

## **ST. LOUIS FORUM BY-LAWS**

### Article I

#### Name

The name of this mutual-benefit corporation shall be "St. Louis Forum," hereinafter sometimes referred to as the "Forum."

### Article II

#### Purpose and Goals

The purpose of St. Louis Forum is to provide a forum for executive and professional women in the Greater St. Louis area who have distinguished themselves through significant achievements in their chosen fields.

The goals of the organization are:

1. to give members access to information about a wide range of issues and topics through presentations at meetings by outstanding speakers;
2. to provide networking opportunities for the members, to meet and share common interests and ideas;
3. to advance women in their professions and in the community; and
4. to recognize and celebrate the success of women in their professions and in the community.

### Article III

#### Policies

Section 1. Forum shall be nonsectarian, nonpartisan, and nonprofit.

Section 2. In the event of dissolution, any remaining assets shall be distributed to such organizations organized and operated exclusively for charitable, educational, or scientific purposes, which at the time qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, as the board of directors shall determine.

Article IV  
Membership

Section 1. Membership Policies.

- A. Membership shall be held by persons who support the purposes and goals of St. Louis Forum. St. Louis Forum strives to maintain a balanced representation of a broad variety of business and professional backgrounds among its members.
- B. Membership shall be limited to two hundred seventy-five (275) active members.
- C. Membership shall be held in the name of the member and not of the employer. Membership may not be transferred.
- D. Membership, once conferred, may be maintained for as long as the member meets the financial and attendance obligations of St. Louis Forum, without regard to current career status. The membership fee will not be refunded.
- E. Members are required to attend at least three regular meetings of St. Louis Forum during the fiscal year. Any member who believes she will be unable to attend three meetings during a current fiscal year, must request, in writing, a waiver of this requirement by the Board of Directors no later than May 31 of that fiscal year.
- F. Members attending fewer than three regular membership meetings in the fiscal year, without receiving a waiver from the Board of Directors, shall be charged the regular meeting charge for the balance of the three meetings not attended.

Section 2. Classes of Membership.

- A. Active
  - a. All persons who have met the membership criteria, have been elected into membership, have paid the initiation fee, have met all of the financial and attendance requirements for all preceding fiscal years during which they were members, and have paid the annual dues for the current fiscal year.
- B. Sustainer
  - a. This category of membership is open to all active members who have been members for five (5) or more and who choose to become a sustaining member.

- b. Sustaining members will have full voting privileges, may serve on the board but may not be an officer.
- c. There are no attendance requirements. Dues will be the same as for active members.

#### C. Honorary

- a. Honorary membership will be given to any non-member who receives the Trailblazer Award. This membership will begin immediately and continue through the next fiscal year. No dues will be charged during this period and no attendance is required at meetings. If the honorary member wants to continue her membership, she will automatically become an active member upon completion of the nominating form and payment of dues.

#### D. Emeritus

- a. Emeritus membership will be given to St. Louis Forum Founding Members (original members from 1981).
- b. Emeritus members will have full voting privileges.
- c. There will be no attendance requirements for Emeritus members and dues will be waived.

#### E. Retired

- a. Members who have retired from active employment and are at least 65 years of age may specifically request to be included in the Retired member category.
- d. Must be an Active member for at least five (5) years.
- e. Retired members will have full voting privileges.
- f. There are no attendance requirements for Retired members and dues shall be 50% of the current dues paid by Active members.

#### E. Inactive

- a. Non-resident: Members who have moved from the St. Louis area may request non-resident status on a yearly basis. The request must be made in writing to the Board of Directors. Non-resident members are excused from the attendance requirement and are not eligible to sponsor new members, serve on the Board of Directors or vote on matters brought to the membership. They may attend meetings when in St. Louis. Dues shall be fifty percent of the current annual dues payable by active members. Active status shall be reinstated on written request to the Board of Directors.

- b. Sabbatical: A member may request, from the Board of Directors, a one-year sabbatical from the attendance requirement for any reason, for any fiscal year after their third year as an active member. Requests shall be granted at the discretion of the Board. The request may be made for only one year at a time, but requests may be made in as many subsequent years as necessary. The request must be made in writing, prior to the beginning of the fiscal year for which the request is being made. Members on sabbatical may not sponsor new members, serve on the Board of Directors, or vote on matters brought to the membership. Dues for members on sabbatical shall be fifty percent of the current annual dues payable by active members.

### Section 3. Selection of Active Members.

- A. The Board of Directors, on recommendation of the Admissions Committee shall adopt the membership criteria and procedures.
- B. A member may submit the name of one person to the Admissions Committee for consideration for membership per twelve month period.
- C. Membership criteria are:
  - a. Must be a leader in or have made a significant contribution to her chosen field;
  - b. Will be an asset to the St. Louis Forum through her community visibility and prestige.
  - c. Her interests, skills, and knowledge will be of benefit to other members; and
  - d. Her breadth of interests include her profession, the community, and the advancement of women.
  - e. New members must be selected from such careers, businesses and community activities so that the membership of the St. Louis Forum will to the greatest extent possible represent a wide range of careers, businesses, and community activities.
- D. The Admissions Committee shall nominate such persons for membership as it shall determine in accordance with the membership criteria and procedures adopted by the Board.
- E. The Board of Directors, on recommendation from the Admissions Committee, will review the recommendations and approve persons nominated for membership. The Board shall then notify the membership as to the persons selected for membership.

### Section 4. Reinstatements.

A member who has resigned in good standing may request, in writing, an automatic reinstatement

from the Board of Directors within two years of the resignation. Anyone seeking reinstatement after such two-year period shall be admitted through the normal new membership process.

## Article V

### Dues and Fees

- Section 1. Dues and initiation fees are payable upon acceptance to membership and, thereafter, annually on September 1 of each fiscal year.
- Section 2. The annual dues for active, sustainer, and inactive membership shall be determined by vote of the Board of Directors. Dues for inactive members shall be fifty percent of the dues for active members.
- Section 3. Any member who does not pay dues by December 1 shall be considered as having resigned from the St. Louis Forum and will be removed from the Forum membership list.
- Section 4. Any member not paying an outstanding bill for 120 days from date of invoice shall be considered as having resigned from the St. Louis Forum and will be removed from the Forum membership list.
- Section 5. In case of membership termination, written notice of such termination and the reason for such termination shall be given to a member at least 15 days prior to the effective date of such termination. The member shall be given an opportunity to be heard orally or in writing not less than five days before the effective date of such termination by a person or persons authorized by the Board of Directors to decide whether the proposed termination should take place. Written notice of termination shall be given by mail, sent first class to the last address of the member shown on the records of the St. Louis Forum.

## Article VI

### Membership Meetings

- Section 1. Regular meetings shall be held monthly, unless otherwise decided by the Board of Directors, at a time and location determined by the Board of Directors. Notice of the time and place of each regular meeting for the fiscal year shall be given to the members no later than November 1st of such fiscal year. A minimum of six membership meetings will be held each year.

- Section 2. Members shall have one vote on each matter that comes before the membership for a vote. The Board of Directors may fix a record date for determining the members entitled to vote. If no such record date is fixed, members are entitled to vote at membership meetings if they have been members of the Forum for at least one month. Members shall also have fulfilled their financial obligations to the Forum in regard to the initiation fee, annual membership dues, and payment of outstanding bills as of such record date. A quorum for membership meetings shall be 20%, with matters passing with a simple majority vote of members present. If a quorum is not present at such meeting, the members present shall have the power to adjourn the meeting from time to time for successive periods of not more than ninety days, without additional notice to the members.
- Section 3. Members shall be notified of matters requiring a vote at least two weeks prior to the membership meeting at which the matter will be discussed and voted on. Proxies will not be permitted.
- Section 4. Special meetings may be called by the President, provided all members are notified in writing of the time, place and purpose of such meeting at least two weeks prior to the meeting.

## Article VII

### Board of Directors

#### Section 1. Members of the Board.

- A. All powers necessary for the governance of the St. Louis Forum shall be vested in the Board of Directors, which shall consist of the Officers of the St. Louis Forum, Directors, and the immediate past President. The Board of Directors is authorized to increase or decrease the number of Directors from time to time as the Board shall determine, but shall not reduce the Board to fewer than five members nor increase it to more than 20 members.

#### Section 2. Nomination and Election of Directors.

- A. Directors shall be nominated by a Nominating Committee consisting of the current President, the immediate past President and two additional members of the Board selected by them. The Nominating Committee shall notify the membership of their slate of nominees at least three weeks prior to the August regular meeting of the membership.
- a. Any Forum member in good standing may be considered for a board position even if they have previously served on Forum's board, given that there has been at least 2

years since their last date of board service.

- B. Election of Directors shall be held at the August regular meeting of the membership, and shall be elected by a simple majority.

### Section 3. Terms of office.

- A. One-third of the Directors shall be elected to the Board of Directors at the regular membership meeting scheduled each year for the month of August, with the next third of the Directors elected the following year, and the final third elected the year after.
- B. Directors, excepting the President, will be limited to one (1) three-year term, which may be extended by up to two (2) additional years at the Board's invitation.
- C. The Board of Directors shall have the power to fill, for the unexpired term, any vacancy which may occur either in their own body or among the Officers and shall make its selection from those person(s) nominated for such vacancy by the Nominating Committee. The Board of Directors shall also have the power to terminate the membership of any person from either the Board of Directors or the St. Louis Forum or from both such groups. Each aforesaid power shall be exercisable by the concurring vote of at least two-thirds (2/3) of the members of the Board of Directors.

### Section 4. Meetings of the Board of Directors.

- A. The Board of Directors shall meet at least six times each year. At the discretion of the President, meetings may utilize electronic means such as the telephone, conference calls, and the transmission of matters by email.
- B. Meetings of the Board of Directors may be called by the President at her discretion, or by a minimum of three (3) members of the Board. It shall be the duty of the Board to establish rules of procedure and practice for its meetings.

### Section 5. Quorums.

Fifty percent of the members of the Board of Directors shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, unless otherwise provided by these By-Laws or applicable state law.

## Article VIII

### Officers

Section 1. The officers shall be a President, Vice President Programs, Vice President Admissions, Vice President Issues & Action, Vice President Public Relations and Secretary/Treasurer and such other officers as shall be determined from time to time by the Board.

#### Section 2.

- A. The Board of Directors, at their first meeting of the year or as soon thereafter as possible, shall elect one of their number to be Vice President Programs, Vice President Admissions, Vice President Issues & Action, Vice President Public Relations and Secretary/Treasurer.
- B. In the case of a Presidential election year, the Nominating Committee, consisting of the current President, the immediate past President and two additional members of the Board, shall include the President nominee in their slate of director notification to the membership at least three weeks prior to the August regular meeting of the membership.
- C. Election of the President shall be held at the August regular meeting of the membership, and shall be elected by a simple majority.
- D. The Nominating Committee shall submit the name or names of its nominees to the Board of Directors to fill any vacancies that may occur among the Officers of the Forum.

#### Section 3. Terms of office.

- A. Each officer, excluding the President, shall serve for a one-year term
- B. An Officer, excepting the President, may hold the same office for more than one year, however an Officer remains subject to the 3-year term limit, which may be extended by up to two (2) additional years at the Board's invitation.
- C. The President shall serve one (1) two-year term, followed by one (1) two-year term as Past President.

Section 4. Officers shall assume their duties immediately following their election at the August membership meeting.

#### Section 5. Duties.

Unless otherwise established by the Board of Directors, the duties of the Officers shall be as follows:

- A. The President shall be the principal Officer of the Forum who shall:
  - a. Preside at all meeting of the Forum and the Board of Directors;
  - b. Appoint standing and special committee chairs with approval of the Board of Directors;
  - c. Appoint a parliamentarian, if necessary;
  - d. Serve as ex-officio member of all committees; and
  - e. Authorize disbursement of funds.
  
- B. The Vice President Programs shall:
  - a. Perform the duties of the President in the absence of the President:
  - b. Become President for the unexpired term in the case of death, resignation or incapacity of the President;
  - c. Serve as program chair; and
  - d. Serve in such capacities as assigned by the President.
  
- C. The Vice President Admissions shall:
  - a. Perform the duties of the President in the absence of both the President and the Vice President Programs;
  - b. Serve as admissions chair;
  - c. Oversee the collection of the annual dues from the members;
  - d. Oversee the preparation of the annual roster, together with such members of the Board of Directors as may be designated by the President; and
  - e. Serve in other capacities as assigned by the President.
  
- D. The Vice President Issues & Action shall:
  - a. Serve as issues and action chair;
  - b. Explore ways to implement Forum's goal to "advance women in their professions and the community".
  - c. Serve in other capacities as assigned by the President.
  
- E. The Vice President Public Relations shall:
  - a. Serve as public relations chair;
  - d. Serve in other capacities as assigned by the President.
  
- F. The Secretary/Treasurer shall:
  - a. Oversee the keeping of accurate records of the proceedings of all meetings of the Forum and the Board of Directors;

- b. Oversee the correspondence of the Forum;
- c. Oversee the preservation, in a permanent file, of all records of value to the Forum and its Officers;
- d. Oversee the proper handling and deposit of all monies of the Forum in the name of St. Louis Forum in a bank or savings and loan or with such other company authorized to take deposits subject to demand as may be designated from time to time by the Board of Directors. All withdrawals of such funds shall be on checks or orders signed by the Secretary/Treasurer or President;
- e. Oversee the preparation and submit a statement of the financial condition of the organization to the membership on an annual basis at such time and in such manner as the Board of Directors may determine;
- f. Keep a list of the names, addresses and occupations of all the members;
- g. Pay all bills, but bills in excess of \$500 shall be paid upon authorization of the President; and
- h. Be responsible for the maintenance of a permanent itemized record of all receipts and expenditures.

Section 6. Each Officer shall deliver to her successor-Officer immediately after retiring from office all accounts, records, books, papers and other property in her possession belonging to the Forum or relating to the actions taken by such Officer during her term.

Section 7. The President, and in her absence the Vice President Programs, shall, with the advice and consent of the Board of Directors, have the power to appoint such committees as she shall deem advisable to further the interests of the Forum and its members, and to delegate to such committees such power and authority as the Board of Directors shall deem advisable.

#### Article IX

##### Conflicts of Interest

Section 1. A transaction with the St. Louis Forum in which a member of the Board of Directors has a material interest is not voidable or the basis for imposing liability on a member of the Board of Directors if the transaction was not unfair to the Forum at the time it was entered into and is approved in advance by the vote of the Board of Directors if:

- A. the material facts of the transaction and Director's interest are disclosed or known to the Board, and,

- B. the Directors approving the transaction in good faith reasonably believe that the transaction is not unfair to the Forum.

Section 2. A conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors of the Board, who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved, or ratified by a single Director. If a majority of the Directors of the Board who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a Director with a material interest in the transaction does not affect the validity of any action taken if the transaction is otherwise approved as provided in this section.

### Section 3. Indemnification of Board of Directors.

The St. Louis Forum shall indemnify each member of the Board of Directors, which includes each Officer serving also as a Director, and each such person's legal representatives, against liabilities, expenses, counsel fees and costs reasonably incurred by said person or said person's estate in connection with, or arising out of, any action, suit, proceeding or claim in which such person is made a party by reason of such person's being, or having been, a Director or Officer; provided such Director or Officer acted in good faith and in a manner such person reasonably believed to be in and not opposed to the best interest of the St. Louis Forum. The indemnification herein provided for shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such Director or Officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the Director or Officer involved acted in good faith and in a manner such person reasonably believed to be in and not opposed to the best interest of the St. Louis Forum; but in taking such action any Director involved shall not be qualified to vote thereon. The St. Louis Forum, if it becomes liable for indemnity herein, shall be liable to pay 100% of any loss (including costs, charges and expenses) in excess of the coverage provided by any liability insurance company having coverage for such person for said loss.

## Article X

### Miscellaneous

Section 1. This corporation shall have no seal.

- Section 2. The office of the St. Louis Forum shall be designated by the Board of Directors.
- Section 3. The fiscal year of the St. Louis Forum shall begin the 1st day of September of each year.
- Section 4. The St. Louis Forum shall maintain appropriate records of its meetings, finances and membership at its principal offices.
- Section 5. These By-Laws may be altered, amended, suspended or repealed at any regular or special meeting of the Board of Directors by a majority vote of the members present and shall become effective upon approval at any regular or special meeting of the membership by a majority vote of the members present.

As amended through October 28, 2011