

BYLAWS OF ORANGE COUNTY WOMEN IN NETWORKING (OCWIN)

DATED: 01/05/2026

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Article I: Name The organization shall be known as Orange County Women in Networking or OCWIN.

Article II: Purpose The purpose of this organization is to develop and grow the businesses of our members through a women's referral network that meets twice a month with the primary purpose of exchanging leads and showcasing our business within the group. Our focus is to track and be accountable for the leads exchanged and sales generated through these referrals and/or leads.

OCWIN makes no guarantees with regards to a member's business growth and recognizes that the success of each member depends on her active and direct participation in the group and relationships developed with the other members of the group.

Article III: Membership

1. Core Professions

- a. A member shall be defined by a specific business category called her "core profession".
- b. Only one member will be allowed per core profession.
 - i. The list of core professions shall be available and posted on the OCWIN website.
 - ii. The list may be amended from time to time as determined by the Executive board.
- c. A member will declare her core profession when joining the organization.
- d. A member may request to change her core profession at any time from the list of open categories.
 - i. Such a request shall be submitted via membership application (paper, email, or via OCWIN website) to the Membership Chair and approved by the Executive Board.
- e. During any presentation (45-second commercial, showcase, expo, or other OCWIN event)
 - i. Members may only promote their core profession.
 - ii. During meeting announcements, a member can promote another category if it is not in conflict with another member's category.
- f. Should a member's full line of products/services cross into another category, she may only promote those products/services that fall within her approved core profession.
- g. If a potential member's full line of products and/or services crosses another category, the Executive Board may decide to allow membership with a limitation that excludes the crossover category or categories which will be recorded on the OCWIN website and/or in the member's profile.

2. Fees:

- a. Initiation fee of \$100.00 is due at the first meeting following acceptance of application.
- b. Quarterly dues of \$70.00 are due at the first meeting of each quarter. Members can pay in advance. Dues are payable whether the member attends the meetings or is absent.
- c. All dues and fees are non-refundable for any reason.
- d. Fees and dues are subject to change upon the approval of a two-thirds majority of the current membership

- e. Late Fee of \$10.00 will be assessed if member has not paid their dues on or before the end of the 1st month of each quarter.

Article IV: Meetings

1. Meeting schedule:

- a. Meetings will be held twice a month for approximately 90 minutes.
- b. Additional meetings may be scheduled at the discretion of the members, but they will not be mandatory.
- c. If the regularly scheduled meeting falls on/near a holiday, the Executive Board will decide whether to cancel the meeting or move it to another date in that month.

2. Typical meeting agenda

- a. Meeting called to order by President.
- b. Executive Board members reports.
- c. 45-second commercials by each member and guests.
- d. General announcements, including upcoming showcase schedule.
- e. Members who showcase will have 13 minutes for their presentation including their introduction and will not have a 45-second commercial. All members will receive a 2-minute warning at the 11-minute mark of their presentation.
 - i. NOTE: If member attendance is at least 1/3 absent, the Board may make an executive decision to defer member presentations.
- f. Members will have 30 seconds for referrals and/or leads, thank you for closed business, testimonials, and announcements combined.

3. Attendance policy

- a. No children or pets are allowed at meetings.
- b. Members are requested to report an absence to the secretary and/or president via text or email prior to the meeting.
- c. Members must be:
 - i. Present for the entire showcase part of the meeting to be counted as in attendance. Members who arrive late may not be allowed to give their 45-second commercial.
 - ii. Members who arrive 15+ minutes late will not be allowed to give their 45-second commercial. They will be considered absent from the meeting for attendance purposes. Advanced notice or emergencies will be taken into consideration.
- d. Members may miss no more than 2 regularly scheduled meetings per calendar quarter without a substitute. If any member misses more than two meetings per quarter without substitute or reason approved by board their membership may be revoked. Additionally, if a member misses 4 meetings with or without substitute in a 6-month time period their membership will be up for review and potentially revoked unless approved by the board due to extenuating circumstances/emergencies on the member's part.
 - i. Members may send a substitute to a meeting to avoid being counted as absent.
 - 1. Substitutes may only be sent to a maximum of 2 meetings per quarter no matter who they represent.
 - 2. The substitute must attend the entire meeting and be prepared to give the member's 45-second commercial.
 - 3. Members who do not fulfill this attendance requirement at the Executive Board's discretion will be notified by email from the President within 10 days of the end of the quarter that their membership has been revoked. No dues will be refunded.

- e. Elected Board Members are expected to attend and be involved in OCWIN official meetings.
- f. Members who anticipate an extended number of absences due to illness or family matters may apply for a leave of absence of up to 3 months, during which time the member's core business category will not be replaced.
 - ii. Extended absence should be requested via email to the President.
 - iii. The Executive Board will decide by majority vote whether to grant an extended absence. The decision will be communicated as soon as possible to the members via email. The beginning/ending dates of the leave will be specified.
 - iv. Quarterly fees will still be owed during the leave of absence.

4. Guests:

- a. Potential new members are guests and are allowed to attend up to two meetings without charge.
- b. Members who are bringing guests should email the guest's name, email, and business to the Membership Chair prior to the meeting and cc the president.
- c. The Executive Board will review all membership applications for approval.
- d. During the time of a visit, guests are welcome to introduce themselves and their company. However, they are excluded from selling and offering specials until they become a member. Guests may pass their business cards and receive member cards.
- e. Guests are not allowed to receive business referrals and/or leads until a decision is made about joining OCWIN.
- f. Referring members have the responsibility to advise their guests that no selling is allowed.

5. Showcases:

- a. Showcasing is an opportunity to present a more in-depth description of products/services at a regular OCWIN meeting.
- b. Members will have no less than 13 minutes to present their showcase including introduction.
- c. New members will be worked into the schedule rotation as soon as possible after joining.
- d. If a member will be absent on the day her showcase is scheduled, she must notify the Vice President of the situation so the Vice President can adjust the schedule. This notification should happen as soon as possible to allow for schedule adjustment.
- e. Members are required to showcase.
- f. Members must be current with dues before they can present their showcase.

6. Executive Board Elections:

- a. President announces in an October meeting that the board is accepting applications for any member interested in running for an Executive Board position.
 - i. Anyone interested should email the President directly prior to end of October or submit a written ballot voting form during the meeting.
 - ii. Members cannot nominate others but can run for up to 2 positions.
 - 1. If they "win" more than one position, they must choose one position.
 - 2. The runner up will get the open position.
 - 3. If no runner up is available, then a 2nd election will be held via email.
 - iii. It is assumed current board membership will be running for re-election **UNLESS** they notify the President via email they are not interested prior to the end of October.

- b. In November, all nominees, including current board members will have an opportunity to speak for 1-2 minutes (length of time depending on number of nominees, anyone running for more than one position does NOT get extra time).
 - i. Whatever meeting day this is done we will only have 1 or no speaker presentations (depending on number of nominees).
 - ii. President and Vice President responsible for coordinating this with speakers and letting all nominees know when they are presenting & what length of time they have for their presentation.
- c. At the last meeting in November members will vote. Typically, there are no meetings in December.
 - i. Any member not attending may send their vote via email to the President and cc the Vice-President **PRIOR** to the vote.
 - ii. No votes will be accepted electronically after in person vote.
 - iii. Board members on voting meeting day should plan for general meeting to end 30 minutes early.
 - 1. Ballots collected in submission lockbox and via email prior to meeting are counted/reviewed by the Board on voting meeting day.
 - 2. Website Administrator and/or President will send an email to membership within 24 hours with board election results.
- d. Board positions run two calendar years from January to December.
- e. The schedule will be:
 - i. 1st and 2nd October meetings – nomination announcement with President/Vice-President to follow-up post meeting via email for scheduling PRIOR to nominee presentations
 - ii. 1st November meeting – nominee presentations & vote
 - iii. 2nd November meeting – vote distribution of results
 - iv. December meetings – typically not held due to holiday scheduling.

7. Expo/Social Events

- a. The membership may periodically decide to sponsor or participate in a business expo/social event. A maximum of 1 business expo per quarter will be sponsored for the membership at large.
- b. Planning for the expo/social event will take place at separate meetings outside of the general meetings and be done by volunteer positions with no discount on dues.
- c. The Social Media Chair will assume the following duties:
 - i. Serve as point person for communication with representatives of the selected venue for the expo/social event.
 - ii. Organize members as appropriate to ensure assignments are coordinated and completed.
 - iii. Provide an oral report at general meetings on accomplishments and results, including final financial/social results.
 - iv. Create a report to be stored with OCWIN files with a record of all activities regarding the expo to aid in future planning.
- d. Expenses associated with the expo must be approved by the Executive Board prior to being incurred.

Article V: Member Responsibilities – Failure to abide by these commitments may constitute a review of the member’s activities by the Executive Board, possibly resulting in termination of membership.

1. There is an expectation of a minimum of 2 per quarter of referrals and/or leads, members are expected to refer potential clients to fellow OCWIN members whenever possible.
 - a. If you are a member of more than one referral group, please make sure you include OCWIN members when you pass any referrals and/or leads.
2. Attending all regularly scheduled meetings.
3. Arrive on time and stay for the entire meeting.
4. Silence cell phones during the meetings.
5. Invite other professional women to attend meetings in a continued effort to increase the membership of the group.
6. Follow up on all referrals and/or leads in a timely fashion.
7. Provide documentation of referrals and/leads and closed business via website or paper copy in regularly scheduled meeting by month end.
8. Provide satisfactory service, products, or work to all referrals and/or leads.
9. Show integrity in all business dealings.
10. Maintain the privacy of all members and referred clients.
11. Respect the privacy of all members; specifically, do not send unsolicited email, mail, or texts to members without their permission.
12. Under no circumstances, divulge the contact information of another member for any reason other than to generate business for that member.
13. Honor all commitments made to the group and its members.
14. Members should not invite OCWIN guests to any other networking groups **BEFORE** they become members of OCWIN or decide not to join OCWIN.
15. Members are discouraged from asking guests to sub for them at regular meetings or at other networking meetings.

Article VI: Code of Ethics

The Executive Board is authorized to expel from membership any member for any of the following. If a member is expelled, no fees or dues will be refunded.

1. Any conduct that brings the organization into public disrespect or violates the purpose for which OCWIN was formed.
2. Any conduct that causes another member to come into public disrespect.
3. Any willful refusal to abide by the bylaws of OCWIN.
4. Promotion of a non-stated core business.
5. Failure to pay membership quarterly dues within a reasonable amount of time.
6. Failure to conform to the attendance guidelines.
7. Conviction of a felony.
8. Improper use of confidential information acquired during the meetings.
9. Failure to recognize and respect the intellectual property rights of other members.
10. Unethical business practices, including but not limited to, breach of contract, failure to perform services or provide products purchased, and failure to keep member and other client information confidential.
11. If a member has a grievance against another member, she may present it in writing (paper, email, or via OCWIN Website) to the Executive Board.
 - a. The Board may choose to investigate but it is not required to act.
 - b. The Board will not act as an arbitrator or mediator between the members.
 - c. The Board may take the grievance into account when it comes time to renew the member's membership

12. Review and reapprove all current member profiles annually. This will be performed by the President and Membership Chair.

Article VII: Officers

The Executive Board of OCWIN shall be comprised of the following officers, who shall serve for the period of two years commencing January 1st. If a member cannot complete their term, a special election will be held unless we are in last quarter of election year. All board positions are voting positions. No changes can be made without majority approval of the Executive Board members. Board members are expected to miss no more than 1 meeting per quarter.

PRESIDENT

1. Prepare an agenda for each meeting. Distribute to all board members at meetings or via email by 6:00pm the evening before.
2. Preside at all meetings, exercise general supervision over affairs of the meetings and events and ensure adherence to the meeting agenda and OCWIN policies and procedures.
3. Be responsible for the continuity of the organization.
4. Approve dispersal of funds by the Treasurer for expenses generated by the organization.
5. Send any emails to members that result from enforcement of the attendance policy.
6. Sign agreement with meeting venue on year-to-year basis.
7. Be on the bank account with the Treasurer.
8. The President will be in possession of the suggestion box, tablecloth, and associated meeting materials with Vice President as the backup.
9. Discounted dues in the amount of \$45 per quarter for serving in this position.

VICE PRESIDENT

1. Act on behalf of and assume the duties of, the President or any other officer in their absence.
2. In the event the Membership Chair is not at the meeting, get the guest info to the Membership Chair for follow up.
3. Schedule the member showcases on a rotating cycle, inserting new members as soon as possible in the rotation.
4. Publish or announce the showcase schedule at each meeting for the following two meetings.
5. Send out reminder email to members the week prior to the next meeting.
6. Maintain a binder of members' business cards and bring it to each meeting. Let members know when they need to replenish business cards.
7. Provide blank referral and/or lead slips and thank you for closed business at each meeting or via OCWIN website.
8. Will be the cross-check and backup for attendance keeping by the Secretary.
9. Will be the backup for the suggestion box, tablecloth, and associated meeting materials for the President.
10. Discounted dues in the amount of \$57.50 per quarter for serving in this position.

SECRETARY

1. Record, publish, and maintain the minutes for each Board meeting.
2. Keep meeting attendance records including that of guests and subs.
3. Distribute Board meeting minutes to all Board Member within 7 days of Board meetings.
4. Keep the membership roster and policies and procedures updated with changes with the most current version posted provided to the Website Administrator and posted on the OCWIN website.

5. Review attendance records immediately at the end of each calendar quarter and inform president and the executive committee via email of members who have not adhered to the attendance policy.
6. Record referrals and/or leads and business generated statistics.
7. Discounted dues in the amount of \$57.50 per quarter for serving in this position.

TREASURER

1. Collect Initiation fee and quarterly dues and any additional fees and keep accurate records of such payments.
2. Deposit fees on a timely basis into account.
3. Collect and record fees generated by other events such as business expos.
4. Disperse funds for expenses generated after approval by President.
5. Coordinate meeting venue. Communication with venue representatives, organize food for meetings, resolve any issues regarding venue/food as they arise.
6. Discounted dues in the amount of \$57.50 per quarter for serving in this position.

MEMBERSHIP CHAIR

1. Arrive early to each meeting to welcome all potential members at each meeting.
2. Follow-up with all guests through a welcoming email that includes OCWIN policies and procedures, application, and list of core professions OR provide a website link that contains this information. Blank hard copy applications should be available to all guests when they attend.
3. Collect completed membership applications and contact references on the application (paper or website version). Email the new member's information to all members of the Executive Board.
4. Determine if there is a conflict re: potential member business category including potentially coordinating with impacted member.
5. Contact Executive Board members via email on any issues regarding admission of a new member and her intended core business category. The Executive Board has a final acceptance or rejection vote after consideration.
6. Notify the applicant of acceptance or rejection of their membership via email letter and blind cc board.
7. Send out an email to the current membership announcing the new member.
8. Keep a file with all completed and signed applications.
9. Respond to email requests for information from potential new members.
10. Prepare and distribute new member information packet which includes roster (found on OCWIN Google drive), dues, fees, and membership information from BYLAWS. This member orientation will occur within 30 days of member acceptance into OCWIN (unless involving December which may take longer).
11. Send email of all new member information to members welcoming her to the group.
12. Send .pdf file copy membership application to all board members for voting.
13. Discounted dues in the amount of \$57.50 per quarter for serving in this position.

WEBSITE ADMINISTRATOR:

1. Support function to Membership Chair for new member submissions and current member profile updates. Maintain OCWIN website forms, content, and Google Drive files supporting these functions.
2. Maintain the OCWIN Website with appropriate content as agreed to by the Executive Board.
3. Forward new member applications to Membership Chair and CC: President in .pdf file format.

4. Assist members with tech support at no charge for their showcases.
5. Update OCWIN event calendar when submissions and updates as submitted via OCWIN Website or via Social Media postings are made.
6. Acts as backup for Social Media Chair.
7. Discounted dues in the amount of \$57.50 per quarter for serving in this position.

SOCIAL MEDIA CHAIR:

1. Support function to Membership Chair and Website Administrator.
2. Maintain the OCWIN Facebook and any other social media platforms with appropriate content
3. Post simple bio of featured speaker on Facebook for next meeting, if provided by member. It's the member's responsibility to provide information if they want it posted in advance.
4. Post meeting information on local neighborhood chats: EX: Next Door & other forums
5. Acts as backup for Website Administrator. NOTE: Does not provide backup IT support for showcases.
6. Function as point person for any Events/Expo communication with Board.
7. Discounted dues in the amount of \$57.50 per quarter for serving in this position

Events/Expos Positions: Volunteer positions, no discount on dues, will get a discount on the event planned.

1. Plan events or expos for members
2. Spearhead and work with any members who would like to help with any specific event.
3. These volunteer members will coordinate with Social Media Chair to ensure coordination with OCWIN Board.