the Board to be awarded for that specific calendar year.
- 1 annual grant will be presented to the Clayton Chamber of Commerce's educational program "Launch JOCO", and 1 annual grant will be presented to the Triangle East Chamber of Commerce's Johnston County educational program "Leadership Johnston". These grants are intended to award a woman assistance in the quest of opening their business and advancing their leadership development. Each respective chamber will award the grant to a participant making sure the individual and its business falls under the mission and purpose of WIN.
- Grants going to employees of the same business may not exceed \$1500 annually per business.

Article 7 – Effective Date of Bylaws

These Bylaws approved and adopted by the Clayton WIN Board of Directors on and become effective immediately on February 11th, 2025.