

BY-LAWS (DRAFT)  
APRIL 2008

ARTICLE I – Duties of Officers and Board of Directors

Section 1. The Officers of the Organization shall be elected as provided for in Article VI, Section 1. They shall be an Executive Director, an Assistant Director, a Recording Secretary, a Corresponding Secretary and a Treasurer.

Section 2. The Executive Director shall preside at all meetings of the Organization and of the Board of Directors and perform all duties pertaining to the office.

Section 3. In the absence of the Executive Director, the Assistant Director shall perform those duties. In case of a vacancy, the Assistant Director shall act as Executive Director until the next regular election of officers.

Section 4. The Recording Secretary shall keep the minutes of each meeting of the Organization and the Board of Directors, which shall be open to inspection at any time in the presence of the Secretary by any member of the Organization desiring to see the same.

Section 5. The Corresponding Secretary shall conduct the correspondence of the Organization and shall send out all notices except those relating to non-payment of dues.

Section 6. The Treasurer shall be the custodian of all funds of the Organization, which shall be paid out only upon the order of the Board of Directors. The Treasurer shall receive the dues, and all other monies paid to the Organization, give receipts therefore, keep an itemized account of all receipts and expenditures and report to the Board of Directors and the Organization. In September of each year she shall send to each delinquent member of the Organization a written notice of dues and as often thereafter as the Board of Directors may direct.

ARTICLE II. BOARD OF DIRECTORS

Section 1. The Board of Directors shall be made up of the Executive Director, the Assistant Director, the Treasurer, the Recording Secretary and the Corresponding Secretary. Standing Committee Chairs shall also be members of the Board of Directors.

Section 2. The Board of Directors shall have general supervision of the affairs of the organization. All necessary expenses of the Organization shall be under the control of the Board of Directors and it shall authorize the payment of all bills and agreement to any contract.

Section 3. The meetings of the Board of Directors shall be held quarterly, preceding the regular quarterly meetings of the Organization.

Section 4. Special meetings of the Board of Directors may be called by the Executive Director at her discretion or by her upon the written request of three members of the Board of Directors.

### ARTICLE III. ADVISORY BOARD

Section 1. There may be an Advisory Board of any number of individuals appointed by the Board of Directors who may meet at stated time or on notice to all by any of their own number or by the Executive Director.

Section 2. The members of the Advisory Board shall serve at the pleasure of the Board of Directors.

Section 3. The Advisory Board will have no power to require the Corporation to take any specific action. Its purpose shall be solely to consider matter of general policy and to make recommendations to the Board of Directors.

### ARTICLE IV. COMMITTEES

Section 1. There shall be four standing committees: Membership, Fundraising, Public Relations and Education/Program. The Chairs of these committees shall be appointed by the Executive Director and shall serve as members of the Board of Directors.

Section 2. The Membership Committee shall be responsible for maintaining the roster of members. They shall also be responsible for editing and publishing the membership directory. Their goal shall be to increase the membership rolls and to encourage participation.

Section 3. The Fundraising Committee shall be responsible for planning the fundraising activities for the organization. There shall be two events where we partner with other clubs and at least one activity that is a solely C.O.C.O.'s. The Treasurer shall be a member of this committee.

Section 4. The Education/Program Committee is responsible for scheduling speakers for the quarterly meetings. They shall also find opportunities for C.O.C.O to present to broader venues, such as health fairs and community events.

Section 5. The Public Relations Committee shall be responsible for the promotion of the quarterly meetings and other activities of the Organization.

### ARTICLE V. MEETINGS

Section 1. The regular meetings of the club shall be held on the second Monday of January, April, and July. September is Ovarian Cancer Awareness Month so the Club's

activities will substitute for a meeting. All sessions shall convene at 5:30 p.m. unless otherwise decided upon by the Board of Directors.

Section 2. Special meetings may be called by the Executive Director or by her upon the written request of three members of the Board of Directors.

Section 3. The objective of a special meeting shall be stated in the call for the same and if the call so states, other business may be transacted.

Section 4. The place of the meeting of the Organization shall be decided by the Board of Directors.

Section 5. The annual meeting of the Club for the election of officers shall be held the second Monday in October, beginning in the year 2010.

#### ARTICLE VI. ELECTIONS

Section 1. A Nominating Committee consisting of five members shall be elected at the regular meeting in July of each year, beginning in the year 2010. It shall be the duty of this Committee to nominate a candidate for each office to be filled. The Nominating Committee shall report to the Organization at the annual meeting in October, at which time additional nominations may be made from the floor, providing consent has been obtained from the nominee.

Section 2. The election shall be by private ballot. A majority vote shall constitute an election, a quorum being present and voting.

Section 3. Vacancies occurring in office shall be filled by the Board of Directors, except as otherwise provided herein.

#### ARTICLE VII. TERMS OF OFFICE

Section 1. All terms of office for all officers and chair of committees shall be for a time period of one year with the exception that the initial Board shall remain in place until October of 2010.

#### ARTICLE VIII. QUORUMS

Section 1. A majority of those present at any meeting, either of the Organization or of the Board of Directors, shall constitute a quorum.

#### ARTICLE IX. MEMBERSHIP

Section 1. Any person willing to fulfill the objective of the Organization may join upon payment of dues to the Treasurer.

Section 2. The annual dues for active members shall be twenty-five dollars (\$25.00), payable in October.

Section 3. Honorary membership may be conferred by a vote, except when otherwise specified by the Board of Directors. The wife of the Governor and Lt. Governor of the Commonwealth of Kentucky are honorary members.

#### ARTICLE X. PARLIAMENTARY RULES

*Roberts' Revised Rules of Order* shall be used as authority in all questions of parliamentary law not covered by the Articles of Incorporation and Bylaws.

#### ARTICLE XI. AMENDMENTS

These Bylaws may be amended at any regular meeting of the Club by a two-thirds vote of the members present and voting, the proposed amendment having been presented in writing at the previous meeting.