

# TALLAHASSEE BUSINESS AND PROFESSIONAL WOMEN'S CLUB

## BYLAWS

The model local organization bylaws are drafted and adopted by the state Board of Directors. Provisions amending the model local organization bylaws go into effect immediately upon enactment unless otherwise specified at the time of enactment by the Board.

The provision underlined in the model bylaws are mandatory to ensure that local organization bylaws shall be in conformity with state bylaws.

### ARTICLE I NAME

The name of this local organization shall be the Tallahassee Business and Professional Women's Club, Tallahassee, Florida, in affiliation with the Florida Federation of Business and Professional Women's Clubs, Inc. (BPW/FL).

### ARTICLE II MISSION AND OBJECTIVES

Section 1. The mission of this local organization shall be to achieve equity for all women in the workplace through advocacy, education and information.

Section 2. The objectives of this local organization shall be:

- To elevate the standards for working women in business, in local and state government and in the professions;
- To promote the interests of business and professional women including those in the private sector as well as those in local or state government;
- To bring about a spirit of cooperation among business and professional women of the United States;
- To extend opportunities to business and professional women through education along lines of industrial, scientific and vocational activities.

### ARTICLE III EMBLEM

The emblem shall be in the form of a circle in which the symbols of the Nike, Scroll, Torch, Wand, and Ship of Commerce are imposed above the initials NFBPWC.

### ARTICLE IV POLICIES

Section 1. This local organization shall be nonsectarian, nonpartisan, and nonprofit.

Section 2. The policies and procedures of the Florida Federation of Business and Professional Women's Clubs, Inc., shall in every case also be the policies and procedures of this local organization.

## ARTICLE V MEMBERSHIP

Section 1. Membership shall be held by those who support the mission and objectives of BPW/FL.

Membership categories shall be:

(a) Member of Local (MOL)

Membership shall be open to all individuals.

(b) Student of Local (SOL)

Individuals enrolled in a college or a university, or any other accredited educational institution above the high school level.

(c) State Member-at-large (MAL)

Individuals affiliated at the state level.

(d) Dual

A member may hold dual local organization membership, paying local to both local organizations, with state dues being paid only through the primary local organization.

(e) Business Member of Local (BOL)

Business Member of Local is defined as a corporation or limited liability corporation. Nonprofits, sole proprietors, educational institutions, local and state government are excluded from this membership category. The BOL may be represented by, and receive membership benefits for, one employee of the business at each BPW/Tallahassee meeting or event. If more than one employee of the BOL attends the same meeting or event, those additional employees will be considered nonmembers at said meeting or event in all respects. The BOL will be identified on the membership roster and on the new member processing form submitted to BPW/FL by the name of the BOL's president or executive officer.

Section 2. Membership in this local organization shall be all inclusive for membership in:

Active and student members shall belong to local organizations, which are members of BPW/FL.

Section 3. A member in good standing may request transfer from one local organization to another.

Section 4. A local organization may not refuse to accept the transfer of a member in good standing.

Section 5. The only criteria for membership shall be per Article V, Section 1, and the payment of appropriate dues.

Section 6. To remain in good standing, a member's dues must be current.

## ARTICLE VI LOCAL ORGANIZATION REQUIREMENTS

- Section 1. This local organization, to remain in good standing:
- (a) Shall maintain a membership of at least five (5) active members;
  - (b) Shall not be an integral part of any other national organization; and
  - (c) Shall ensure that the local organization bylaws are current and not in conflict with state bylaws and policies.
- Section 2. Should membership fall below five (5) active members, this local organization shall be dropped from the state federation at the end of the second fiscal year.

## ARTICLE VII DUES

- Section 1. Dues are payable upon application for membership and renewable annually on the first day of the following month.
- Section 2. Annual dues for each active member shall include local and state dues as specified in the current respective bylaws. (See Appendix for current amount.) State dues shall include a subscription to The Florida Business Woman, the official state publication.
- Section 3. Dues for each student member shall include local and state dues as specified in the current respective bylaws. (See Appendix for current amount.) State dues shall include a subscription to The Florida Business Woman, the official state publication.
- Section 4. Dues for each dual member shall include local dues. State dues shall be paid only through the primary local organization. (See Appendix for current amount.)
- Section 5. A continuing member is one whose dues are paid in the same local organization through the close of the previous fiscal year.
- Section 6. A member is in good standing only when local organization and state dues are paid.
- Section 7. Any member who does not pay dues within 90 calendar days of annual renewal date shall be removed from the local organization roster.
- Section 8. A person who has been removed from the local organization roster for nonpayment of dues may be reinstated upon payment of all delinquent dues for local and state organizations.

## ARTICLE VIII FISCAL RESPONSIBILITY

- Section 1. The fiscal year shall commence on the first day of May and shall end on the thirtieth day of April.
- Section 2. An auditor or Auditing Committee of three (3) members shall be elected at the March meeting. The Committee shall audit the treasurer's records within ten (10) days after the close of the fiscal year and shall report to the Board of Directors at the next regular Board meeting.
- Section 3. Fiscal records shall be retained for three (3) fiscal years after the close of audit.

#### ARTICLE IX OFFICERS

- Section 1. The officers shall be president, president-elect, vice president, secretary, treasurer, and immediate past president.
- Section 2. A term of office shall be one year.
- Section 3. Officers shall assume their duties immediately following the close of the April meeting at which they are installed and shall serve for one year or until their successors are duly elected.

#### ARTICLE X NOMINATIONS AND ELECTIONS

- Section 1. Officers shall be elected at the local organization's annual meeting in March. The immediate past president shall not be an elected position. The president will automatically become the immediate past president at the conclusion of the term of president.
- Section 2. Only individuals who are members in good standing shall be eligible for office.
- Section 3. At a business meeting preceding the annual meeting, a Nominating Committee of at least three members shall be appointed by the president. The immediate past president shall chair the Nominating Committee. The Nominating Committee shall present at the annual meeting a slate of one or more nominees for each office. Nominations may also be made from the floor.
- Section 4. Vacancies in office shall be handled as follows:
- (a) In the event of death, resignation, or incapacity of the president, the president-elect shall become the president for the unexpired portion of the term, and in that case, a special election shall be called to fill the vacant office of president-elect.
  - (b) Vacancies in offices other than president shall be filled for the unexpired term by the Executive Committee.
- Section 5. The offices of president and president-elect are limited to one, one-year term each. The offices of vice president, secretary, and treasurer are limited two, one-year consecutive terms.

Section 6. Six months or more shall be considered a term of office in determining eligibility for reelection.

#### ARTICLE XI DUTIES OF OFFICERS

Section 1. The president shall be the principal officer of the local organization and shall:

- (a) Preside at all meetings of the local organization, the Board of Directors, and the Executive Committee.
- (b) Appoint standing and special committee chairs with the approval of the Executive Committee.
- (c) Appoint a parliamentarian with the approval of the Executive Committee.
- (d) Serve as ex-officio member of all committees except the Nominating Committee.
- (e) Bring to the attention of the local organization all pertinent information from the state federation.
- (f) Authorize all expenditures in accordance with financial policies of the local organization.
- (g) Automatically become the immediate past president at the conclusion of the term of president.

Section 2. The president-elect shall:

- (a) Perform the duties of the president in the absence of the president.
- (b) Become president for the unexpired term in case of death, resignation, or incapacity of the president.
- (c) Serve as monthly meeting coordinator as outlined in Appendix B.
- (d) Serve in such capacities as assigned by the president.

Section 3. The vice president shall:

- (a) Perform the duties of the president and president-elect in the simultaneous absence of the president and president-elect.
- (b) Become the president for the unexpired term in case of death, resignation, or incapacity of the president and president-elect simultaneously.
- (c) Compile and submit the required annual report to the state business manager.

- (d) Be responsible for sending to the state business manager:
  - 1. The names and addresses of all officers and chairs immediately following their election or appointment.
  - 2. An immediate report of all changes affecting the above items.
- (e) Oversee all committees, committees' composition, and committees' actions, and committees' annual plans.
- (f) Serve in such capacities as assigned by the president.

Section 3. The secretary shall:

- (a) Take and record accurate minutes of the proceedings of all meetings of the local organization, the Board of Directors, and the Executive Committee.
- (b) Preserve in a permanent file all records and letters of value to the local organization and its officers.

Section 4. The treasurer shall:

- (a) Have charge of all monies of the local organization and shall report thereon at all meetings.
- (b) Collect all monies coming into the local organization from whatever sources and give a proper receipt therefore.
- (c) Pay all bills upon the written authorization of the president and/or Executive Committee member.
- (d) Keep an itemized record, in a permanent file, of all receipts and expenditures.
- (e) Forward promptly to the state treasurer all monies payable to the state federation; forward promptly to BPW/FL all funds payable to the state federation and all local and state dues for all new members.
- (f) Serve as ex-officio member of the Finance Committee.
- (g) Deliver to the successor within 15 days after expiration of term of office, all books, records, and papers, requesting receipt therefore.

Section 5. The immediate past president shall:

- (a) Chair and convene the Nominating Committee.
- (b) Serve the president in a consultative capacity.
- (c) Serve as master of ceremonies for induction ceremonies.

- (d) Perform other duties as requested by the president and/or Executive Committee.

Section 6. Each officer, except for the treasurer, shall deliver to the successor immediately after retiring from office all accounts, records, books, papers, and other property belonging to the local organization.

## ARTICLE XII MEETINGS

Section 1. Regular meetings shall be held monthly on the second Thursday of the month unless otherwise ordered by the local organization or the Executive Committee.

Section 2. The regular March meeting of each year shall be designated the annual meeting, at which time reports summarizing the year's activities shall be given.

Section 3. The regular April and October meetings of each year shall include a member induction ceremony for new members. The regular April meeting of each year shall include an officer installation ceremony for the newly elected officers. The induction ceremony shall be coordinated and conducted by the Membership Committee and the immediate past president.

Section 4. Special meetings may be called by the president or by any five (5) members, provided all members are notified in writing of time, place and purpose of such meeting.

Section 5. Five members shall constitute a quorum. When the membership consists of 20 or more people, half of the membership shall constitute a quorum.

Section 6. No member shall have more than one vote, and no voting by proxy shall be allowed.

## Article XIII VOTING

Section 1. Any proposed action, plan, or event which involves members' finances, time, membership benefits, or membership status, will be presented to the full membership at a regularly scheduled monthly meeting for vote of members present.

## ARTICLE XIV BOARD OF DIRECTORS

Section 1. The elected officers and standing committee chairs shall constitute the Board of Directors.

Section 2. The board shall:

- (a) Supervise the affairs of the local organization.
- (b) Make recommendations for the local organization's growth and prosperity.
- (c) Make recommendations to the local organization regarding proposed amendments to the bylaws.

- (d) Transact any business between meetings of the local organization and report thereon at the next business meeting of the local organization.
- (e) Report at the annual meeting the business transacted by the Board of Directors during the local organization year.

Section 3. The Board of Directors shall hold a minimum of four meetings during the year, dates to be determined by the Board at its first meeting.

Section 4. Special meetings of the Board may be called by the president or by one-third (1/3) of the Board members, provided two are elected officers.

Section 5. One third (1/3) of the voting members shall constitute a quorum.

Section 6. No member shall have more than one vote, and no voting by proxy shall be allowed.

#### ARTICLE XV EXECUTIVE COMMITTEE

Section 1. The elected officers of the local organization shall constitute the Executive Committee.

Section 2. The Executive Committee shall have authority to act for the Board of Directors between meetings of the Board and shall report thereon at the next meeting of the Board.

Section 3. The Executive Committee shall meet on call by the president, or by any two members of the Committee, for the consideration of special matters between regular meetings of the local organization and the Board of Directors.

Section 4. Standing and special committee appointments made by the president shall be subject to the approval of the Executive Committee.

Section 5. A majority of the voting members shall constitute a quorum for a meeting of the Executive Committee.

Section 6. No member shall have more than one vote, and no voting by proxy shall be allowed.

#### ARTICLE XVI STANDING COMMITTEES

Section 1. The standing committees of the local organization shall be: Finance; Foundation; Professional Development; Membership; Public Relations; Legislative; and Young Careerist.

Section 2. Only individuals, who are active members in good standing, shall be eligible to serve as standing committee chairs.

- Section 3. Committee chairs and members shall be appointed for a term of one year and may be reappointed. No person shall serve more than three consecutive years on the same committee.
- Section 4. The Finance Committee shall be composed of a chair and two (2) or more members. It shall be the duty of the Finance Committee to prepare an annual budget for the local organization, to have general supervision of all expenditures and to assist the local organization in developing a sound financial policy. (The president shall authorize all expenditures in accordance with the financial policies of the local organization.) The Finance Committee chair shall be a member ex-officio, without vote, of all committees which disburse money.
- Section 5. The Professional Development Committee shall be composed of a chair and two (2) or more members. It shall be the duty of the Professional Development Committee to organize and coordinate an individual development program for the membership. The committee shall be responsible for and involved with the planning and/or scheduling of speakers for all events.
- Section 6. The Membership Committee shall be composed of a chair and two (2) or more members. It shall be the duty of the Membership Committee to promote, expand, stabilize, and orient the membership and coordinate and conduct induction ceremonies. The committee chair shall maintain the membership database.
- Section 7. The Public Relations Committee shall be composed of a chair and two (2) or more members. It shall be the duty of the Public Relations Committee to promote state and local programs and activities through available news media.
- Section 8. The Young Careerist Committee shall be composed of a chair and two (2) or more members. It shall be the duty of the Young Careerist Committee to encourage recruitment of young people between the ages of 21-35 into membership, organize and coordinate the young careerist program, and promote activities that involve the participation of young people between the ages of 21-35.
- Section 9. The Legislation Committee shall be composed of a chair and one (1) or more members. It shall be the duty of the Legislation Committee to carry out the legislative programs adopted by the state federation. The Committee shall study local legislative needs in order to make recommendations to the local organization. The committee shall coordinate the local organization's role in BPW/Florida's annual Lobby Days.
- Section 10. The Foundation Committee shall be composed of a chair and two (2) or more members. It shall be the duty of the Foundation Committee to promote interest in and support of the Education Foundation of The Florida Federation of Business and Professional Women's Clubs, Inc. One member of the committee shall serve as the liaison between the Local Organization and the Florida State University BPW Scholarship House. One member of the committee shall serve as the BPW/Florida Foundation liaison.

## ARTICLE XVII REPRESENTATION

Section 1. This local organization shall have representation at the annual state conference of The Florida Federation of Business and Professional Women's Clubs, Inc., as follows:

The voting body at the annual state conference shall be any individual who has paid a full conference registration fee and is a member in good standing.

Section 2. Representation at state conference shall be by members who in good standing.

Section 3. No individual to a state conference shall have more than one vote and no voting by proxy shall be allowed.

#### ARTICLE XVIII PARLIAMENTARY PROCEDURE

Section 1. The rules of parliamentary procedure comprised in the current edition of *Robert's Rules of Order Newly Revised* shall govern all proceedings of the local organization, the Board of Directors, and the Executive Committee, subject to such special rules as have been or may be adopted.

Section 2. The parliamentarian shall act as an advisor to the president or chair during all meetings of the membership, Executive Committee, Board of Directors, and committees. The parliamentarian shall advise the president or chair on questions relating to the state and local bylaws and parliamentary procedure. The parliamentarian may not make motions, discuss motions, or vote unless she sits with the assembly and does not advise the chair. However, the parliamentarian may vote in a ballot vote.

#### ARTICLE XIX AMENDMENTS

Section 1. Amendments to these bylaws may be proposed by the Board of Directors, the Executive Committee or a Bylaws Committee, which shall be appointed by the president as deemed necessary).

Section 2. All proposed amendments shall be sent in writing or via email to every member at least ten (10) days before they are to be voted upon.

Section 3. All proposed amendments shall be presented to the Board of Directors prior to presentation to the local organization.

Section 4. These bylaws may be amended by a majority vote of the members present and voting at any regular meeting.

Section 5. The final adoption by the local organization of amendments to or revisions of these bylaws shall be contingent upon the approval of the state president.

Section 6. When an amendment is adopted to state bylaws which affects local organization bylaws, the local organization shall automatically amend its bylaws to conform.

Any conflict shall be resolved in accordance with state federation policy and procedure.

## ARTICLE XX DISSOLUTION

Upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to The Florida Federation, a BPW local organization, the BPW Foundation, or a state BPW Foundation that has qualified for exemption under section 501(c)(3) of the Internal Revenue Code and state tax regulations. None of the assets will be distributed to any member, officer or trustee of this organization.

Last amended October 2009

APPENDIX A  
DUES

<u>Per Active Member</u>	<u>Annual Amount</u>
To BPW/FL Including State Publication	\$ 90.00
To Local Organization	\$ 30.00
Total Per Active Member	\$ 120.00
<u>Per Student Member</u>	<u>Annual Amount</u>
To BPW/FL Including State Publication	\$ 26.00
To Local Organization	\$ 14.00
Total Per Student Member	\$ 40.00
<u>Per New Member</u>	<u>Annual Amount</u>
To BPW/FL Including State Publication	\$ 90.00
To Local Organization	\$ 30.00
One time application fee Includes pin and name badge	\$ 25.00 for active member status \$12.00 for student member status
Total Per New Member	\$145.00 for active member status \$52.00 for student member status
<u>Per Dual Member</u>	<u>Annual Amount</u>
To Local Organization	\$ 25.00
Total Per Dual Member	\$ 25.00

APPENDIX B  
 PRESIDENT-ELECT MONTHLY MEETING COORDINATOR DUTIES

Note: All duties listed below may be performed by the president-elect or may be delegated to any member. The president-elect shall use the checklist below as a guide. The checklist may be amended at the discretion of the president or president-elect.

DUTY	COMPLETED
Secure and confirm meeting location. Confirm treasurer has paid monthly location fee.	
Secure and confirm caterer. Confirm treasurer is prepared, or has made arrangements, to pay caterer on site at time of monthly meeting.	
Work with Professional Development Committee to schedule and confirm meeting speakers.	
Work with Public Relations Committee to obtain speaker information, and advertise meeting through local media.	
Receive meeting RSVPs, and prepare check in sheet.	
Coordinate meeting check-in with treasurer and Membership Committee chair to confirm representatives' presence at table. Confirm necessary materials are at check-in table.	
Work with president to plan and print agenda.	
Provide president with speaker's bio for introduction.	
Oversee location set up and take down.	
Assign members as greeters for visitors and speaker.	
Post checklist if necessary.	