

# PACE CETTERS BYLAWS

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## **Article I      Name**

The name of this business organization shall be Pace Cettters.

## **Article II      Objectives**

- Section 1      To create and actively support an environment conducive to business, networking and social interaction among executive and professional women.
- Section 2      To actively sponsor and support fund-raising activities to benefit charitable projects as deemed by the Board of Directors.

## **Article III      Membership**

- Section 1      Membership shall consist of business and professional women.
- Section 2      Membership shall not exceed 100 active members. Membership is limited to a maximum of five employees per company. Special exceptions to this limit may be recommended by the Board and approved by a majority vote of the membership.

Any active member may propose a person for membership. The prospective member will be required to attend two (2) luncheon meetings OR a luncheon and event prior to consideration for membership. After which, the name of the prospective member shall be submitted to the Membership Chair for the purpose of extending an invitation on behalf of the Board of Directors and the sponsor for the prospective member to submit an application for membership. Acceptance of a new member shall be determined by a majority vote of the Board of Directors. If the luncheon fee is not paid by the sponsor, Pace Cettters will pay for one luncheon per prospective member.

- Section 3      New members will be accepted on a monthly basis. Membership is not transferred automatically in any situation, but is subject to Board approval. Transfers of current members between companies shall not jeopardize current membership status. Current members who cause the Club to not be in compliance with the limitation in Section 2 above shall be grandfathered.

- Section 4 Active members shall be entitled to bring guests or prospective members to any monthly meeting or special meeting, or event. To avoid assessment of a luncheon fee, the member must notify the Hospitality Chair of the attendance, or any change in attendance, of a guest or prospective member by the time and date designated in the invitation.
- Section 5 Each active member shall have one vote at any meeting.
- Section 6 It is the duty and obligation of each member to be present at all meetings. To avoid assessment of a luncheon fee, all members (both prepaid members and day-of-pay members) must respond to the Hospitality Chair by the time and date designated in the invitation, indicating whether they are attending or not attending, as required in Section 4 above. If a member does NOT respond to the invitation, it will be assumed she will NOT be attending and there will be no fee assessed. However, if a day-of-pay member does NOT respond and attends a luncheon without a reservation, she will be assessed the luncheon fee plus an additional \$5 late fee. If a prepaid member does NOT respond and attends a luncheon without a reservation, she will be assessed a \$5 late fee.
- Section 7 An active member shall forfeit her membership should she not actively participate in the Club's activities, not pay dues and assessments in a timely manner, not participate in any six regular and special meetings within the year without justifiable cause (as determined by the Board of Directors). The Board of Directors shall define justifiable cause on an individual basis.
- In the event a member is unable to participate in meetings because of on-going business obligations, a Sustaining Membership will be extended to the member. The Sustaining Member is still responsible for paying annual dues and will pay for the luncheons she is able to attend. A Sustaining Membership may be granted on an individual basis by a vote of the Board of Directors, for one year only to a member who has paid dues and finds herself unable to participate in club activities as set forth in Article III, Section 6.
- Section 8 Members retiring from business, having been active members for a minimum of five (5) years, may retain their membership by paying annual dues not to exceed the annual dues in the year of their retirement. They may attend any luncheon meeting by making a reservation in advance and paying the current luncheon fee.

- Section 9 Members retiring from business, having been active members for a minimum of ten (10) years may retain their membership with no annual dues. They may attend any luncheon meeting by making a reservation in advance and paying the current luncheon fee.
- Section 10 Former members may attend a maximum of four (4) luncheon meetings per year as a guest of a current member who will be responsible for making the reservation. The former member will be responsible for the current luncheon fee.
- Section 11 If a member in good standing wishes to resign from the Club, a letter of resignation must be presented to the Membership Chairman. Any accrued charges for which the Pace Cettlers member is liable are due upon the effective date of resignation. If this member wants to reapply, an application needs to be completed, pro-rated dues paid and a vote taken by the Board of Directors. The prior luncheon requirement is eliminated.
- Section 12 Any former active or inactive member whose membership has been terminated may reapply for membership in the same manner as a non-member under the procedure outlined herein.

#### **Article IV Meetings**

- Section 1 The regular annual meeting shall be held in the month of November in each year for the purpose of election of officers and the transaction of other regular business.
- Section 2 Special meetings may be called at any time for any purpose whatsoever by the President or by a two-thirds (2/3) vote of the Board of Directors. Notice of the special meeting stating the place, time and general purpose thereof shall be made to each active member prior to the date of the special meeting in the most expedient way.
- Section 3 *Written Action.* A member may prepare in writing her vote or consent on a matter being considered by the Membership at a regular or special meeting in a form prescribed by the Board, if any. The Written Action shall be submitted to the President at or prior to the meeting. Any action taken in writing by consent without a meeting may be taken by a majority vote of all of the members (either in person or in writing.)

Section 4     *Teleconference:* Members may participate in any board or committee meeting by means of conference telephone or similar communication equipment to the extent that such equipment is available and further provided that persons participating in the meeting can hear and understand each other. Participation in a meeting pursuant to this Section shall constitute presence in person at the meeting.

## **Article V     Officers**

Section 1     The elected officers shall be President, Vice President, Recording Secretary and Treasurer.

Section 2     Only active members of the Club who are in good standing shall be eligible for elected office or for Chairmanship of standing committees.

Section 3     All officers shall be elected by the active members at the Club's annual business meeting in November. They shall hold office for a one (1) year term, which may be extended further, based on the needs of the Club and approval by the Board of Directors.

Section 4     If the office of the President, Vice President, Recording Secretary or Treasurer becomes vacant by reason of death, resignation, removal, or otherwise, the active members, a quorum being present, shall elect a successor who shall hold office for the unexpired term.

Section 5     The elected officers and standing committee chairmen shall constitute a Board of Directors, which shall meet monthly; this schedule will be set annually by the President.

## **Article VI     Duties of Officers**

Section 1     Each officer shall keep accurate records of her work and turn them over to her successor no later than the first Board meeting after her term is completed. A brief annual written report by all officers and committee chairmen shall be filed with the Recording Secretary and become a permanent record of the Club.

Section 2     The President shall preside at all meetings of the Club and of the Board of Directors. She shall appoint standing committee chairmen, and shall make any other appointments deemed necessary, subject to approval of the Board of Directors. She shall be an ex-officio member of all committees except the Nominating Committee, on which she may not serve. She shall approve all disbursements of funds submitted by the Treasurer and shall countersign checks along with the Treasurer or Vice President.

Section 3 The Vice President shall act in the capacity of the President should the President be absent or unable to fulfill her duties. She may countersign checks in the absence of the President or Treasurer. She shall act in an advisory capacity at all times and may chair an important standing committee. The Vice President will serve as the Chairperson of the Nominating Committee and will be encouraged to assume the role of President at the end of the current President's term.

Section 4 The Recording Secretary shall keep a correct record of the proceedings of all meetings of the Club and of the Board of Directors. A draft of the minutes shall be provided to the President for review and revision before dissemination to the membership. She shall distribute minutes of each regular monthly meeting to all members for their review prior to being presented for approval at the next regular meeting.

In the Recording Secretary's inability to fulfill her duties, a Recording Secretary pro tem shall be appointed by the President or by the Board of Directors.

Section 5 The Treasurer shall have charge of all monies of the Club and shall report thereon at regular meetings or at frequent intervals. She shall bill and collect all dues and assessments from members and shall notify the President of those members in arrears. She shall pay all bills upon approval by the President, and shall keep an itemized record in a permanent file of all reports and expenditures. She may countersign checks. She will check-in attendees at the monthly meetings from a list provided by the Hospitality Committee. She will properly assess those names submitted by the Hospitality Committee who do not cancel or are late in cancelling a reservation, are late RSVPing, are walk-ins, or are no shows. A final check-in list will be sent to the Recording Secretary for the Minutes.

In the Treasurer's inability to fulfill her duties, a Treasurer pro tem shall be appointed by the President or by the Board of Directors. The outgoing Treasurer shall send out notices no later than December 15 for annual dues, which are due by January 15 of the coming year.

The Assistant Treasurer shall be an appointed position and will assist and learn the duties and responsibilities of the Treasurer's position. The Assistant Treasurer shall perform the duties of the Treasurer for two (2) months out of each year and will fill in for the Treasurer as needed throughout the year and will be encouraged to assume the role of Treasurer at the end of the current Treasurer's term.

## **Article VII Duties of the Board of Directors**

- Section 1 The Board of Directors shall be composed of the elected officers, the standing committee chairmen and the immediate past president. The President may appoint other members to serve on the Board as ex-officio, voting members. The Board shall have no less than nine (9) and no more than twenty (20) voting members. The President or Board may ask other members to participate in the meetings on an ex-officio basis, as they deem necessary.
- Section 2 The Board shall meet monthly; this schedule will be set by the President at the beginning of each year, or on call by the President or by three (3) members of the Board to transact any business of the Club in the interim between meetings, and shall report thereon at the next business meeting of the Club.
- Section 3 The Board shall make recommendations to the Club regarding proposed amendments to these Bylaws.
- Section 4 The Board shall have the power to enforce the Bylaws, which may be adopted by the members as desirable or necessary for carrying out the purpose of the Club.
- Section 5 The Board shall have the authority to admit members to the Club and, on good cause, terminate or suspend a member.
- Section 6 The Board may appoint a Recording Secretary pro tem, if not done so by the President, and may appoint a Treasurer pro tem, if not done so by the President.
- Section 7 The Board shall appoint a Nominating Committee of at least three (3) active members in good standing, one of which will be the Vice President who will serve as Chairperson of the Committee, two (2) months before the annual meeting.
- Section 8 The Board shall supervise the affairs of the Club and shall devise measures for its growth and activity.
- Section 9 The outgoing President shall automatically serve as advisor to the Board of Directors.
- Section 10 The Board shall approve the year-end contribution to the chosen charity at the November Board meeting. The Pace Cettters operating account shall not be depleted below \$500.00.

- Section 11 The Board will convene both the outgoing and incoming Board members at a retreat to be held in January or early February to plan for the year. The cost shall not exceed \$1,000.
- Section 12 The Board's final meeting will be at a dinner in December and the cost shall not exceed \$800.

## **Article VIII Standing Committees and Appointed Posts**

- Section 1 Standing committees shall be Assistant Treasurer, Membership, Assistant Membership, Community Service, Corresponding Secretary, Program, Hospitality, Communications, Bylaws, and Parliamentarian. Chairmen and Assistant Chairmen of these standing committees shall be active members in good standing and shall be appointed by the President. They will be voting members of the Board of Directors. The President or the Board of Directors may establish additional committees as deemed practical or necessary. Chairmen of these committees may, at the discretion of the Board, be ex-officio, voting or non-voting members of the Board; however, the number of voting members of the Board shall not exceed twenty (20).
- Section 2 The President shall be an ex-officio member of each standing committee except the Nominating Committee.
- Section 3 The chairman of each committee shall present a report whenever requested by the President and shall call a meeting of her committee within twenty (20) days after her appointment.
- Section 4 Duties of standing committees and appointed posts shall be:

### ***Membership***

A minimum of one (1) person shall serve as Membership Chairman and shall consider each person proposed for membership in terms of maintaining a quality Club of women.

After a prospective member has attended two (2) luncheon meetings OR a luncheon and an event, the name of the prospective member shall be submitted to the Membership Chair for the purpose of extending an invitation on behalf of the Board of Directors and the sponsor for the prospective member to submit an application for membership. Acceptance of a new member shall be determined by a majority vote of the Board of Directors.

### ***Assistant Membership***

The Assistant Membership Chairperson shall be an appointed position and will assist and learn the duties and responsibilities of the Membership Chair, and will be responsible for coordinating the updates and distribution of the member roster. The Assistant Membership Chair will fill in for the Membership Chair as needed throughout the year and will be encouraged to assume the role of Membership Chair at the end of the current Membership Chair's term.

### ***Community Service***

A minimum of two (2) members shall serve as Community Service Co-Chairs to coordinate and oversee events to support the Club's charitable projects.

### ***Corresponding Secretary***

A minimum of one (1) member shall serve as Corresponding Secretary. She shall preserve, in a permanent file, all records and letters of value to the Club to be transferred to her successor at the close of her term. She shall read or have read all communications of interest to the Club. She shall notify all members of special meetings at least five (5) days prior to the meeting.

The Corresponding Secretary is responsible for taking care of sending appropriate expressions of condolence or wishes for quick recovery as follows:

Member illness—send flowers/cards.

Family member's death—send flowers or make a donation to the deceased's preferred charity.

Member death—donation of \$50 to a charitable organization designated by the Board in memory of member.

Member 10-year anniversary—a charitable donation, in an amount not to exceed \$50 collectively, to honor all 10-year anniversaries in each year.

The Corresponding Secretary is responsible for sending out member birthday cards and taking minutes at the Board meetings and member luncheons when the Recording Secretary is unable to attend.

### ***Program***

A minimum of one (1) member shall serve as Program Chairman and have general charge of planning and arranging the programs in agreement with Club objectives for regular and special meetings. She will also be responsible for obtaining a gift for the Executive Luncheon's guest speaker, when appropriate.

### ***Hospitality***

A minimum of one (1) member shall serve as Hospitality Chairman to plan menus and act as liaison with the restaurant in which luncheons are held. Hospitality shall provide a list of RSVPs to the Treasurer for check-in at the monthly meeting. A list will be maintained of those members who do not cancel luncheon reservations and/or did not attend and shall submit these names to the Treasurer for proper assessment.

She will be in charge of obtaining door prizes for the monthly luncheon meetings and the development of a phone committee to assist the Club throughout the year for contacting the Membership regarding special meetings, projects or communications as needed. She will also send out via e-mail (or E-vite) all monthly meeting notices.

### ***Social***

A minimum of one (1) member shall serve as Social Chairman to plan and execute activities such as prospective member parties and mixers, Book Club, other evening or weekend events outside regular Pace Cetter functions. She will work with other committee chairs as appropriate (membership for example) to organize particular events associated with that committee.

### ***Communications***

A minimum of one (1) member shall serve as Communications Chairman and will prepare and encourage favorable publicity concerning the activities and an ongoing awareness of Pace Cettors. She will take photographs at all events, maintain and update the Club's website at least once a quarter, produce and distribute a newsletter no less than quarterly to the members. The newsletter may be distributed via e-mail, fax, mail, or posted on the Club's website.

### ***Bylaws***

A minimum of one (1) member shall serve as Bylaws Chairman to review and update the Bylaws of the Club as voted on and approved by the Board and Membership.

### ***Parliamentarian***

A minimum of one (1) member shall serve as Parliamentarian. "Robert's Rules of Order" shall govern this Club in all cases to which they are applicable and insofar as they are not inconsistent with these Bylaws.

## **Article IX Dues and Assessments**

- Section 1 Annual dues for each individual member shall be set by the Board of Directors and are payable no later than January 15. Dues for members who are admitted after January will be prorated for the months remaining in the year and are payable within fifteen (15) days of acceptance into membership. Dues are non-refundable for termination or resignation. Yearly dues may be prepaid in advance.
- Section 2 Each member and/or guest shall be assessed the luncheon charges at each regular meeting that she attends or has a luncheon reservation, and any other nominal charges related to regular or special meetings. Charges are payable at the door and will be collected by the Treasurer. Luncheon charges may be prepaid in advance for the year. Prepaid luncheon charges may be refunded upon termination or resignation.
- Section 3 A member will NOT be assessed a luncheon charge provided she notifies the Hospitality Chairman of her absence by the time and date designated in the invitation.
- Section 4 If a member does not pay dues or assessments within thirty (30) days of billing date, such member's name shall be given to the President who shall bring this to the attention of the Board of Directors for appropriate action, including but not limited to, termination of membership.
- Section 5 If a member has prepaid luncheons and has cancelled reservations as required by the Bylaws, it is the member's responsibility to contact the Treasurer prior to the November annual business meeting to request that those funds be applied to the luncheon in December, if it is so desired.

## **Article X Nominations and Elections**

- Section 1 Officers shall be elected at the Club's annual meeting in November. New officers and Board members shall be installed at the regular December meeting and will assume their duties January 1. The January Board meeting will consist of the outgoing and incoming officers and chairmen.
- Section 2 The Nominating Committee shall consist of three (3) members appointed by the Board of Directors, excluding the President, at least two (2) months prior to the annual meeting. The Vice President shall serve as the chairman of the Nominating Committee. They shall, through adequate means, solicit the views of the membership

for the purpose of selecting a nominee for each office of the Club, and, prior to the annual meeting, shall send each member a notice of the nominees selected and proposed by the Committee. Elections shall be held at the annual meeting. Other nominations may be made from the floor following the Committee's report. All nominees for any position shall have signified their willingness to serve if elected.

- Section 3 Elected officers can serve one (1) term in the same position. The term of each officer may be extended further, based on the needs of the Club and approval by the Board of Directors. Appointed chairs can serve up to three (3) years in the same position, if requested by the President. The term of each appointed chair may be extended further, if requested by the President based on the needs of the Club, and approval by the Board of Directors.

#### **Article XI Quorum**

- Section 1 A simple majority of active members of this Club shall constitute a quorum at any meeting. A simple majority of voting members of the Board of Directors (50% plus) shall constitute a quorum of that body. The affirmative vote of a majority present or voting by Written Action in form prescribed by the Board, if any, shall be necessary to take any action.

#### **Article XII Amendments**

- Section 1 Amendments to these Bylaws shall be proposed by the Board of Directors. These Bylaws may be amended by a simple majority vote of the members in person or by Written Action at any regular meeting at which there is a quorum present, provided written notice of the proposed amendments has been sent to each member at least five (5) days in advance of such meeting.
- Section 2. Automatic grammatical, punctuation, and correlation corrections in the Bylaws or any amendments shall be effected by the Chairman of the Bylaws Committee or the Recording Secretary, provided such corrections do not alter the intent of the applicable Bylaw provisions. All such corrections are subject to the approval of the Board of Directors.

### **Article XIII Solicitation**

Section 1 While members of the Club are encouraged to develop business contacts through Pace Cettters, direct solicitation by any means—whether written or verbal—of one member by another for any purpose that may be detrimental to or compromise the solicited member or her company, is prohibited without Board approval. In no instance shall the membership roster be used for the selling of products or services or solicitation of business. In the event of a violation of this Article, the infraction will be brought before the Board of Directors for appropriate action including, but not limited to, revocation of membership. The membership roster shall remain confidential and may not be extended to outside sources.

### **Article XIV Enactment**

These Bylaws or amendments thereto, shall become effective upon adoption, unless otherwise specified.

Bylaws adopted: 1969  
Bylaws amended: September, 2006  
Bylaws amended: May 14, 2008  
Bylaws amended: July 9, 2008  
Bylaws amended: January 14, 2009  
Bylaws amended: February 11, 2009  
Bylaws amended: May, 2013  
Bylaws amended: November, 2014  
Bylaws amended: April 13, 2016  
Bylaws amended: February 6, 2019