



Business and Professional Women/Tallahassee

TALLAHASSEE BUSINESS AND PROFESSIONAL WOMEN'S CLUB

BYLAWS

Note: The underlined language is required by BPW/Florida and cannot be changed.

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, VISION, 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 vision of this location organization is that we are a catalyst for empowering individuals through a fun, vibrant, and collaborative community.

Section 3. 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 Tallahassee, Florida;
- To extend professional development opportunities to business and professional women through education and service.

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 mission, objectives and policies and procedures of BPW/FL as applicable shall in every case also be the mission, objectives and 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) 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.
- (c) Business Member of Local (BOL)
Business Member of Local is defined as a corporation or limited liability corporation. Nonprofits, sole proprietors, (no employees) 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. The BOL may not hold elected office, and only the BOL's named member may serve as a committee chair.

- (e) Retiree of Local
Individuals over the age of 55 and who are permanently retired from full-time employment.

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

- (a) The Florida Federation of Business and Professional Womens' Clubs, Inc. (BPW/FL).
- (b) The Education Foundation of the Florida Federation of Business and Professional Women's Clubs (EFFFBPWC).

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 BPW/FL 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 60 calendar days of annual renewal date shall be removed from the local organization roster.

Section 8. A person who has been removed from the Tallahassee BPW organization roster for nonpayment of dues may be reinstated upon payment of all delinquent dues for Tallahassee BPW and BPW/FL

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, vice president, secretary, treasurer, and immediate past president.

Section 2. A term of office shall be two years for President and immediate past president and one year for vice president, secretary and treasurer.

Section 3. Officers shall assume their duties immediately following the close of the April meeting at which they are installed and shall serve 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. To be eligible to serve as an officer, a member must:
- (a) Be in good standing and;
 - (b) Officially and publicly support the state legislative platform.
- Section 3. At a business meeting at least 60 days prior to the annual March meeting, a Nominating Committee of at least three members shall be appointed by the immediate past 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 vice-president 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 vice-president.
 - (b) Vacancies in offices other than president shall be filled for the unexpired term by the Executive Committee.
- Section 5. The office of president and president-elect is limited to one, two-year term. 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 BPW/FL.
- (f) Be responsible for sending to the State Business Manager:
 - i. The names and addresses of all officers and chairs immediately following their election or appointment;
 - ii. An immediate report of all changes affecting the above items.
- (g) Serve as a member of the BPW/FL Council of Presidents.
- (h) Automatically become the immediate past president at the conclusion of the term of president.

Section 2. The vice president shall:

- (a) Perform the duties of the president in the simultaneous absence of the president.
- (b) Become the president for the unexpired term in case of death, resignation, or incapacity of the president.
- (c) Compile and submit the required annual report to the state business manager.
- (d) Oversee all committees, committees' composition, and committees' actions, and committees' annual plans.
- (e) 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 Board of Directors, and the Executive Committee and at the Annual Meeting of the membership where officers are elected.
- (b) Preserve in a permanent files 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 of the Board of Directors and the Executive Committee.
- (b) Collect all monies coming into the local organization from whatever sources and give a proper receipt therefore.
- (c) Perform a preliminary review of expenditure requests and advise and recommend authorization of payment by the president.
- (d) Pay all bills upon the written authorization of the president,
- (e) Keep an itemized record, in a permanent file, of all receipts and expenditures.
- (f) Forward promptly to the state treasurer all monies payable to the state federation; forward promptly to BPW/FL all funds payable to BPW/FL and all local and state dues for all new members.
- (g) Serve as ex-officio member of the Finance Committee.
- (h) 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 at a time and place to be determined by the Board of Directors.

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 and election of officers shall take place.

- Section 3. 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 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 or by email of time, place and purpose of such meeting at least five business days prior to 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 BOARD OF DIRECTORS

- Section 1. The elected officers, immediate past president 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.
 - (d) 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.

Section 7. Motions for consideration by the Board of Directors may be proposed and voted on by email between meetings of the Board. Actions taken in this manner shall be ratified for entry into the official record at the next regular meeting of the Board of Directors.

ARTICLE XIV EXECUTIVE COMMITTEE

Section 1. The elected officers of the local organization and the immediate past president 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.

Section 7. Motions for consideration by the Executive Committee may be proposed and voted on by email between meetings of the Board of Directors. Actions taken in this manner shall be ratified for entry into the official record at the next regular meeting of the Board of Directors.

ARTICLE XV STANDING COMMITTEES

Section 1. The standing committees of the local organization shall be: Finance; Foundation; Professional Development; Membership; Public Relations; Legislative; and Young Careerist. Any standing committee can be chaired by one member or co-chaired by two members.

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.

- Section 4. The Finance Committee chair shall be a member ex-officio, without vote, of all committees which disburse money. It shall be the duty of the Finance Committee to prepare an annual budget for the local organization for approval by the LO 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.
- Section 5. 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. 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. It shall be the duty of the Public Relations Committee to promote state and local programs and activities through appropriate news media.
- Section 8. 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. It shall be the duty of the Legislative 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. 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 XVI 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. To be eligible to serve as a chair or as a member of a standing committee, a member must:

(a) Be in good standing and

(b) Officially and publicly support BPW/FL's legislative platform.

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

ARTICLE XVII 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 XVIII 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 in good standing at their address of record at least seven (7) days before they are to be voted upon. Unless otherwise specified in writing by the member, email shall be the preferred method of notice.

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 affect 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 XIX DISSOLUTION

Upon dissolution of this organization, all assets remaining after payment of all costs and expenses of this dissolution shall be distributed to an organization decided by the Board of Directors, which has qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code and state regulations. None of the assets will be distributed to any member, officer or trustee of this organization.

Last amended March 10, 2016

APPENDIX A - DUES

<u>ANNUAL MEMBERSHIP RENEWAL RATES</u>	
<u>Per Active and Business Member</u>	<u>Annual Amount</u>
To BPW/FL	\$ 65.00
To Local Organization	\$ 55.00
Total Per Active and Business Member	\$ 120.00
<u>Per Student Member</u>	<u>Annual Amount</u>
To BPW/FL	\$ 26.00
To Local Organization	\$ 14.00
Total Per Student Member	\$ 40.00
<u>Per Retiree Member</u>	<u>Annual Amount</u>
To BPW/FL	\$ 65.00

To Local Organization	\$ 25.00
Total Per Retiree Member	\$ 90.00
<u>NEW MEMBER RATES</u>	
<u>Per New Member</u>	<u>Annual Amount</u>
To BPW/FL	\$ 65.00 active, business, retiree \$ 26.00 student
To Local Organization	\$ 80.00 active, business \$ 25.00 retiree \$ 26.00 student
Total Per New Member	\$145.00 for active or business \$90.00 for retiree \$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