



ARTICLE I Club Year and Election of Officers

1. The fiscal year of Praeclarus (the "Club") begins October 1st and ends September 30th.
2. Nomination of officers shall be made through a nominating committee either chaired by the current President or if she is unable to do so, she may appoint a Past President to chair this committee. Committee members are either appointed or volunteer and shall consist of a minimum of three (3) past presidents in good standing but not more than five (5) committee members in total. This committee may include current Club members that have been in the Club for a period of two years or longer, including any present Board members who have excluded themselves from being nominated as an officer.
 - a. The nominating committee shall meet prior to the last meeting in August and shall nominate by majority vote of the committee members attending this meeting the next: Club President, Program Chair, Operations Chair, Treasurer, Social Chair, Communications Chair, Membership Chair, and Member-at-Large to serve with the immediate Past President as the Board of Directors. All such nominations shall be presented to the Club at the first meeting in September.
 - b. Elections shall be held at the first meeting in September.
3. No officer shall serve more than two consecutive terms in a single office.

ARTICLE II Board of Directors

The governing body of Praeclarus shall be the Board of Directors (the "Board").

The Board shall consist of the current Club President, Program Chair, Operations Chair, Treasurer, Social Chair, Communications Chair, Membership Chair, one Member-at-Large and the immediate Past President.

ARTICLE III Duties of Officers

- 1. PRESIDENT:** It shall be the duty of the President to preside at meetings of the Club and of the Board, to coordinate and advise on the activities of the various committees and officers, and to perform all other such duties as ordinarily pertain to her office.
- 2. PROGRAM CHAIR:** It shall be the duty of the Program Chair to coordinate all annual programs for the Club along with those members who have volunteered to provide each month's weekly programs, coordinate with the Club web master to provide all speaker details and updates for monthly program agendas and event postings via the Club's submittal process and aid other officers in the performance of their duties whenever activities of this Chair's office require it.



ARTICLE III Duties of Officers (Continued)

3. OPERATIONS CHAIR: It shall be the duty of the Operations Chair to schedule meeting facilities, to record attendance and confer with Treasurer on monitoring attendance violations, approve menu costs for each meeting and coordinate requested AV with Program Chair for speakers. Any changes to menu or hotel costs will be managed by this office and brought to the attention of the Board for its approval. Duties also include aiding other officers in the performance of their duties whenever activities of this Chair's office require it.

4. TREASURER: It shall be the duty of the Treasurer to have custody of the funds (*accounting to the Board upon demand.*) She shall also have the right of approval of expenditures in excess of \$500. Such requests are to be submitted in writing and approved in the same form. She shall also work with appointed committee chairs to review budgets for social events, annual retreats and monitor all forms of payments. She will also aid other officers in the performance of their duties whenever activities of this Chair's office require it.

5. SOCIAL CHAIR: It shall be the duty of the Social Chair to organize and carry out any social functions other than the regularly scheduled (weekly) breakfast meetings. She will organize and head volunteer committees to assist with the annual member retreat, organized social activities and special events. She shall work with the treasurer to approve budgets for all of these type events. She shall aid other officers in the performance of their duties whenever activities of this Chair's office require it.

6. COMMUNICATIONS CHAIR: It shall be the duty of the Communications Chair to provide written communications in the form of notices, emails, and/or posts to club approved media channels on behalf of social functions, retreats and club hosted events. She shall coordinate her communication efforts with the Program Chair and any special event chair(s) or committee head. She shall also aid other officers in the performance of their duties whenever activities of this Chair's office require it.

7. MEMBERSHIP CHAIR: It shall be the duty of the Membership Chair to insure adherence to the Bylaws concerning membership rules and to support recruitment of new members and retention of current members. She shall also aid other officers in the performance of their duties and to perform any duties their duties whenever activities of this Chair's office require it.

8. MEMBER-AT-LARGE: It shall be the duty of the Member-at-Large to support any or all of the members of the Board in the performance of their duties, which usually pertain to the offices they hold.

9. PAST PRESIDENT: It shall be the duty of the Past President to act in the role of mentor to all Board members and to use her prior experience in an advisory capacity. She shall bring judicious wisdom to the new Board. She shall also perform any duties that pertain to her office.



ARTICLE IV Weekly Meetings & Board Meetings

The regular weekly meetings shall begin at approximately 7 a.m. and activities scheduled so that the social period, breakfast and program shall normally end by 8:30 a.m.

The Board shall meet when called by the President. A majority (5 members) of the Board shall constitute a quorum of the Board to conduct Club business. Unless otherwise noted in these Bylaws or the Constitution of the Club, a vote of a majority of the quorum shall be sufficient to pass any resolution of the Board.

ARTICLE V Dues and Fees

The Board shall have collective authority to determine all membership dues and fees:

- Member invoices are prepared by the Club Treasurer and emailed to each member quarterly. The Club policy is for fees to be paid within 7-10 days of receipt. Fees are considered past due after 30 days.
- The cost of a member or guest breakfast is \$30. This fee is charged to the member responsible for her invited guest. Invited guests need to be reserved by notifying the Membership Chair on or before noon on the Wednesday prior.
- The full \$30 cost of breakfast shall be assessed as an added fee each time a member is a no show without having canceled prior to noon on Wednesday. This also applies to fees for member guests, not canceled.
- If a member terminates her membership, prepaid dues will be refunded pro-rata.

If a member cannot pay her full membership fees within the quarter due, she should contact the Club Treasurer in writing to discuss a payment schedule. Past dues and fees will not be carried forward beyond two quarters without Treasurer and Board agreement. A membership is subject to termination if fees remain unpaid without full Board approval.

ARTICLE VI Admission of New Members

Admission of new members must be in accordance with the limitations within the Constitution of Praeclarus. To recommend a prospect a member must be in good standing and have been so for a minimum of six months.

(Refer to Constitution – "STEPS")



ARTICLE VI – A Flexible Membership

In order for a Praeclarus member to become eligible for the category of Flexible Membership, she must meet the following requirements:

- Has been a member for five years, either current or past.
- Is in good standing with the Club.
- Agrees to attend a minimum of three meetings per quarter.
- Agrees to pay one-half of the regular quarterly dues while a flexible member, which will include the cost of the three meetings per quarter.
- Agrees to pay for additional meetings each time she attends.

The benefits of Flexible Membership shall include:

- Continue contact with membership during life and professional changes.
- Participate in special events, retreats and regularly scheduled meetings.
- Remain on Club's broadcast e-mail and social contact lists.

A Flexible Member shall relinquish her professional membership category.

There shall be no residence requirement to become or remain a Flexible Member.

Flexible members shall not be eligible to serve on the Board.

A member meeting the requirements may apply to the Board to become a Flexible Member. If her application is approved, the Flexible Member shall notify Operations Chair (on a timely basis) when she plans to attend a regular meeting.

A maximum of 20% percent of all members of Praeclarus at any time can be categorized as Flexible Members. If the category of Flexible Members is full when a member applies she shall be placed on a waiting list until an opening occurs. If more than one member is on the waiting list when an opening occurs, the Board shall award the available Flexible Membership at its discretion, taking into account the length of membership, service to Praeclarus, and relative need of the member(s) applying.

The Rules for the Flexible Membership category shall be monitored and enforced so as to be consistent with the other Bylaws and Constitution of Praeclarus.

ARTICLE VII Committees

The president shall form any committee she feels necessary to accomplish a function of the Club and shall appoint any member in good standing as a Chair of such committee. At least one director or member with previous experience in this type of function shall be ask to advise and/or consult on the activities of this committee.



ARTICLE VIII Outside Activities

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

ARTICLE IX Leaves of Absence

Upon written application to the Board, leaves of absence may be granted for good and sufficient cause. This would excuse a member of the Club from attending regular meetings. The member shall pay one-half of the regular quarterly dues while she is on leave of absence. Leaves of absence shall be granted one (1) quarter at a time and limited to a maximum of two (2) consecutive quarters.

Any further leave or hardship requests would be granted at the discretion of the Board. The application for leave of absence must be given at least two (2) weeks prior to the quarter of leave. A member must be in good standing at the time of the request and must have been a member for at least twelve (12) months to apply. If a member attends a breakfast during her leave she will reserve attendance in advance and pay the Club Treasurer for the breakfast individually at the time of attendance.

ARTICLE X Ethics

The Club recognizes that canons or codes of professional conduct may govern its members. Recognizing that this is so, if any activity undertaken by the Club is deemed by a member to be against her professional ethics, then that member may refrain from entering into such activity if she so desires. It shall be left to the sole judgment of said member to determine if such activity is unacceptable to her.

ARTICLE XI Amendment of Bylaws

These Bylaws may be amended at any regularly scheduled meeting of the Club by a two-thirds vote of all Club members represented either in person or by proxy in writing, including by electronic means.



The Constitution of Praeclarus

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ARTICLE I Name

The name of the organization shall be "**Praeclarus.**"

ARTICLE II Purpose

The purpose of Praeclarus shall be to promote the business, services and/or products of its members by the following methods:

1. By each member supplying information or resources to her fellow members, which may be of benefit to them.
2. By each member using the individual services or products of her fellow members. The standard, which should be applied to this provision, shall be: All other things being equal, I shall seek out the member representing a particular business or profession. If I feel that there is a legitimate 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, I may seek an alternative source.
3. By recommending to those outside the Club the services, products or activities of members of the Club.
4. By employing any legitimate (i.e. legal) method available to help fellow members learn, grow and/or prosper in business.

ARTICLE III Meetings

The Club shall meet regularly every week on the day and time designated in the Bylaws. The President of the Club (*or appointed replacement*) may change the regular meeting of any week to a different day or hour of the same week or the Board of Directors may cancel the regular meeting of any week when a majority of the Board determines it is necessary or desirable.

ARTICLE IV Membership

1. Active membership shall be the only type of membership available.
2. There shall be two categories of active membership: full-time member and flexible member (*Ref: Bylaws – ARTICLE VI-A*)
3. The board may grant a leave of absence to any member, and that member shall pay one-half of the dues while on leave (*Ref: Bylaws – ARTICLE IX*).



ARTICLE IV **Membership** (*continued*)

4. A membership is granted strictly on a personal basis and is not to be considered a sustaining membership to a corporation, partnership, sole proprietorship, or other business entity. A membership may not be passed automatically to another person recommended by the relinquishing member. A recommendation by a relinquishing member for a replacement member will be considered in accordance with the Membership Process: *Admission of New Members, STEPS*.

5. The basic principle of Club membership is professional/business support, ideally with each member offering a unique business product or service, with no occupational or professional overlap. However, it is recognized that changes occur over the course of a member's professional life; that it is possible for two or more members to occupy a business field or profession without conflict; and that retirement is a natural stage of a professional career. Thus, a member's professional classification shall be subject to the following guidelines:

- | A member may change business field or professional category without relinquishing her Club membership. If such a change results in an occupational conflict with another member, then the dispute resolution process described in paragraphs 8 and 9, listed below, shall be followed.
- | A member may retire from business and professional pursuits without relinquishing her Club membership.

6. Each member shall be of good character and good professional reputation, engaged in a particular line of endeavor, and personally and actively working within the Houston area in the business or profession in which she is classified in the Club.

7. Admission of new members shall be in accordance with what is set out in the Membership Process; Admission of New Members, Steps.

8. In the event a Current Member has a professional conflict, the member with the conflict ought to first attempt to resolve differences directly with the other member. If the member(s) involved are not able to come to an agreement, the Membership Chair should be contacted to help in finding a resolution.

In case a resolution is not agreed upon by said members, the Membership Chair will request each member in dispute to present issues in writing (by mail or email) to all Board of Director members. The Board will be asked to review the issues, discuss steps toward resolution and propose a resolution on which to vote at the next Board or scheduled meeting. A final resolution will be based on the Board's majority vote

9. All Board Members will be asked to participate in the resolution process. If there are any Board Members with a conflict of interest due to professional favor, that Board Member may request to be excluded from the resolution process. The Board of Directors can also formally request any Board Member to abstain from the voting process for reasons of professional conflict.



ARTICLE V Officers and Directors

1. The governing body of the Club shall be composed of a Board of Directors to be constituted as the Bylaws of the Club provide.
2. Except as herein otherwise specifically provided, the decision of the Board of Directors in all Club matters shall be final, subject only to an appeal of the Club. The Board shall have general control over all officers and committees and may, for good cause, declare any office vacant or replace an officer that resigns by majority vote.
3. On any appeal to the Club, a decision of the Board of Directors shall be reversed only by a three-fourth-majority vote of the total membership of the Club. Appeals will only be considered for review during a monthly business meeting of the Club.
4. The officers of the Club shall be the Club President, Past President, Program Chair, Operations Chair, Treasurer, Social Chair, Communications Chair, Membership Chair, and Member-at-Large.
5. Each officer shall serve for the fiscal year as provided in the By-Laws.

ARTICLE VI Dues

Members shall pay dues as provided in the Bylaws.

ARTICLE VII Duration of Membership

1. Membership shall continue during the existence of the Club unless terminated as hereinafter provided.
2. Membership shall terminate if a person resigns from the Club or fails to comply with the Bylaws of Praeclarus.
3. Members who miss 50% percent or more of the meetings in one quarter or are absent unexcused from three regularly scheduled sequential meetings or fail to pay the current quarter's dues as outlined in the Bylaws of Praeclarus are subject to termination of their membership. Both the Club Treasurer and Operations Chair will discuss the member's attendance or delinquent payments with that offending member and recommend to the Board a path of action. The Board (*by majority vote*) will determine what action to take and notify the offending member in writing of the Board's decision.
4. An absence shall be subject to a fine and considered as an unexcused absence unless the Operations Chair is notified by: Wednesday, 12 noon of the week that the meeting is to be missed.



ARTICLE VIII Bylaws

The Club shall adopt Bylaws consistent with this Constitution.

ARTICLE IX Amendments

The Constitution may be amended only at a regularly scheduled members' meeting of the Club. Any member in good standing may propose an amendment in writing. The Constitution shall be amended upon two-thirds vote of those members attending either in person or by proxy in writing, including by electronic means at the next members' meeting of the Club.

Admission of New Members ~ STEPS

Admission of new members must be in accordance with the limitations within the Club Constitution. The following STEPS would be taken to sponsor a prospect.

Step 1. To recommend a prospect, you must have been a member in good standing for a minimum of six months. Begin by completing a prospective member form and submitting it to the Membership Chair with a copy to the Club President expressing your intention to sponsor this prospect. *If the prospect's resume is available, feel free to include this as an attachment.*

Step 2. The Membership Chair then distributes the completed prospective member form along with reference links or attached resume to the Board for consideration. If the prospect has agreed to be a viable candidate by the majority of the Board, the Membership Chair will formally announce to all members that the prospect is being formally considered.

Step 3. The new prospective member form is then circulated to the membership to identify any personal or occupational conflicts. Any conflicts should be reported to the Membership Chair within two weeks of circulating the prospect form.

- A. If a current member has a concern/personal conflict with the proposed member, the current member should discuss such conflict with the sponsor. If the sponsor agrees, she would drop the proposal for membership.
- B. If the sponsor disagrees with the current member about the personal conflict, then the current member would inform the Membership Chair about her conflict with the prospective member.
- C. The Membership Chair will attempt to resolve the issue between the members.

Step 4. If no resolution to this conflict is achieved the Membership Chair will take the issue to the Board.

Step 5. The Board will make a recommendation for membership based on the Membership Chair's report and presentation by the sponsor.

Step 6. Following discussion of any remaining issue in question, the Board will determine by majority vote whether to continue the membership process for the prospective member.



Step 7. If the sponsor or current member disagrees with the action of the Board, either party can ask for a vote of the membership at the next business meeting. Based on the outcome of the vote the membership process will continue or be halted. A majority vote of Club membership is required to continue the process.

Step 8. Once the vote to continue the membership process has been affirmed by the Board, and if there are no issues per Steps 6 or 7, the Membership Chair will contact the sponsor and Program Chair to schedule the proposed member as a weekly program speaker. If the prospective member has already spoken to the club as a scheduled speaker, she will not be asked to present to the club again. In this case Step 9 is skipped and the process picks up with Step 10.

Step 9. The Program Chair announces to the membership when the prospective member is scheduled to speak.

Step 10. Before or after speaking, the prospect should attend 2-3 meetings and the sponsoring member should introduce her to the other members. It is very important that members whose business may potentially overlap be included in this process. Introductory lunches or alternate meetings can be arranged with these members. By this stage in the process a *cosponsoring* member may also be secured by the sponsoring member to assist in completion of this process. The prospective member will also be ask to take on the financial responsibility for her next three breakfast meetings by the Membership Chair. Fees for individual meeting are specified in *ARTICLE V, Bylaws of Praeclarus*.

Step 11. Following the talk and no further objections from the membership, the full Board will determine by a majority vote whether to continue the membership process. If an affirmative vote of the full board is recorded, the Membership Chair will then email or mail the sponsor a final membership form for the incoming member to complete.

Step 12. The prospective member will be requested to return the completed membership form with resume to the Membership Chair.

Step 13. The Membership Chair (*for the purpose of the Club's records*) will retain the completed membership forms of the prospective member.

Step 14. The Membership Chair will send a letter of invitation to the prospective member explaining the current and prorated dues as well as discussing the "three required club meetings attendance" requirement prior to membership. The dates of these meetings are scheduled with the prospect. A copy of the Bylaws and Constitution are provided to the new member along with a summary of the Club's weekly meeting procedures.

Step 15. After attending three consecutive meetings the prospect is welcomed as a new member.

Step 16. As deemed necessary, the Board will host new member orientations. The purpose of these meetings will be to provide a new member with a brief history of Praeclarus; provide interaction between new members, existing members and board members; briefly review the Bylaws and Constitution and explain the Club's procedures and protocol.