

PENNSYLVANIA AFFILIATE CHAPTER OF NFBPWC

Affiliate of National Business and Professional Women's Clubs

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BY-LAWS

ARTICLE I – NAME

The name of This Affiliate shall be the Pennsylvania Affiliate Chapter of NFBPWS, National Federation of Business and Professional Women’s Clubs.

NFBPWC is a nonprofit entity incorporated in the State of California, executed by the Secretary of State on March 16, 2010.

ARTICLE II – MISSION STATEMENT

Pennsylvania Affiliate Chapter of NFBPWC develops the professional, business and leadership potential of women at all levels.

ARTICLE III – OBJECTIVES

The objectives of This Affiliate are to develop the professional, business and leadership potential for women at all levels, to advocate and to strive toward equal participation of women and men in power and decision-making roles.

ARTICLE IV – POLICIES

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| Section 1 | This Affiliate shall be nonsectarian, nonpartisan and nonprofit. |
| Section 2 | The objectives of This Affiliate shall be in every case the objectives of the NFBPWC. |
| Section 3 | Any member who has a possible conflict of interest on a matter concerning This Affiliate shall immediately notify the Executive Committee and shall abstain from voting on such matter. |
| Section 4 | No member shall benefit from This Affiliate other than compensation for services or expenses incurred on behalf of This Pennsylvania Affiliate Chapter of NFBPWC. |

ARTICLE V – MEMBERSHIP

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| Section 1 | The NFBPWC is open for membership in all 50 states, the District of Columbia, Puerto Rico, the US Virgin Islands, and other US possessions. |
| Section 2 | Membership in NFBPWC and its affiliates includes membership in BPW International. |
| Section 3 | Membership categories include State Federations, Affiliate Clubs, and Affiliate Members. Pennsylvania Affiliate Chapter of NFBPWC is the affiliate club. |
| Section 4 | Non-voting members are individuals or corporations wishing to support the work of the Pennsylvania EPW. |

ARTICLE VI – MEMBERSHIP REQUIREMENTS

Section 1 **Affiliate Club:**

A club in a state where there is no NFBPWC State Federation may become an Affiliate Club providing there are no more than four other Affiliate Clubs in that state. Affiliate Clubs must maintain a minimum of ten (10) active members.

Section 2 Affiliate Clubs shall:

- A. Submit to the PA Affiliate Chapter of NFBPWC Member Services Director a list of names and addresses of their officers and chairpersons.
- B. Forward to the NFBPWC Treasurer a list of names and addresses of their members to be included in The NFBPWC database.

ARTICLE VII – DUES

Section 1 Dues are payable upon acceptance of membership. Membership dues shall be payable annually at a rate established at the Biennial Conference of NFBPWC.

Section 2 Membership dues shall be payable to NFBPWC within the first three (3) months of the calendar year.

Section 3 International Dues

A. BPW International dues are set at the International Congress by the members and collected by its Country's Federation.

B. The NFBPWC shall forward the collected BPW International and Regional dues according to the established procedures.

C. Late fees, as established by BPW International shall be added to the dues received after March 31st.

Section 4 PA Affiliate Chapter of NFBPWC shall submit to the NFBPWC Treasurer the corresponding renewal dues for the Affiliate together with BPW International dues, between January 1 and March 31 annually.

Section 5 Local dues will be established by the local affiliate and paid to the local treasurer annually.

ARTICLE VIII – FISCAL YEAR

The fiscal year of the PA Affiliate Chapter of NFBPWC shall be January 1 through December 31.

ARTICLE IX – OFFICERS

- Section 1 The elected officers of The PA Affiliate Chapter of NFBPWC shall be: President, Vice-President, Treasurer, and Secretary. A Parliamentarian shall be appointed by the President and shall serve without vote.
- Section 2 Members of PA Affiliate Chapter of NFBPWC shall be members in good standing to be eligible for election. Each officer shall be eligible for bonding.
- Section 3 The elections of officers shall take place during the last regular meeting in the even year prior to December 31st. The term of office shall commence on January 1st of the following year and shall continue for a period of 2 years.
- Section 4 No member shall hold more than one office at any time and no officer shall serve more than two consecutive terms in the same office.
- Section 5 An office may be vacated and/or filled as follows:
- A. If during the term of office an officer ceases to be a member of the PA Affiliate Chapter of NFBPWC, the office shall be automatically vacated.
 - B. If during the term of office an officer does not fulfill the duties and responsibilities of the office, that office shall become vacated as determined by the Executive Committee.
 - C. The President shall have the power to fill the vacancy subject to the ratification of the Executive Committee.
 - D. If during the term of the office of President becomes vacant, the Executive Committee shall appoint the Vice President or another officer to fill the vacancy for the remainder of the term.
- Section 6 If an officer is appointed to serve on a vacant or unfilled position for a period of 12 months or longer, it shall be considered a full term of office.

ARTICLE X – NOMINATIONS

- Section 1 There shall be a Nominations Chairperson appointed by the PA Affiliate Chapter of NFBPWC Executive Committee.
- Section 2 The Nominations Chairperson shall not be a member of the Executive Committee and shall resign when becoming a candidate for office.
- Section 3 The Nominations Chairperson shall send the Candidate Data, and Consent to Serve forms to the president two (2) months prior to the Election meeting. Nomination forms shall be returned to the Nominations Chairperson by June 1st in an election year.

- Section 4 If a full slate of candidates is not obtained by the deadline, the Nominations Chairperson shall inform this Affiliate president of the fact and request that she be prepared to complete the slate with nominations from the floor at the election meeting.
- Section 5 Candidates nominated from the floor at the Election Meeting must have provided the required information to the Nominations Chairperson no later than the time that the election meeting convenes.

ARTICLE XI – ELECTIONS

- Section 1 The election of President, Vice-President, Treasurer, and Secretary shall take place at the meeting scheduled for elections.
- Section 2 Officers shall be elected for a term of two years and will assume office on January 1st of the year following the election.
- Section 3 A majority of votes cast for a candidate shall elect. Should there be a tie between two or more candidates, a second ballot shall be taken. Subsequent ballots shall be cast as needed.
- Section 4 In the event only one name is secured for each office, a voice vote for the entire slate may be taken.
- Section 5 If a full slate of officers has not been elected, the incoming President shall have the power to fill the vacancies by appointment subject to the ratification of the incoming Executive Committee.
- Section 6 Prior to the Meeting, the President shall appoint two (2) members to serve as tellers.

ARTICLE XII – DUTIES OF OFFICERS

- Section 1 The President shall:
- A. Be the Chief Executive Officer and spokesperson of the PA Affiliate Chapter of NFBPWC,
 - B. Serve on the NFBPWC Board of Directors.
 - C. Preside at the meetings of all PA Affiliate Chapter of NFBPWC Meetings.
 - D. Appoint a Parliamentarian, Special Committee Chairpersons and Task Forces subject to ratification by the Executive Committee.
 - E. Be an ex-officio member of all committees, except the Nominations Committee.
- Section 2 The Vice-President shall:

- A. Perform the duties of the President in her absence.
- B. Assume the Presidency of this Affiliate in the event the President is unable to complete the term of office.
- C. Serve as a liaison to the NFBPWC Member Services Director and the Nomination Chair.
- D. Perform other duties as assigned by the President or the Executive Committee.

Section 3 The Treasurer shall:

- A. Be the Chief Financial Officer of This Affiliate.
- B. Collect membership dues from the members by the prescribed deadlines.
- C. Be the custodian of This Affiliate funds, maintain bank accounts and disburse payment for approved expenses within 15 days of receipt.
- D. Provide financial reports at This Affiliate meetings and year-end financial reports to the membership.
- E. Maintain This Affiliate membership database.
- F. Serve as liaison to the EPW-USA Treasurer.

Section 4 The Secretary shall:

- A. Maintain the archives of this Affiliate including records, contracts, and original documents.
- B. Record the minutes of this Affiliate Meetings.
- C. Minutes will be approved by the membership at the next scheduled meeting.

Section 5 The Parliamentarian shall be an advisor to the President and will work with the Executive Committee and members as requested.

Section 6 Affiliate's checks shall be signed by any of the two following officers: President, Vice – President, or the Treasurer.

ARTICLE XIII – EXECUTIVE COMMITTEE

Section 1 The elected or appointed officers of this Affiliate shall constitute the Executive Committee.

Section 2 The Executive Committee shall:

- A. Perform administrative duties on behalf of this Affiliate and shall have the power to act on its behalf between meetings of the membership.
- B. Be responsible for appointing an audit committee to conduct a financial review of the accounts.
- C. Present recommendations and actions to the membership at its next meeting.

ARTICLE XIV – MEETINGS

Section 1 The PA Affiliate Chapter of NFBPWC Meetings shall be held at a place and date as determined by the Executive Committee.

Section 2 Executive Meetings

- A. The Executive Committee meetings shall be held as necessary.
- B. Executive Committee meetings shall be by the call of the President.
- C. The Executive Committee Meetings may be in person, via conference call or electronically, and the minutes shall reflect all actions and recommendations.

ARTICLE XV – QUORUM

Section 1 A quorum of this Affiliate shall be a twenty-five percent (25%) of the members eligible to vote.

Section 2 To be eligible to vote, a member must have paid her dues for the current fiscal year.

Section 3 With the exception of the election of officers, a system for electronic voting may be established.

ARTICLE XVI – PARLIAMENTARY AUTHORITY

The rules of parliamentary procedure comprised in the current edition of Robert's Rules of Order Newly Revised (Edition) shall govern all proceedings of This Affiliate and the Executive Committee, subject such special rules as have been or may be adopted.

ARTICLE XVII – AMENDMENTS

Section 1 These Bylaws may be amended at any regular, or special meeting by a two-thirds (2/3rds) vote of the members present and voting, provided at least fifteen (15) days notice, together with a copy of the proposed amendment, is given to each Member by mail, fax or electronic mail.

ARTICLE XVIII – LIABILITY

No member or officer of this Affiliate shall be personally liable for the debts or obligations of This Affiliate to the fullest extent permitted under the law, or shall any of the property of the officers or members be subject to the payment of the debts or obligations of this Affiliate.

APPENDIX

DUES STRUCTURE FOR PA Affiliate Chapter of NFBPWC

International Dues	\$25.00
NFBPWC	\$20.00
PA/NFBPWC	\$11.75