

PrimeTime Business and Professional Women's Association – Bylaws

PURPOSE: The Bylaws provide details to facilitate the application of the Constitution to the smooth running of the Association. The Bylaws cannot contradict the Constitution and in such case the Constitution will take precedence.

For ease of reference the Bylaws will follow the sections, subsections and numbering in the Constitution. Where there is no requirement for detail in the Bylaw the section will be left blank.

Capitalised terms, unless otherwise defined in these Bylaws will have the meanings assigned to them in the Constitution.

NAME

1. As in the Constitution plus
 - 1.1. It is permissible to use PrimeTime as the name of the Association for:
 - 1.1.1. Internal communication with members
 - 1.1.2. The nominated payee on all cheques made payable to the Association

PLACE OF BUSINESS

2. As in the Constitution

OBJECTS

3. As in the Constitution

DEFINITIONS

4. As in the Constitution plus
 - 4.10. "Electronic means" refers to electronic communication, video conferencing, teleconferencing or other electronic means.
 - 4.11. "Electronically present" means that members must attend an electronic meeting themselves, i.e. attendance via a proxy is not allowed.
 - 4.12. "Digital hand" refers to a feature in electronic meeting platforms that allows participants to digitally raise their hand through the click of a button, activating an icon or similar to document their vote.

MEMBERSHIP QUALIFICATION AND RIGHTS

5. As in the Constitution plus
 - 5.1.5. PrimeTime members come from diverse backgrounds. PrimeTime welcomes all women regardless of race, language, religion, socioeconomic status, sexual orientation and gender identity.

5.1.6. Additional membership categories can be added at the discretion of the Board through a majority vote.

5.1.6.1. Overseas, Alumni and Corporate members are not eligible to hold positions in PrimeTime such as but not limited to Board, Nominations Committee, Co-chair.

5.3.2. Right of access to and use of Membership Directory

5.3.2.1. PrimeTime conducts its activities in accordance with the requirements of the Personal Data Protection Act.

5.3.2.2. The PrimeTime Membership Directory is for the exclusive use of PrimeTime and its members.

5.3.2.3. Members post personal details in the Directory on the understanding that they will be used for individual contact (PrimeTime to member, member to member) only.

5.3.2.4. Members may not use any details in the Membership Directory (including but not limited to name, address, phone numbers, email) for business solicitation purpose including the Member's own business.

5.3.2.5. The membership list, or any details therein, cannot under any circumstance be passed to an external party, even affiliate organisations, without the express consent of the members involved.

Any member found to be in contravention of 5.3.2. shall be subject to disciplinary action.

5.4. Volunteers and Programme participants (for example, Mentoring and Coaching Programmes) must maintain a valid membership for the duration of their engagement.

APPLICATION FOR MEMBERSHIP

6. As in the Constitution plus

6.1.1. The Membership Director has delegated responsibility from the Board to review, approve, and activate membership. The Membership Director will forward to the Board any application that is outside the criteria prescribed in the Constitution and Bylaws for their decision. In such circumstances, membership will only be activated if the Board gives approval.

6.1.2. New members will receive a welcome communication with membership activation which will include links to the Constitution and Bylaws and key PrimeTime resources.

6.1.3. Membership may be revoked, at the Board's discretion, for violation of the PrimeTime Constitution or Bylaws.

- 6.1.4. Corporate members will sign an agreement (pre-approved by the Board) defining membership fees and membership rights including but not limited to event registration, individual benefits, company benefits.

ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

7. As in the Constitution plus

- 7.1.1. Overseas members will pay the standard membership fee.
- 7.1.2. Alumni Members will pay a reduced fee, to be determined by the Board.
 - 7.1.2.1. Member rates will only apply to the first 4 events attended in any membership year. Thereafter an Alumni Member may attend all subsequent events at guest rates.
- 7.1.3. A member moving overseas during her membership period will enjoy full membership rights for the remainder of her membership period.
- 7.1.4. Corporate members and those under a Partnership agreement will pay the fees as defined in their individual agreement.
- 7.5.1. All volunteers including but not limited to Board members, Sub-Group leaders, etc. must pay all applicable dues including but not limited to membership dues, event fees, etc.

SUPREME AUTHORITY AND GENERAL MEETINGS

8. As in the Constitution plus

- 8.1.1.1. Although a meeting may be conducted by electronic means, a member must attend the electronic meeting in person, i.e. sending a proxy is not allowed.
- 8.1.1.2. For the purposes of attendance taking, members must turn on their video when they enter the meeting.
- 8.1.2. The platform must provide secure login for members to participate and vote.
- 8.1.3. The platform must provide for a participant list so that attendance can be counted for the purposes of quorum.
- 8.1.4. The platform should allow content to be shared so that attendees can view documents, presentations or things written on whiteboards.
- 8.2.1. The Annual General Meeting (AGM) Agenda will be distributed with notice of the meeting and will include but is not limited to:
 - 8.2.1.1. President's Report, including Annual Report of the Board
 - 8.2.1.2. Treasurer's report with presentation of Audited Annual Accounts
 - 8.2.1.3. Election of New Board (every 2 years)

8.2.1.4. Appointment of Auditors

8.2.1.5. Motions raised by members provided they have been submitted to the Secretary one week before the meeting is due to be held.

8.2.1.6. Recognition of Volunteers.

8.3.1. An Extraordinary General Meeting Agenda (EGM) will be limited to:

8.3.1.1. The written notice provided to the Secretary setting forth the business that is to be transacted.

8.3.1.2. Motions raised by members provided they have been submitted to the Secretary one week before the meeting is due to be held.

8.7. Absentee Ballot

8.7.1. An absentee ballot form will be provided digitally upon the request to the Secretary by any eligible voting member,

8.7.2. The absentee ballot must be returned by email to the Secretary in the prescribed format by 12 noon (Singapore time) the day before the meeting.

8.7.3. Electronic voting can be by show of hands, by raising a digital hand, or by poll (i.e. by written ballot).

8.7.4. For motions, the same digital hand can be raised to propose or to second any motions (i.e. any proposals for consideration).

8.7.5. For voting conducted by polling, the Secretary must ensure only the society's members are the ones voting and adequate procedures are in place in regard to

8.7.5.1. Counting of the votes
AND

8.7.5.2. Announcement of the results of voting.

NOMINATIONS COMMITTEE

9. As in the Constitution plus

9.1.1. The Nominations Committee shall be appointed on dissolution of the previous Committee.

9.1.2. The Nominations Committee shall be proposed by the Secretary and approved by a majority vote of board members.

9.1.3. None of the three persons on the Committee shall be current Board members.

9.2.1. The Nominations Committee role and responsibilities are defined in detail in the Nominations Committee Terms of Reference.

- 9.2.2. Should the Board decide to fill a vacant Board position during the year, the Secretary will call for nominations and assess nominees, as per the Nominations Committee Guidelines. The Board will vote on suitable nominees.
- 9.2.3. At least three months prior to the AGM, the nomination process for the next year's Board will be communicated to the membership and nominations called for.
- 9.2.4. As a minimum, the following positions must be filled during the nominations process:
- 9.2.4.1. President
 - 9.2.4.2. Secretary
 - 9.2.4.3. Treasurer
 - 9.2.4.4. Programmes Director
 - 9.2.4.5. Membership Director
 - 9.2.4.6. Marketing Director
- 9.3.1. The Committee members must be active members of PrimeTime for a minimum of one year and have an understanding of the PrimeTime vision and model, and the responsibilities and skill set required for each Board position.
- 9.3.2. The nominations will be posted on the PrimeTime website and included in the final Notice for the AGM sent to all members. The absentee ballot paper will be included with the Nominee announcements and notice of AGM.

MANAGEMENT AND BOARD MEMBERS

10. As in the Constitution plus

- 10.1.1. Board members are expected to support and participate in as many PrimeTime activities as possible.
- 10.1.2. Nominee requirements:
- 10.1.2.1. Prior to the nomination process being communicated, the existing Board will determine the positions to be included and define titles and job descriptions for each Board member role, including title, responsibilities and required skills.
 - 10.1.2.2. The nominee for President must have served at least one year on a PrimeTime Board or be a current Board member.
 - 10.1.2.3. The Nominee for Vice President must have been an Active Member and shall serve as the President's deputy as required.
- 10.3.1. Ballot papers will be presented to members when registering for the AGM. The Nominations Committee will oversee the Ballot. Voting will be closed when the AGM is called to order. The Nominations Committee will count all

ballot papers (including absentee ballots). The results will be announced at the AGM.

- 10.3.2. Any vacant Board position at the AGM will remain vacant. At the AGM no nominations will be accepted from the floor.
- 10.3.3. In the event that the nominations received do not fill all vacant Board positions, the elected Board members may appoint members to assume the roles and responsibilities of the unfilled positions.
- 10.3.4. In the event the AGM is held virtually the voting will be conducted electronically.
- 10.4.1. Board members will submit reports (in the prescribed format which will be determined from time to time) to the Secretary who will compile and distribute with the meeting agenda, at least 4 days in advance of the meeting regardless of whether or not they attend the meeting.
- 10.4.2. Nothing to report is considered a report.
- 10.4.3. Business will be conducted using Robert's Rules of Order.
 - 10.4.3.1. Although a Board Meeting may be conducted by electronic means, a Board member must attend the electronic meeting in person.
 - 10.4.3.2. For the purposes of attendance taking, Board members must turn on their video when they enter the meeting.
- 10.4.5. A Board member may resign from the Board at any time by giving written notice to the Secretary. Unless otherwise agreed by the President, the resigning Board Member must nominate a suitable replacement to the remaining Board members and perform a complete handover of all duties upon the remaining Board members' approval by majority vote.
- 10.5.1. The Board may vote on issues outside of the regular Board meetings, for example by email vote.
- 10.5.2. For Board Meetings that are conducting via electronic means, electronic voting is allowed.
 - 10.5.2.1. Electronic voting can be by show of hands or by raising a digital hand.
 - 10.5.2.2. For motions, the same digital hand can be raised to propose or to second any motions (i.e. any proposals for consideration).
- 10.6.1. Upon the unanimous vote of remaining Board Members, a Board member or Co-Chair may be asked to resign for misconduct such as but not limited to:
 - 10.6.1.1. Misappropriation or misuse of PrimeTime's funds;
 - 10.6.1.2. Breach of the Code of Conduct;
 - 10.6.1.3. Non-performance of duties;

- 10.6.1.4. Gross negligence; or
- 10.6.1.5. Fraud.
- 10.8.1. The Board must ensure that the specific project or skills to be contributed by the Co-opted Board Member must benefit PrimeTime.
- 10.8.2. Any Co-Opted Board Member shall provide a monthly update to the Board.
- 10.8.3. Nothing to report is also an update.
- 10.8.4. Co-opted Board Members will be appointed or removed by a majority vote.
- 10.8.5. Co-opted Board Members may resign by giving written notice to Secretary.
- 10.8.6. If Primetime is represented on the Board of an affiliate organisation, the PrimeTime representative will be a Board member or else, an active member. Nomination must be approved by the Board.

POWERS AND RESPONSIBILITIES OF THE BOARD

11. As in the Constitution plus

- 11.3.1. All members must follow the PrimeTime Financial Guidelines as updated from time to time and is annexed to the By-Laws. If the Financial Guidelines contradict the By-Laws, then the By-laws will take precedence.
- 11.3.2. The Board is responsible for managing the reserves and excess funds in an appropriate manner. PrimeTime must maintain a reserve of Singapore dollar 20,000- or 6-months operating expenses; whichever is the greater of the two amounts.
- 11.3.3. In principle, all PrimeTime activities are self-funding for the financial year.
- 11.3.4. The outgoing Board will create a budget for the upcoming financial year. The incoming Board may opt to recast the budget based on the goals and objectives established by the incoming Board. Any unused budgeted funds remaining at the end of the financial year will be put back into the general budget.
- 11.3.5. When creating or re-casting a budget, PrimeTime funds are intended to be spent on activities that will benefit and enhance the membership's experience.
- 11.3.6. No individual member or board member can make an un-budgeted financial commitment on behalf of PrimeTime.
- 11.3.7. PrimeTime will not enter into any contract that is 1) more than one year in duration or 2) provides regular services to PrimeTime that are considered essential to the day-to-day operations of the association without securing quotations from a minimum of three companies and approval by the Board.

- 11.4.1. The President has the highest authority to sign any external agreement on behalf of the association. If she so decides, she may delegate this authority to another appropriate Board Member.
- 11.6.2. One position shall be designated as deputy to the Treasurer and be an alternate signatory in the same bank signatory group as the Treasurer. For the purpose of compliance with section 11.6.1 of the Constitution the President and Treasurer must each appoint an alternative signatory in their respective group of signatories.
- 11.6.3. Any PrimeTime bank account must have two groups of signatories.
- 11.6.4. The Treasurer must update the financial records on a monthly basis and provide regular financial reports to Board members
- 11.7.1. With the approval of the Board, PrimeTime may join other associations that enhance the benefits provided to the PrimeTime membership. The membership fee for the other association must come from the PrimeTime budget. Any renewal must be reviewed and agreed by the Board.
- 11.7.2. All partner relationships entered into by PrimeTime must be aligned to the mission and values of the Association. The partner relationship should be fixed for 12 months. Any renewal must be reviewed and agreed by the Board.
- 11.7.3. Any partner relationship should be self-sufficient and not affect the operation and fixed costs of the Association.
- 11.7.4. The desired outcome of any partner relationship should be reviewed regularly by the Board to assess the benefits to the Association and its members.
- 11.7.5. An agreement in writing must be created and agreed between the Association and the Partner as soon as the relationship involves any transfer of funds.
- 11.7.6. PrimeTime's objectives support community outreach in the form of volunteerism, fundraising and charitable donations.
 - 11.7.6.1. Expenses for fundraising or charitable donation activities are not part of the PrimeTime budget and so must be included in the associated fundraising budget.
 - 11.7.6.2. Donation of a portion of excess funds to an organisation supported by PrimeTime may be approved at a General Meeting. Excess funds are defined as any profit shown at the end of the financial year that are not required to support activities in the forthcoming year.
 - 11.7.6.3. Board approval is required for any external fundraising event where PrimeTime is asked to:
 - 11.7.6.3.1. Raise funds through solicitation of members and/or the public, or
 - 11.7.6.3.2. To communicate the fundraising event to its members.

11.7.7. Confidentiality of Board Discussions and Board Documents.

11.7.7.1. It is the policy of the Board of Directors of PrimeTime that each Board member and Permanent Volunteer (Deputies, Co-Chairs, Sub-Committee members and other volunteers co-opted by the Board for specific tasks) shall keep confidential any and all information that is proprietary or is relating to discussions at its meetings as per the Code of Conduct in Annex A, unless:

11.7.7.1.1. Compelled by legal process to disclose such information;

11.7.7.1.2. The information is already in the public domain; or

11.7.7.1.3. Otherwise agreed by the Board.

AUDIT AND FINANCIAL YEAR

12. As in the Constitution

SUBCOMMITTEES

13. As in the Constitution plus

13.1.1. While defined as Programmes or Subgroups in the Constitution (4.3), the Board may determine the generic term(s) for the Subcommittees, from time to time, to remain current and in line with the Association's objectives.

13.1.1.1. Subgroups (currently referred to as Special Interest Groups) – conduct regular events whose topics are specialised. Subgroups are managed by Co-Chairs, under the Board Member responsible for Special Interest Groups.

13.1.1.2. The events organised by Wine & Dine Time Group and the Arts Group are open to spouses and partners of members and guests.

13.2.1. A Subgroup or Programme that will be conducted on an ongoing basis must be approved by the Board and be in line with the overall balanced objectives of the Association.

13.2.1.1. Attendance Policy

13.2.1.1.1. By men: only at meetings that have been designated as “mixed” group events for social purpose and special events approved by the Board.

13.2.1.1.2. By infants or children: only allowed at Mothers Connect Group meetings or special events approved by the Board.

13.2.1.2. There are no restrictions regarding gender of speaker.

13.2.1.3. Members and Guests must comply with the RSVP requirements for the specific PrimeTime event.

13.2.1.4. A gift for a speaker must not exceed Singapore \$50, exclusive of the meal and drinks provided for the speaker.

13.2.1.5. Programmes and Subgroup Cover Charge

13.2.1.5.1. All members and guests must pay the agreed/ advertised rate to attend PrimeTime events.

13.2.1.5.2. No discount will be given for partial attendance or for not consuming the meal. The only exception to this is for religious reasons. Should a person not be able to participate in the meal for religious reasons then they will pay 60% of the agreed/advertised rate for the event.

13.2.1.5.3. Guest Speakers do not pay for the event, meal or drinks. There is no subsidy for the member who introduces the speaker. Guests speakers are permitted to bring a maximum of two guests free of charge.

13.3.1. The Board must approve all new Programme and Subgroup Co-Chairs.

13.3.1.1. Any Programme or Subgroup Co-Chair who wishes to resign must give 30 days' prior written notice to the Board Member responsible for Programmes or Subgroups.

13.4. A one-time event (Ad hoc, co-organised events) should follow the guidelines established in the Event Guidelines document.

COMMUNICATIONS

14. As per Constitution plus

14.1. Communication to the membership may take place by e-mail, post, social media, or the PrimeTime website.

14.2. It is the responsibility of each member to maintain updated records of her contact information in the Membership Directory for PrimeTime communication.

14.3. Communication to all members shall only include PrimeTime related matters or activities, unless approved by the Board.

14.4. Unless approved by the Board, only the President, Vice President, and Marketing & Communications Director may be a spokesperson for PrimeTime to the media. All internal and external communications (whether written or spoken) will be reviewed and approved by the Marketing Director, who will ensure the communication aligns with the Association's messaging and principles and internal branding guidelines. In case of doubt or dispute the communication will be sent to the Board for approval prior to communication.

14.5. It is the requestor's responsibility to ensure sufficient time is allowed for the review process as described in 14.4.

- 14.6. For any external communication, the full name of the association, PrimeTime Business and Professional Women's Association, shall be used. The PrimeTime Marketing Director must approve any exception, which will only be in cases where the full name is used at least once in the communication.
- 14.7. External communication includes but is not limited to flyers, invitations, tickets, programs, press releases, video, brochure and any other material where PrimeTime is represented to parties outside of the Association.
- 14.8. Subgroup Co-Chairs may send information to Subgroup members that they deem to be relevant to the group's interest. The Special Interest Group Director shall be copied on all such communication to ensure correct use of the members' details.
- 14.9. All email communication with Members shall be sent using a designated PrimeTime email address.
- 14.10. Any emails sent to a group of members must be sent with undisclosed recipients, for example, using "b.c.c."

TRUSTEES

15. As in the Constitution

VISITORS AND GUESTS

16. As in the Constitution plus

- 16.1.1. Guest Policy

- 16.1.1.1. Guests may attend a maximum of two PrimeTime events in a membership year. Guest fees will apply. After that, the guest must apply for membership.
 - 16.1.1.2. It is the responsibility of the Membership Director to monitor attendance and RSVP lists (in conjunction with Co-Chairs) to promote membership.
 - 16.1.1.3. If the event is a chargeable event, guests will pay an approximately 20-40% higher fee than members, rounded up to the nearest \$5.
 - 16.1.1.4. For guests at Wine & Dine Time and Arts Group events that are not eligible for a PrimeTime membership, a member fee may be applied provided that this will not result in a loss.
 - 16.1.1.5. The President and Vice President are permitted to invite two guests each to PrimeTime events free of charge provided their attendance are expected to result to a benefit for PrimeTime, i.e. these guests are business leaders and their attendance are part of a membership acquisition, or partnership or sponsorship agreement.
 - 16.1.1.6. Guests attending in the context of a partner relationship with the Association will pay the fee as defined in their individual agreement.

PROHIBITIONS

17. As in the Constitution plus

17.8. Sales of products/services at PrimeTime events

17.8.1. Products or services may be sold if they are

17.8.1.1. Offered as a service or product of interest to the membership profile
AND

17.8.1.2. Offered to all attendees
AND

17.8.1.3. Pre-approved by the Board

17.9. Flyers and other marketing material

17.9.1. Only flyers pertaining to events run by PrimeTime, affiliate or partner organisations or brought by the speaker are permitted to be distributed at PrimeTime events, unless the event is approved by the Board for distribution of flyers/marketing material for members' business.

AMENDMENTS TO CONSTITUTION AND BYLAWS

18. As in Constitution plus

18.1. Bylaws can only be added to, amended or deleted by simple majority of the Board

18.2. All changes to the Bylaws will be recorded in the Board meeting minutes with an effective date.

INTERPRETATION

19. As in Constitution plus

19.1. In the event of any question or matter pertaining to day-to-day administration, which is not expressly provided for in these Bylaws or the Constitution, the Board shall have power to use its own discretion. The decision of the Board shall be final unless it is reversed at a General Meeting of members.

DISPUTES

20. As in the Constitution plus

20.1. Disciplinary procedure will be used in the event of

20.1.1. Non-performance of Board Member

20.1.2. Misconduct of a Board Member

20.1.3. Contravention of the Constitution or Bylaws, including the Code of Conduct by any member.

GUIDELINES

21. In addition to the Code of Conduct which applies to all PrimeTime members, internal policies and standing operating procedures (SOPs) have been developed to provide our volunteers with the necessary step-by-step instructions to perform their day-to-day work.
 - 21.1. The Secretary is responsible for ensuring their regular review and making these policies and procedures accessible to all volunteers.
 - 21.2. Changes in these policies and standard operating procedures must be approved by a majority vote of the Board.