

# **BYLAWS OF TULSA EXECUTIVE EXCHANGE**

## **ARTICLE I**

### Objectives

The objective of the organization shall be to provide an association to promote the business and services of its members by the following methods:

1. By each member supplying information to her fellow members, which may be of benefit to them and their businesses.
2. By each member using the individual services or products of her fellow members. The standard which should be applied to her provision shall be: "All other things being equal, I shall seek out the member representing a particular business or profession unless I feel that there is some reason that this woman is not completely competent to fulfill my need or the price of her service or her product is not in line with the same service or product that I can obtain elsewhere."
3. By recommending to those outside the Organization the services, products, or activities of members of this Organization.
4. By employing any legitimate method available which may aid her fellow members.

## **ARTICLE II**

### Fiscal Year

The fiscal year of the Organization shall be the calendar year.

## **ARTICLE III**

### Officers and Directors

The governing body of the Organization shall be the Board of Directors.

1. The Board of Directors shall consist of the current President, President-Elect, Secretary, Historian, Treasurer, Membership Chairman, Program Chairman, Social Chairman, Retreat Chairman, Immediate Past President and Website Chairman.
2. Each Officer shall serve for a term of one fiscal year, provided, however, that an officer, by agreement, may serve two or more consecutive terms.
3. Except as herein otherwise specifically provided, the decision of the Board of Directors in all Organization matters shall be final, subject only to an appeal to the Organization. The Board shall have general control over all officers and committees, and may for good cause declare any office vacant.
4. On any appeal to the Organization, a decision of the Board of Directors shall be reversed only by a three-fourths vote of the members of the Organization present at a regularly scheduled meeting of the Organization.

## **ARTICLE IV**

### Election of Officers

1. Election of Officers shall be through a Nominating Committee, which shall consist of the Immediate Past-President, the President, the President-Elect and two at-large members of the Organization appointed by the Board of Directors.
2. In June of each year, the Board of Directors shall appoint two at-large members of the Organization to serve on the Nominating Committee. Members interested in serving as an officer of the Organization may contact the President prior to September 1.
3. In August of each year, the President shall announce the members of the Nominating Committee.
4. The Nominating Committee shall nominate members to fill the following positions: President, President-Elect, Secretary, Historian, Treasurer, Membership Chairman, Program Chairman, Social Chairman, Retreat Chairman, Website Chairman and Immediate Past President.
5. Nominations will be presented by the Nominating Committee to the membership of the Organization at the October meeting. Nominations from the floor will be accepted at that time.
6. Elections shall be held at the November meeting.

## **ARTICLE V**

### Duties of Officers

1. It shall be the duty of the President to preside at meetings of the Organization and of the Board of Directors, and to coordinate the activities of the various committees and officers. In the event that an Officer resigns her post on the Board of Directors, the President shall appoint, with Board approval, a replacement to that post to serve out the duration of the term. She shall also perform all other such duties as ordinarily pertain to her office.
2. It shall be the duty of the President-Elect to perform all duties of the President in her absence, to perform all other such duties as ordinarily pertain to her office and to succeed the President upon completion of the President's term of office and to facilitate any amendments to the Bylaws and Policies and Procedures.
3. It shall be the duty of the Membership Chairman to maintain pertinent records on current members, to update the membership directory, and to perform all other such duties as usually pertain to her office.
4. It shall be the duty of the Treasurer to keep records of membership attendance, to have custody of the funds, to handle statement and collection of dues and reconciliation of guest payments, and to perform such other duties as usually pertain to her office.
5. It shall be the duty of the Membership Chairman to gather and present to the Board information necessary to induct new members, to notify members whose membership has been accepted or terminated, and to perform such other duties as usually pertain to her office.
6. It shall be the duty of the Program Chairman to schedule regular meeting programs and facilities, and to perform all other such duties as ordinarily pertain to her office.
7. It shall be the duty of the Social Chairman to arrange facilities and luncheons for meetings, to coordinate special events, and to perform all other such duties as ordinarily pertain to her office.
8. It shall be the duty of the Immediate Past President to serve on the Nominating Committee.
9. It shall be the duty of the Retreat Chairman to plan and organize a minimum of one retreat per fiscal year and to perform all other such duties as ordinarily pertain to her office.
10. It shall be the duty of the Historian to keep and maintain records of significant events/media articles about members/event pictures/and membership resumes, and to perform all other such duties as ordinarily pertain to her office.
11. It shall be the duty of the Website Chairman to keep and maintain the Organization's website.

## ARTICLE VI

### Meetings

1. The Organization shall meet monthly at a time set by the Board of Directors. Fifty percent of the members shall constitute a quorum.
2. The Board of Directors shall meet monthly, except in July and December, at a time set by the President. Five members of the Board shall constitute a quorum.

## ARTICLE VII

### Dues and Charges

Dues shall be payable quarterly in advance. The amount of dues and charges will be determined by the Board of Directors. If a member terminates membership in the Organization, her prepaid dues will not be refunded.

## ARTICLE VIII

### Membership

1. There shall be two types of membership available—Active Membership and Associate Membership.
2. Active Membership
  - a. Each Active Member shall be classified in accordance with her business or profession. The classification of each Active Member shall be that which covers the principal and recognized activity of the firm, company, or institution with which she is connected; or, if she be independently engaged, her classification shall be that which covers her principal and recognized business or professional activity.
  - b. There shall be no more than 35 Active Members at any one time. The Active Membership shall consist of only one Active Member from each classification of business or profession. It is the intention of the Organization that by direct or indirect circumstances no two Active Members can represent identical business fields or professions.
  - c. Each Active Member shall be of good character and good business or professional reputation, engaged in a particular line of endeavor, and personally and actively engaged within the Tulsa area in business or profession in which she is classified in the organization.
  - d. Membership in another organization that requires exclusive referrals within that organization shall constitute a conflict of interest and is prohibited.
  - e. Active Membership shall continue during the existence of the Organization unless terminated as hereinafter provided.
  - f. Active Membership shall automatically terminate if and when an Active Member ceases to be personally and actively engaged within the Tulsa area in the classification of business or profession under which she is classified in the Organization, or severs her connection with her business establishment, or resigns from the Organization.
  - g. When the Active Membership of a person has terminated as provided in the foregoing Section 2.f of Article VIII, such person may make new application for membership or may elect to become an Associate Member.
  - h. The Active Membership of any Active Member who is absent from any four meetings in one calendar year shall be terminated unless said Active Member makes up for the missed meeting by attending a TEE Retreat during the same calendar year. The Board shall have the discretion to waive the missing of a fourth meeting during a calendar year to prevent the Active Member's

termination for extraordinary circumstances. Such requests must be submitted in writing to the Board. The Board's decision will be made at the Board's complete discretion and such decision is final. A terminated Active Member may re-apply as a new Active Member by following the same application procedure for new Active Members. Following a termination for four absences, a member may only re-apply for Active Membership once within a consecutive three (3) year period or may elect to become an Associate Member.

- i. If an Active Member encounters circumstances in her personal or professional life which might require such Active Member to miss three to six meetings during a fiscal year, the Active Member may submit a request in writing for a sabbatical to the President at least two weeks before the meeting which would constitute her fourth absence. The President's acknowledgment of such request and notification to the board constitutes acceptance. The sabbatical may last up to a total of six (6) months during the fiscal year. This six (6) months provision includes the three months an Active Member is allowed to miss without penalty as provided in ARTICLE VIII (h) herein. The Active Member will continue to pay dues during the sabbatical period, but shall not be required to attend meetings during the sabbatical period. The Active Member will not have a standing reservation for monthly meetings during the sabbatical period and will need to advise the Social Chairman if she plans to attend a meeting during the sabbatical period. The Active Member's professional classification shall be protected during the sabbatical period. No Active Member shall be granted more than one (1) sabbatical leave in a five (5) year period. At the end of the sabbatical period, the Active Member shall return to Active Membership or, if she is otherwise eligible, may apply for Associate Membership.

### 3. Associate Membership

- a. Associate Membership is available to Active Members who have been Active Members for five years and who elect to move to Associate Membership. The application for Associate Membership will be posted on the website. The person seeking Associate Membership should return the completed application to the membership chair. The membership chair will then submit the application for Board approval;
  - b. Upon Board approval, Associate Members shall pay full TEE dues but Associate Members will have no standing reservation for monthly TEE meetings and must make reservations to attend;
  - c. There shall be no more than 10 Associate Members at any one time. Associate Members are eligible to attend retreats on the same basis as Active Members;
  - d. The Organization may have an Active Member in the Associate Member's professional classification. Associate Members attending regular meetings will announce that they are Associate Members and will not give any promotional presentation;
  - e. Associate Members may vote for officers and bylaws amendments but may not serve as officers or board members;
  - f. An Associate Member may return to Active Membership by following the regular Active Membership process.
4. If any member engages in conduct unbecoming to the professional image of the Tulsa Executive Exchange, such member may be terminated by vote of the Board of Directors after such member is notified in writing that her membership may be terminated, and after she has been provided an opportunity to discuss her conduct with the Board of Directors at a regularly scheduled meeting of the Board. The Board may, by majority vote, allow the member a three month probationary period, after which time the Board of Directors will review such member's membership. A majority vote by the Board regarding termination of a member's membership will be final.

## **ARTICLE IX**

### Admission of New Members

1. Any Active Member may propose a candidate for Active Membership.
2. When there is an opening, an Active Member shall submit an application and information sheet on a candidate to the Membership Chairman. After the Membership Chairman determines that the application and information sheet are complete; she shall submit them to the Board at the next scheduled Board Meeting for discussion.
3. If the Board approves the candidate, the membership chair, following TEE policies and procedures, shall submit the candidate to the membership. Once approved by the TEE membership, the candidate is considered an "In- Process Member".
4. An "In-Process Member" must attend at least three consecutive business meetings in a 12 month period before becoming an Active Member.
5. A membership is granted strictly on a personal basis and is not to be considered a sustaining membership to a company, corporation, sole proprietorship, or partnership. A membership that has been terminated may not be automatically passed to another person recommended for membership from the company, corporation, sole proprietorship, or partnership of the relinquishing member.
6. Once a membership has been terminated, the business field or profession represented by such membership will automatically be open to the general membership for review, recommendations, and sponsorship of candidates.

## **ARTICLE X**

### Committees

The Board of Directors shall form any committee it feels necessary to accomplish a function of the Organization and shall appoint any member as chairman of such committee. When a committee no longer effectively serves the purpose for which it was formed, such committee shall be dissolved by the Board.

## **ARTICLE XI**

### Outside Activities

The Organization shall not undertake or perform any civic, charitable, religious, or other outside activity, without a three-fourths vote of the members present at a regular meeting of the Organization.

## **ARTICLE XII**

### Amendment

The Bylaws may be amended or repealed, or new bylaws may be adopted, by vote of at least fifty-one percent (51%) of the members present at any regular meeting of the Organization.