

BYLAWS

As of April 1, 2019

Celina Ladies & Friends

Mission Statement: Our purpose is to welcome ladies and help them get connected by providing opportunities to build lasting friendships and become involved in their community.

Article I. Name

The organization shall be known as Celina Ladies & Friends. It is not designed to make a profit. We are a not-for-profit 501(c)4 organization. All other bylaws of this organization enacted up to now are declared null and void.

Article II. Purposes and Objectives

1. To build lasting friendships through positive and fun experiences in Celina and surrounding areas.
2. To undertake and promote charitable and humanitarian projects within our communities.

Article III. Participation Membership

1. Participation membership shall be open to all residents of Celina, Texas and surrounding areas.
2. Participant information is confidential and not to be used for solicitation.
3. The Board, by a two-thirds vote, shall have the power to terminate the involvement of any participant whose activities are deemed to be contrary to our mission statement and/or objectives.

Article IV. Finances

1. The fiscal year shall be June 1st to May 31st.
2. Celina Ladies & Friends will operate purely from donations.
3. Donations given to Celina Ladies & Friends are not tax deductible, because we are a 501 (c)4 organization.

4. Any funds remaining from donations collected for special fundraising projects will go back into the operating account.
5. Funds amounting to no less than \$500 shall be maintained in the operating account at the end of the fiscal year.
6. The incoming board members will review the suggested budget and make changes, as they deem necessary.

Article V. Meetings

1. The board will meet monthly. The current board shall decide the day and time.
2. Special meetings may be called by the President whenever necessary.
3. For all meetings where business is conducted, a majority of executive officers shall constitute a quorum. For the purpose of this article “business meeting” is described as any action requiring a vote. The President does not vote except in the event of a tie. If the board wants the President to vote, a board member (not President) can call for a secret ballot vote.
4. The board meetings are closed meetings and not open to the public.
5. We shall use general parliamentary procedures in conducting all board meetings. The board will be able to vote via email, if needed.

Article VI. Board

1. The Board of Directors shall consist of a President, Secretary, Treasurer, Membership Director, Activities Director, Communications Director, Social Media Director, Sponsorship Director and Community Relations Director. Positions may be shared, as deemed necessary. The Vice President will be chosen from the current board and hold one of the nine board positions.
2. Each term shall be one year for all positions except the President, which is for two years. Participants may serve on the Board of Directors for a maximum of two consecutive years. After the first year (one year), a Board member has the option to fulfill the duties of the position for a second year per first right of refusal. If the Board Member declines a second year, the position is opened up for nomination. Then any additional candidates may be considered for the position. A Board member may seek to serve beyond her maximum two-year limit in the case where no other candidates are nominated. Board members must approve such cases by a two-thirds vote. A board member may be nominated for an alternate position after serving two consecutive years in their current role. If a board member is appointed in the middle of a term, then she finishes out the term, and must be slated to a new term.

3. It is the responsibility of all Board Members to attend board meetings.
4. Any Board member who misses more than 3 meetings per fiscal year shall relinquish her position. Said position will be appointed by the President and approved by the Board. The board has the discretion to review extenuating circumstances in a case in which a board member is not able to consistently attend board meetings.
5. Every board member is encouraged to attend as many events as possible. For the duration of the events, board members will be representatives of Celina Ladies and Friends and will be expected to assist the Activities Director in engaging and interacting with participants.
6. Every board member is encouraged to promote current sponsors. This includes, but is not limited to, checking in to or sharing photos at sponsor locations to social media websites.
7. Every board member is expected to participate in the planning of and preparation for special events regardless of whether or not they are able to attend the event. Special events include:
 - a. BooHoo WooHoo
 - b. Progressive Dinner
 - c. Christmas Party
 - d. Family Picnic
 - e. Any additional special events decided by the board of directors
8. Any board member who cannot fulfill her role for whatever reason will be asked to step down and release to the President any information and/or documents used in her position.
9. In the event that the president can no longer fulfill her duties, the vice president shall step up and act as president for the remainder of the term. When the vice president must step up to fulfill the role as president, this will not count towards their 2 year term limit, if she chooses to run for president the next term. Then the current board will select a new vice president.
10. It is the duty of the outgoing board members to train their replacements so that the organization will continue to function smoothly. Training is to take place prior to a joint transitional board meeting to be held in May. Training will be done verbally and substantiated in writing by a year-end report and by these By-laws, which serve as a guideline.
11. Each outgoing board member shall prepare two copies of a written report at the end of the year; one for the President's file and one for their successor.

12. Any member of the Board may find a volunteer assistant to help them fulfill their board duties. The assistant does not have the right to vote and will not be a part of the quorum. Assistants will only attend board meetings if requested by the Board.

Celina Ladies and Friends is responsible for staffing a booth at each Celina Friday Night Market. This includes setup, participating and take down of the booth.

Article VII. Nomination of Officers

1. In March, the Membership Director will work with the Social Media, Website, and Blog directors to advertise for open board positions. The Membership Director shall receive the nominations. Nominations to the board will be presented and slated in April, and then installed in the first two weeks of May. In May, the transitional Board of Directors meeting takes place, where training will occur.
2. No one shall be nominated for a Board position without first obtaining her consent. Each potential board member shall receive a copy of their role and the by-laws, prior to acceptance of a board position. It shall be the responsibility of the Membership Director to obtain written consent for each board position from each potential board member, once they have reviewed their role and the bylaws.
3. The board with the exception of the President, which is automatically filled by the Vice President, shall appoint a vacancy in any office.
4. If a nomination is accepted it is understood that the nominated Participant will serve with the other participants who have been selected.
5. A participant may approach a board member to express interest in being nominated. At that time, the Board member will direct her to the Membership Director.
6. The board of directors will vote on all open positions verbally with the exception of open President and Vice President positions. In the event no one should come forward for those positions, current board members will nominate a President and Vice President anonymously with final acceptance by the nominees.
7. In the event a board position is not filled, the board can combine the open position with an existing board position.

Article VIII. Duties of Officers

1. President

- a. Shall have served on the board previous to being President.

- b. Shall be responsible for leadership and direction for the board and cultivating a culture of mutual respect.
- c. Shall preside at all meetings.
- d. Shall be responsible for the set-up of meetings.
- e. Shall be responsible for the preparation of the board meeting agenda and emailing the agenda to the Secretary prior to the meeting.
- f. Shall appoint any committees she deems necessary.
- g. Shall be responsible for the safekeeping one of the two mailbox keys. If she misplaces the key, she is responsible for replacement costs.
- h. Shall serve as ex-officio member of all committees, except the Nominating Committee.
- i. In the event a position, or positions are not filled, the president will ensure the board is actively recruiting participants to fill vacant board positions. If a board position is not filled in a timely manner, the president will delegate the responsibilities amongst the board. For example, combining positions and or splitting up the vacant position duties equally amongst the current board members.
- j. Shall conduct the installation of the incoming board members.
- k. Shall be responsible for updating Facebook page roles. The board of directors will determine page roles.
- l. Shall be proficient with computer skills.
- m. Duties may include standing for long periods, squatting, bending and lifting heavy objects.
- n. Shall attend as many events as possible and maintain a professional and friendly relationship with participants.
- o. Shall maintain a professional and friendly relationship with participants.
- p. Shall participate in the volunteer rotation for the Celina Ladies and Friends booth at the Celina Friday Night Market.

- q. Shall take responsibility of and provide storage for items owned by Celina Ladies and Friends, unless agreed upon by the board of directors to be stored at another location.
- r. Shall honor Article X concerning public representation.

2. Vice President

- a. The board selects the Vice President.
- b. The Vice President shall act as the President in her absence, and shall assist the President with specific duties.
- c. The Vice President shall serve on the board and in at least one other board position.
- d. Shall be proficient with computer skills.
- e. Duties may include standing for long periods, squatting, bending and lifting heavy objects.
- f. Shall attend as many events as possible and maintain a professional and friendly relationship with participants.
- g. Shall maintain a professional and friendly relationship with participants
- h. Shall participate in the volunteer rotation for the Celina Ladies and Friends booth at the Celina Friday Night Market.
- i. Shall honor Article X concerning public representation.

3. Secretary

- a. Shall be proficient with computer skills.
- b. Duties may include standing for long periods, squatting, bending and lifting heavy objects.
- c. Shall keep minutes of board meetings and take attendance.
- d. Shall distribute minutes of board meetings to all board members.
- e. Shall maintain a complete file of minutes, treasurer's reports, and any legal documents.

- f. Shall take care of any correspondence for the organization (i.e. thank you notes, acknowledgements).
- g. Shall coordinate, create and maintain all printed materials.
- h. Shall keep a renewal document / log. This will include things such as dates and information for website renewal, PO Box renewal, Go Daddy hosting, etc.
- i. Shall submit publicity items (press releases, magazines, newspapers) regarding activities to the local media after approval from the President.
- j. Shall attend as many events as possible and maintain a professional and friendly relationship with participants.
- k. Shall maintain a professional and friendly relationship with participants.
- l. Shall participate in the volunteer rotation for the Celina Ladies and Friends booth at the Celina Friday Night Market.
- m. Shall use C Ladies and Friends Gmail account for file backup into the cloud and will take responsibility for the external drive that will also be used as an additional file backup source.
- n. Shall upload the updated Participant Log to Wix and Evite on a semi-monthly basis.
- o. Shall honor Article X concerning public representation.

4. Treasurer

- a. Shall be proficient with computer skills.
- b. Duties may include standing for long periods, squatting, bending and lifting heavy objects.
- c. Shall be responsible for all incoming and outgoing monetary transactions.
- d. Shall obtain the President's signature for all funds withdrawn from Celina Ladies & Friends bank account.
- e. Shall pay all budgeted expenses subject to approval of the board. The board must approve un-budgeted expenses before they are incurred.

- f. Shall keep an itemized account of all receipts and disbursements, and prepare a monthly report of these transactions.
- g. Shall prepare and file Celina Ladies and Friends annual tax returns. President must review final return before filing.
- h. Shall prepare a yearly budget and present it at the April board meeting for approval. The incoming Treasurer and the board will use the yearly budget that is approved by the board in April as a guideline.
- i. In May, at the transitional board meeting, the incoming Treasurer will review the previous budget and make changes as needed.
- j. In June, the incoming Treasurer will present the proposed budget to new board members at monthly board meeting.
- k. Shall be responsible for renewing the PO Box annually. Treasurer is responsible for safekeeping of the PO Box key. In the event that the treasurer misplaces her key, she is responsible for replacement cost.
- l. Shall be responsible for checking the PO Box as often as the board deems necessary.
- m. Shall attend as many events as possible and maintain a professional and friendly relationship with participants.
- n. Shall maintain a professional and friendly relationship with participants
- o. Shall participate in the volunteer rotation for the Celina Ladies and Friends booth at the Celina Friday Night Market.
- p. Shall honor Article X concerning public representation.

5. Website Director

- a. Shall be proficient with computer skills.
- b. Duties may include standing for long periods, squatting, bending and lifting heavy objects.
- c. Shall update and maintain the website as necessary.
 - i. Event calendar

- ii. Adding event pictures
 - iii. Sponsor information
 - iv. Web maintenance
 - v. Google analytics
- d. Shall respond to emails received via WIX.
- e. Shall work with the Membership Director on the advertisement of open board positions.
- f. Shall attend as many events as possible and maintain a professional and friendly relationship with participants.
- g. Shall maintain a professional and friendly relationship with participants.
- h. Shall participate in the volunteer rotation for the Celina Ladies and Friends booth at the Celina Friday Night Market.
- i. Shall honor Article X concerning public representation.

6. Blog Director

- a. Shall be proficient with computer skills.
- b. Duties may include standing for long periods, squatting, bending and lifting heavy objects.
- c. Shall publish at least 5 blog posts a month to the website and submit to the President for approval. Shall comment or respond to blog comments on the website.
 - i. Coordinate with Sponsorship Director each month for highlighted sponsor information.
- d. Shall send approximately five email shout-outs (blog) from the website each month to participants emails.
 - i. Create and maintain updated links to calendar of events on the website to be included on each shout-out at the bottom of the email.
- e. Shall provide the Social Media Director all blog entries to be posted on the CLF Facebook page.
- f. Shall coordinate with Activities Director, Sponsorship Director, Social Media and Community Relations Director for advertising of special events.

- g. Will work with the Membership Director on the advertisement of open board positions.
- h. Shall attend as many events as possible and maintain a professional and friendly relationship with participants.
- i. Shall maintain a professional and friendly relationship with participants
- j. Shall participate in the volunteer rotation for the Celina Ladies and Friends booth at the Celina Friday Night Market.
- k. Shall honor Article X concerning public representation.

7. Social Media Director

- a. Shall be proficient with computer skills.
- b. Duties may include standing for long periods, squatting, bending and lifting heavy objects.
- c. Shall maintain our Facebook and other social media pages including interacting with participants by commenting on posts and responding to Messages.
- d. Shall work with the Activities Director, Blog Director, Sponsorship Director and Community Relations Director to post public events and save the dates, as well as manage updates on social media. Such events include, but not limited to, BHWH and Progressive Dinner. Participants' home addresses should never be posted publicly.
- e. Shall use discretion when posting on social media and be sure to show total inclusion of all women.
- f. Shall confirm consent has been given by participants and sponsors prior to posting/sharing photos on social media accounts.
- g. Shall make at least five posts on Facebook a week.
- h. Shall post all blog entries to the CLF Facebook page.
- i. Is responsible for finding and/or creating content for all social media.
- j. Shall work with the Blog Director on timing of social media posts.

- k. After each event, she will upload the photos to social media page.
- l. Social media will publish thank you posts to sponsors with approval from board.
- m. Will work with the Membership Director on the advertisement of open board positions.
- n. Shall attend as many events as possible and maintain a professional and friendly relationship with participants.
- o. Shall maintain a professional and friendly relationship with participants.
- p. Shall participate in the volunteer rotation for the Celina Ladies and Friends booth at the Celina Friday Night Market.
- q. Shall honor Article X concerning public representation.

8. Membership Director

- a. Shall be proficient with computer skills.
- b. Duties may include standing for long periods, squatting, bending and lifting heavy objects.
- c. Shall maintain an ongoing updated spreadsheet (Participant Log), which lists contact and pertinent information of all participants, and share it with the board. Send a copy via email to the Secretary to save in the cloud and hard drive back up.
- d. Shall send Hallmark e-cards for birthdays that we have and any other special occasion as board suggests.
- e. Shall recruit new Participants during the year, and work with other board members who need participant information for their board position.
- f. Shall send a welcome email from the CLF email account to all new participants and shall check for responses.
- g. Shall work with Social Media, Website, and Blog Directors to advertise for nominations for board positions. Nominations shall be received by the Membership Director and presented to the board in April.
- h. Shall attend as many events as possible and maintain a professional and friendly relationship with participants.

- i. Shall maintain a professional and friendly relationship with participants.
- j. Shall participate in the volunteer rotation for the Celina Ladies and Friends booth at the Celina Friday Night Market.
- k. Shall honor Article X concerning public representation.

9. Activities Director

- a. Shall be proficient with computer skills.
- b. Duties may include standing for long periods, squatting, bending and lifting heavy objects.
- c. Shall plan monthly and special activities.
- d. The Activities Director will send out event Evites in a timely manner and comment/respond to Evite comments and messages.
- e. When unable to attend, she will ensure that another board member is present to manage the activity.
- f. Shall send activities information and dates to all board members.
- g. Shall coordinate all setup and cleanup of all monthly events and activities, including Pokeno, Dinner with Friends, Social Activities and any other monthly events that are added.
- h. Shall coordinate the three annual brunch events and keep the board informed of the details. Responsibilities include securing a location, coordinating and executing event details with hostess. Brunches include:
 - i. Love and Friendship-February
 - ii. Freedom and Friends-July
 - iii. Brunch and Chit Chat-September
- i. Shall publish/post pictures from the events to our Facebook/Instagram accounts. If the Activities Director is not able to do so, she will send the pictures to the Social Media Director and President with the details of what information to post.
- j. Shall work with the Social Media director to conduct surveys or needed assessments through Facebook with board approval.
- k. Shall have budgeting experience and follow budget outlined by the board of directors.

- l. Shall be able to understand physical limitations or disabilities, or other conditions when choosing a variety of activities for participants.
- m. Shall keep an activity log. List each activity, supplies needed, vendor, phone numbers, etc. This provides a way to look back and find vendors, entertainers, etc. for another activity.
- n. Shall obtain all necessary equipment and supplies for the activity or making sure enough is on hand prior to the event. Shall arrive early at each assigned event to ensure each venue is set-up and ready to host the CLF event. This is not limited to arranging tables, working with management staff on details and security if needed.
- o. Shall educate other board members on how to operate any equipment used during an event.
- p. Shall have proficiency with speaking in front of groups of women, community leaders, and with vendors.
- q. Shall attend as many events as possible and maintain a professional and friendly relationship with participants.
- r. Shall maintain a professional and friendly relationship with participants.
- s. Shall participate in the volunteer rotation for the Celina Ladies and Friends booth at the Celina Friday Night Market.
- t. Shall honor Article X concerning public representation.

10. Sponsorship Director

- a. Shall be proficient with computer skills.
- b. Duties may include standing for long periods, squatting, bending and lifting heavy objects.
- c. Shall maintain an ongoing and updated spreadsheet of sponsor contact information.
- d. Shall recruit new sponsors during the year by contacting potential sponsors via email, letter, or phone, with a follow up visit in person.

- e. Shall send renewal letters out annually to current sponsors.
- f. Shall work with other board members who need sponsor information for events.
- g. Shall attend Sponsor events whenever possible.
- h. Shall send thank you notes to sponsors.
- i. Shall attend as many sponsor events as possible and maintain a professional and friendly relationship with participants.
- j. Shall work with Activities Director in setting up Sponsor hosted events as well as Social Media and Website Director.
- k. Shall coordinate with the Website Director, Social Media Director and Blog Director on all sponsor related materials, i.e. logos.
- l. Sponsorship Director writes the Sponsorship Highlights for the blog.
- m. Shall maintain a professional and friendly relationship with participants.
- n. Shall participate in the volunteer rotation for the Celina Ladies and Friends booth at the Celina Friday Night Market.
- o. Shall honor Article X concerning public representation.

11. Community Relations Director

- a. Shall be proficient with computer skills.
- b. Duties may include standing for long periods, squatting, bending and lifting heavy objects.
- c. Shall have the ability to organize and participate in events to strengthen community relationships and boost CLF brand awareness. Shall have the ability to build relationships with potential community organizers and leaders to cultivate possible partnership interactions with CLF.
- d. Shall coordinate with the Activities Director on what community project/donation will be for each event.
- e. Shall coordinate with the Activities Director on scheduling donation deliveries and pickups.

- i. Shall coordinate with the Activities Director regarding special event planning, preparation and participation for the following events:
 - ii. Friday Night Markets-coordinate collections for community needs
 - iii. BooHoo WooHoo-Coordinate with all the city leaders
 - iv. Progressive Dinner-collection for Food Pantry
 - v. Christmas Party-Christmas Collection
 - vi. Family Picnic
 - vii. Any additional special events decided by the board of directors
- f. Shall actively seek community events Celina Ladies and Friends can participate in or set up collections that align with our mission. Shall obtain approval from the board of directors prior to scheduling community projects/events/donation drives.
- g. Shall monitor and report updates to CLF board after community events or meetings.
- h. Shall take photos during community events as well as when donations are being presented at deliveries or pick up locations.
- i. Shall coordinate with Social Media, Blog and Activities directors to align dates of community activities to ensure there are no conflicts or issues between events.
- j. Shall coordinate with the Social Media Director, Website Director and Blog Director for posting the photos from community events and donations to social media, website and blog posts.
- k. Supporting all CLF board members to those organizations and leaders through introductions, communications, etc.
- l. Shall find a board member to oversee community event when unable to attend.
- m. Shall manage and oversee the CLF volunteers during community events. Shall attend as many events as possible by maintaining a professional and friendly relationship with participants.
- n. Shall participate in the volunteer rotation for the Celina Ladies and Friends booth at the Celina Friday Night Market.
- o. Shall honor Article X concerning public representation.

Article IX. Resolutions and Amendments

These Bylaws may be amended at any board meeting or special meeting by a two-thirds vote of those present.

The President in an email can give previous notice or other agreed upon methods of communication, with all board members responding.

It is the responsibility of the President and VP to comment/respond if Social Media, Membership or Blog is unable to do so within a reasonable amount of time.

An Alcohol and Release of Liability Waiver statement is to be included in all event forms and Sign In sheets.

A Photo/Video Release Waiver statement will be included in all event forms and Sign In sheets.

Article X. Policy

No mailings will be sent or representations made in the name of or on behalf of Celina Ladies & Friends, with the exception of appropriate cards (for example, thank you cards), without prior approval of the President. Every board member is the brand Ambassador of CLF and is expected to act in alignment with our mission statement.