

# BYLAWS of PROFESSIONAL SALESWOMEN OF NEVADA

## Article I – Organization

- A. This organization shall be known as ‘Professional Saleswomen of Nevada’, referred to heretofore as ‘Professional Saleswomen of Nevada’ or ‘PSN’.
- B. Chapters: The primary chapter of PSN is in Reno and new chapters can be chartered as approved by the Board. Each chapter will have one person appointed as a liaison to the board.
- C. Location: At such a point in time as the Board sees fit, and the geographic membership supports this, other chapters might form their own boards and work in conjunction with the Reno PSN Board.

## Article II – Mission

*The mission of PSN is as follows: To build a network of professional saleswomen to enhance to profession of sales, further self-development and to give back to the community.*

## Article III: Membership

- A. Non-discrimination: PSN shall not discriminate in membership on the basis of race, religion, sex, age, national origin, disability or veteran’s status.
- B. Eligibility: Membership shall be granted upon submission of the membership form, acceptance of the PSN Code of Ethics and receipt of annual membership dues.
- C. Membership of PSN shall be comprised of individuals, not corporations. A sponsoring company or organization may designate individuals to fill sponsored memberships and be allowed to transfer membership to another individual in cases of termination or resignation from the sponsoring company.
- D. Payment of Dues: Membership dues shall be payable within 14 days past of the annual renewal date (determined by the original enrollment date of the member).
  - a. Members shall be notified and invoiced of membership renewal 30 days prior to renewal date. A member may be categorized as ‘Lapsed’ or ‘non-member’ if membership dues are not paid within 30 days of the renewal date.
- E. Cost: The cost of membership dues may be changed by means of regular voting procedures by a majority vote of a quorum of the Board of Directors.
- F. Voting Rights: All members in good standing shall have of a voice and a vote in the affairs of the organization and shall be eligible to hold office. Voting will take place at a regular meeting on matters calling for a decision by the membership.

## Article IV: Officers and Board of Directors

- A. Voting Members: The Board of Directors shall consist of six officers (the Executive Board) of the organization; the president, the vice-president, the immediate past president, assistant vice president, secretary and treasurer, and can include the following appointed (see section IV H a ii below for appointment) standing committee chairs;
  - a. Capitol City Chair
  - b. Program/Events Chair

## **BYLAWS of PROFESSIONAL SALESWOMEN OF NEVADA**

- c. Membership Chair
- d. Marketing Chair
- e. Corresponding Secretary
- f. Finance Chair
- g. At Large Board Members

All of the above named board of directors shall constitute the voting members of the Board and shall not exceed 15 members, but should be at least 12 in number. Other committee chairs may also sit as non-voting members of the Board. These other committee chairs shall be appointed, as the Board and President deem necessary or appropriate for carrying on the activities of the organization.

- B. Elections of the Board of Directors: The Board of Directors shall be elected or re-elected each year, with the exception of the President and Past President.
- a. Upon election, it is assumed that the Vice President will become the President for the following year and the Past President the year after, barring the inability to fulfill their duties.
    - i. If the Vice President cannot or will not assume the duties of President after fulfilling a year as Vice President, then this position should be elected in the regular election process.
    - ii. If the President cannot or will not assume the duties of Past President, this position will remain vacant.
  - b. Candidates for the Board of Directors shall announce their intention to run by submitting a written letter of intent to the incumbent Board President within 10 days before the August Meeting or Luncheon. Candidates will be given time to speak/campaign at the August Meeting.
  - c. Officers will be elected by a majority vote of those in attendance, by a show of hands, at the September meeting or luncheon
- C. Terms: The term of the office for officers and other members of the Board shall be one year, beginning on January 1 of each year.
- D. Meetings of the Board of Directors: Regular meetings of the Board of Directors shall be held as designated by vote of the Board of Directors. The board shall meet a minimum of four (4) times each fiscal year, but can meet at any intervals determined appropriate by the currently serving board. Special meetings may be called by the President or by a majority of the voting Board members.
- E. Quorum: A majority of the voting Board members shall constitute a quorum. A vote of the majority of those present and voting, a quorum being present, shall constitute effective action. Voting may also occur via phone or email, provided all board members have been informed and given a chance to submit a vote.
- F. Resignation: Any officer unable to perform the duties of the office for any reason whatsoever for a period of more than (60) days, shall submit a resignation in writing to the Board of Directors. If the Board of Directors determine that any officer has failed to perform the duties of the respective office for a period of sixty (60) days or misses two (2) consecutive meetings, and after an official vote, the Board of Directors may request the resignation of the officer from the respective office. If a resignation is not received by the Board of Directors within ten (10) days after the resignation has been requested, the Board of Directors is

## **BYLAWS of PROFESSIONAL SALESWOMEN OF NEVADA**

empowered to declare such office vacant and eligible for appointment by the President.

- G. Records: All records pertaining to the office are property of PSN. Each officer shall, within twenty (20) days after the end of the term of office, transfer to the successor the files and records of the office.
- H. Duties of Officers and the Board of Directors: Management of the organization's affairs and the development and guidance of its programs and related activities shall be the responsibility of the Board of Directors. The Board of Directors shall carry out the policies and mission of PSN and conduct the business of the organization between regular meetings in accordance with the provision of these Bylaws.
- a. The President:
    - i. Shall preside, or appoint a representative to preside, over meetings of the organization or of the Board of Directors.
    - ii. Has the authority to appoint:
      - 1. Committee chairs named in section IV-A above.
      - 2. Ad hoc committees as needed to carry out the mission of the organization.
    - iii. Represent Professional Saleswomen of Nevada at community functions.
  - b. The Vice President shall:
    - i. Perform the functions of the President in the absence or incapacity thereof.
    - ii. Perform other duties as may be assigned by the President.
  - c. The Assistant Vice President shall:
    - i. Oversee the membership committee and chair person(s) and the duties of membership retention, attraction, onboarding and mentorship.
    - ii. Perform other duties as may be assigned by the President.
  - d. The Immediate Past President shall:
    - i. Perform the functions of the President in the absence or incapacity thereof.
    - ii. Perform other duties as may be assigned by the President.
  - e. The Secretary shall:
    - i. Keep an accurate record of all Board of Directors meetings.
    - ii. Give notice of all meetings as directed by the President.
    - iii. Provide copies of meeting minutes for review in a timely manner before the next Board meeting.
    - iv. Conduct the correspondence of PSN in accordance with the direction of the President and/or the Board of Directors.
    - v. Perform other duties as may be assigned by the President.
  - f. The Treasurer shall:
    - i. Be responsible for the receipt, custody and disbursement of all funds subject to the control and review of the Board of Directors.

## **BYLAWS of PROFESSIONAL SALESWOMEN OF NEVADA**

- ii. Prepare and submit to the Board of Directors, for approval, monthly financial reports, including Profit & Loss Statement and a Balance sheet before each regular meeting of the Board.
  - iii. Prepare and submit to the Board of Directors, for approval, a proposed budget for the upcoming year, at the October Board Meeting.
  - iv. Keep a complete and accurate record of the organization's paid membership in conjunction with the membership committee.
  - v. Receive and process all applications for membership, including renewals and reinstatements.
  - vi. Deliver, within thirty (30) days after the end of the term of office, the books and records of the office to the person or persons appointed to make the audit.
  - vii. Perform other duties as may be assigned by the President.
- I. Standing Rules: The Board of Directors shall amend and approve the standing rules yearly, following the installation of officers. The standing rules, when approved, will be made available to the members. A member may request an amendment to the standing rules at any time by submitting a written request to the Board of Directors.
- J. Budget: The Board of Directors shall review and approve the Budget by October and abide by the budget to the best of its ability during the fiscal year.
- K. Non-Liability of Directors: The directors shall not be personally liable for the debts, liabilities or other obligations of the organization.
- L. Indemnification by Corporation of the Directors and Officers: The directors and officers of the organization shall be indemnified by the corporation to the fullest extent permissible under the laws of the State of Nevada.

### **Article V: Committees**

- A. Standing: Standing committees shall be comprised of a Chair, appointed by the President with Board Approval. The Chair may select committee members as she sees fit. Standing Committees are named above in Article IV A.
- B. Ad Hoc: Ad Hoc committees may be appointed by the President with Board Approval as needed to complete specific tasks. Ad Hoc committees might include, but are not limited to:
- a. Sales Woman of the Year (SWOTY)
  - b. Nominating
  - c. Bylaws Review
- C. Responsibilities:
- a. All committees shall be directly responsible to the Board of Directors and shall submit reports to the Board of Directors. All major decisions made by committee members, affecting the activities, mission and objectives, or financial well-being of the organization must be pre-approved by the Board of Directors prior to implementation.
  - b. Within thirty (30) days after the conclusion of their appointment, all committees shall transfer their files to their successor(s) or as directed by the Board of Directors.

## **BYLAWS of PROFESSIONAL SALESWOMEN OF NEVADA**

- c. Upon approval by the Board of Directors, the President may declare a committee directorship vacant because of non-performance of duties and appoint a successor. Nominations shall be made from the floor for a member to fill the vacancy for the unexpired term. In the event there are no nominations for the floor, the Board of Directors may appoint a successor.
- d. The Chair of all committees must receive prior approval from the Board of Directors for any expenditure or project contemplated over the annual budget amount.

### **Article VI: Amendments and Revisions**

- A. Proposal of: Proposed amendments or revisions to these Bylaws may be initiated by the Board of Directors or upon written petition signed by at least twenty-five percent (25%) of the members in good standing of the organization. Amendments or revisions initiated by petition shall be addressed to the President for submission to the organization membership.
- B. Methods of: One of the following methods shall be used to amend or revise the Bylaws of the organization:
  - a. A two-thirds vote (show of hands) of voting members present at a meeting provided notice of such proposed amendments or revisions is circulated in writing at least ten (10) days prior to such meeting of the members.
  - b. A two-thirds vote of the Directors present at a meeting of the Board of Directors, provided notice of such proposed amendments or revisions is circulated in writing at least ten (10) days prior to such meeting of the members.
  - c. Unless otherwise specified, all such amendments or revisions shall become effective on the day of the vote.

### **Article VII: Organization Meetings**

- A. Regular and Annual Meetings:
  - a. Regular membership meetings of this organization shall be held monthly, on the second Tuesday of the month.
  - b. The election of officers for this organization shall be held at the Annual Meeting in September.
  - c. Officers shall be installed at the October meeting.
- B. Special Meetings: Special meetings may be called by the President, but a majority of the Board of Directors, or by one-third of the membership, provided notice specifying the principal business of the meeting is given to all members at least ten (10) days prior to the date of the meeting. Alternatively, a vote could be called via conference call or via electronic means.
- C. Quorum: One-fourth (25%) of the organizations membership shall constitute a quorum for any regular or special meeting.

### **Article VII: Audit**

- A. Financial Audit: A qualified person or persons appointed by the Board of Directors shall make an audit of the organization's financial records. Such audit

## **BYLAWS of PROFESSIONAL SALESWOMEN OF NEVADA**

shall be completed within ninety (90) days of the close of the fiscal year. A written report covering the audit will be submitted to the Board of Directors and the records transferred to the incumbent Treasurer.

- B. Vacancy of the Office of the Treasurer: In the event of a vacancy in the office of the Treasurer, a qualified person or persons appointed by the Board of the Directors shall make an audit of the Organization. Such audit shall be completed within thirty (30) days after receipt of the records. A written report covering the audit will be submitted to the Board of Directors and the records transferred as directed to the Board of Directors

### **Article VIII: Dissolution**

- A. Procedures: Following the procedures as provided by the laws of the State of Nevada, the organization may be dissolved at a meeting of the membership called for this purpose by the Board of Directors. A resolution of dissolution may be adopted by receiving at least two-thirds of the votes entitled to be cast by the members present or, notwithstanding any other provisions, represented by proxy at a meeting.
- B. Assets: Upon the dissolution of this organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of this organization shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Nevada. Any such assets not disposed of shall be disposed of by the appropriate court of Washoe County.

### **Article IX: Organization Purpose**

- A. PSN is organized exclusively for charitable, professional development and educational purposes, including, for such purposes, the making of distributions to the organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- B. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or any other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.
- C. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- D. Notwithstanding any other provision of this document, the organization shall not carry on any activities not permitted to be carried on by:
- a. An organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

## **BYLAWS of PROFESSIONAL SALESWOMEN OF NEVADA**

- b. Any organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.