

California Federation of Business and Professional Women's Clubs, Inc.

BYLAWS

ARTICLE I – NAME

The name of this organization shall be the California Federation of Business and Professional Women's Clubs, Inc., hereinafter referred to as CFBPW.

ARTICLE II – MISSION STATEMENT

The mission of CFBPW shall be to promote and support equity for working women in all phases of their lives and to promote personal empowerment and professional development.

ARTICLE III - OBJECTIVES

The objectives of CFBPW shall be:

1. To advocate on state and national legislative issues of importance to women.
2. To promote personal and professional development for women.
3. To foster connections among women to promote CFBPW and its members.

ARTICLE IV - POLICIES

Section 1. CFBPW shall be nonsectarian, nonpartisan, and nonprofit.

Section 2. The mission and objectives of this organization shall in every case be the mission and objectives of all clubs thereof.

ARTICLE V - MEMBERSHIP

Section 1. Membership shall be open to all individuals who support the mission and objectives of CFBPW.

Section 2. Membership categories shall be:

A. Member

B. Member-at-Large (a member who does not belong to a Club)

C. Student Member

Individuals enrolled in a college or a university or any other accredited institution of higher education for a minimum of six (6) semester units or the equivalent number of hours.

Section 3. Membership in CFBPW includes membership in the International Federation of Business and Professional Women (BPW/I) and National Federation of Business and Professional Women's Clubs (NFBPWC).

Section 4. The only criteria for membership shall be per Article V, Section 1, and the payment of appropriate dues.

Section 5. To remain in good standing a member's dues must be current.

Section 6. A member in good standing may request a transfer from one Club to another; Clubs shall accept the transfer of members in good standing.

Section 7. Members, members-at-large and student members shall have the right to vote and to hold office at the state level.

Section 8. Dual Membership.

A. Membership may be held in more than one Club by the payment of Club dues to a secondary Club.

B. CFBPW dues shall be collected only once for each member regardless of the number of Clubs in which membership is held; the member shall determine in which Club primary

membership is held.

- C. Club bylaws shall state the rights held by dual members.

ARTICLE VI - CLUB REQUIREMENTS

- Section 1.** A Club is eligible for admission to CFBPW if:
- A. It has a minimum of five (5) members and/or student members.
 - B. It is not an integral part of any other organization.
 - C. Its bylaws are not in conflict with CFBPW bylaws and policies.
- Section 2.** To remain in good standing, a Club must maintain a membership of at least five (5) members and/or student members; a Club whose membership falls below five (5) members and/or student members shall be dropped at the end of the second fiscal year.
- Section 3.** Each Club will submit names and addresses of Club officers and chairs by June 15 to the designated CFBPW chair.
- Section 4.** Proposed amendments to the bylaws of any Club, with the exception of mandatory changes, shall be submitted to the state Bylaws Chair for review and the State President's approval.

ARTICLE VII - DUES

- Section 1.** Dues are payable upon acceptance of membership and renewable annually on May 1. Dues are delinquent on June 1 and membership shall be forfeited if dues are not paid by July 1. Members joining after December 31st will pay one half of the current annual dues.
- Section 2.** Dues collection
Clubs shall collect CFBPW and Club dues from their members and remit the CFBPW portion in compliance with CFBPW procedures.
- Section 3.** Dues for members shall be:
- A. Member or Member-at-Large. Annual CFBPW dues for members or members-at-large shall be Thirty-five Dollars (\$35.00); CFBPW dues shall include a subscription to the official CFBPW publication, *California Woman*; plus National Federation of Business and Professional Women's Clubs (NFBPWC) dues plus BPW International (BPW/I) dues.
 - B. Student Member. Dues for student members affiliated with a Club shall be twenty-five dollars (\$25) and shall include a subscription to the official CFBPW publication, the *California Woman*.
- Section 4.** A vote to increase CFBPW dues shall be effective one year after adoption.
- Section 5.** In the event of an increase in NFBPWC dues, the State dues will be adjusted accordingly per notices from NFBPWC.

ARTICLE VIII - FISCAL YEAR

The fiscal year of CFBPW and its constituent Clubs shall be June 1 through May 31.

ARTICLE IX - DISTRICT ORGANIZATION

- Section 1.** CFBPW shall be divided into districts for the purpose of promoting CFBPW programs, membership, leadership training, and new Club organization; they may merge, divide, dissolve or restructure upon the approval of the CFBPW Board of Directors.
- A. District Presidents shall serve on the CFBPW Board of Directors.
 - B. The president of a dissolved District shall remain on the State Board of Directors as a Director-at-Large through the subsequent Annual Conference.

- C. The president of a new District shall be seated on the Board of Directors without vote until the subsequent Annual Conference.
- Section 2.** District bylaws shall not conflict with CFBPW bylaws and shall be reviewed by the state Parliamentarian and approved by the State President.
- Section 3.** District operation guidelines shall be set forth in the CFBPW Handbook.

ARTICLE X - OFFICERS

- Section 1.** The officers of CFBPW shall be a President, a President-Elect, a Secretary, a Treasurer and a Parliamentarian.
- Section 2.** The President, President-Elect, Secretary, and Treasurer shall be elected at the Annual Conference. The Parliamentarian shall be appointed by the President and serve with full membership rights.
- Section 3.** Term of Office
 - A. Elected officers shall serve a term of one year or until their successors take office. Except for Secretary or Treasurer, no elected officer shall serve more than one term consecutively.
 - B. The term of office for Annual Conference elected officers shall commence at the close of the Annual Conference.
- Section 4.** Eligibility for Office
 - A. Each officer shall be eligible for bonding.
 - B. Candidates for the office of President and President-Elect shall have served a minimum of two (2) years on the CFBPW Board of Directors, one (1) year as a District President or two (2) years on the CFBPW Board of Directors and one (1) year as president of a deliberative assembly.
 - C. Candidates for the office of Treasurer shall be financially literate, computer literate, and have access to a computer.
 - D. Candidates for the office of Secretary shall be computer literate, have access to a computer, and have one (1) year as secretary of an organization.
 - E. For re-election purposes six (6) consecutive months served in an elected office shall be considered a term of office.
 - F. No member shall hold more than one (1) office at anytime.
- Section 5.** To remain in office, officers shall be members in good standing.
- Section 6.** Vacancies
 - A. A vacancy in the office of Secretary or Treasurer shall be filled by Presidential appointment and ratified by the Executive Committee.
 - B. A vacancy in the office of President-Elect shall remain vacant until the next Annual Conference. Concurrent vacancies in the offices of President and President-Elect shall be filled by election of a President at a special meeting of the membership.
 - C. Interim elected or appointed officers shall take office at the conclusion of the meeting meeting and shall serve until close of the subsequent Annual Meeting.

ARTICLE XI – NOMINATIONS

- Section 1.** Nominations Chair
 - A. The Board of Directors shall elect a Nominations Chair no later than the Fall Board meeting.
 - B. The Nominations Chair shall:
 - (1) Have served a minimum of one year on the CFBPW Board of Directors.
 - (2) Collect candidate data and verify that candidates meet the qualifications for office.

- (3) Inform the District and Club presidents within 30 days following the filing deadline if there are no nominations for an office or if a candidate is not qualified for an office.
- (4) Be impartial about candidates.

ARTICLE XII - ELECTIONS

Section 1. Officers shall be elected for a term of one (1) year.

Section 2. A majority of votes cast for a candidate shall elect.

ARTICLE XIII - DUTIES OF OFFICERS

Section 1. The President shall:

- A. Be the principal officer of CFBPW.
- B. Preside at the Annual Conference, meetings of the Board of Directors and the Executive Committee.
- C. Appoint a parliamentarian, standing, vice chair of Public Policy, special chairs, and special committees as necessary subject to their ratification by the Executive Committee.
- D. Serve as an ex-officio member of all committees except nominations committee.
- E. Send the official Call to Conference to all members at least forty-five (45) days prior to the first day of the Annual Conference.
- F. Ensure that a coordinated program, including projects and activities shall be carried out for the ensuing term in accordance with the objectives.
- G. Provide the official mailing address for CFBPW and ensure that its mailings are distributed to the members.
- H. Execute all documents binding on CFBPW.
- I. Perform such other duties as usually pertain to the office of president.

Section 2. The President-Elect shall:

- A. Preside at meetings in the absence of the president.
- B. Assume the presidency for the remainder of the term in the event the president is unable to complete the term of office.
- C. Work with the Nominations Chair to ensure a full slate of officers is offered for the coming term.
- D. May serve the term for which elected if less than twelve (12) months is served as president.
- E. Perform other duties as assigned by the president.

Section 3. The Secretary shall:

- A. Record the minutes of the Executive Committee, the Board of Directors, and Annual Conference and maintain them in a permanent file.
- B. Perform such duties as may be assigned by the president or the Executive Committee.
- C. Transcribe the minutes of the pre-Annual Conference Executive Committee and Board of Directors meetings and the Annual Conference General Assembly meetings at which served and submit them to the Minutes Approval Committee for their approval within 30 days.

Section 4. The Treasurer shall:

- A. Be responsible for all monies of CFBPW and perform all financial transactions.

- C. Receive bills and disburse payments for approved expenses within fifteen (15) days of receipt.
- D. Provide full financial reports at each CFBPW Board meeting and distribute the year-end financial report to all members.
- D. Ensure that the books are reviewed biennially.
- E. Maintain a record of all expenditures and report at meetings of the Executive Committee, the Board of Directors and membership.
- F. Ensure that required fiduciary reports are filed.
- G. Maintain the CFBPW membership list and provide it to the editor of the *California Woman* along with member addresses.
- H. Perform such duties as may be assigned by the president or the Executive Committee.

Section 5. The Parliamentarian shall:

- A. Be familiar with Robert's Rules of Order, Newly Revised.
- B. Advise or express an opinion when requested by the presiding officer or any member.

Section 6. Checks shall be signed by any two of the following: the President, the President-Elect, the Treasurer, or the Secretary.

Section 7. Officers shall deliver all records and pertinent materials to their successors within thirty (30) days after their successors have been elected, except the treasurer whose records are to be delivered to the financial review committee.

ARTICLE XIV - EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the officers of CFBPW; it shall have the power to act between meetings of the Board of Directors.

Section 2. Executive Committee recommendations and actions shall be presented to the Board of Directors at its next regular meeting.

Section 3. The Executive Committee may hold electronic meetings. Electronic meetings must provide, at a minimum, for all participants to be able to see, and/or hear each other simultaneously. The Policies and Procedures shall include rules for the conduct of such meetings.

Section 4. Executive Committee votes may be taken by mail or electronic communications at the request of the president and the vote results shall appear in the minutes of the next Executive Committee meeting.

Section 5. The Executive Committee shall provide for the financial review and/or auditing of the CFBPW accounts.

Section 6. The Executive Committee shall ratify the appointment of the Parliamentarian, Standing Committees and Vice Chair of Public Policy as proposed by the President or President-Elect.

ARTICLE XV - BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the:

- A. Officers.
- B. Chairs and Vice Chair of Public Policy, and the Chairs of Bylaws/Resolutions, Lifelong Leadership and Learning, Program/Projects, Small Business and Young Professional.
- C. District Presidents and one (1) district representative from each district.
- D. Past CFBPW Presidents, in attendance, who are not already voting members of the

Board.

- Section 2.** Members of the Board of Directors must be members in good standing, officially and publicly support the CFBPW Public Policy Statement.
- Section 3.** At an on-site meeting Board members must be registered for the meeting in order to be eligible to vote.
- Section 4.** The Board of Directors may hold electronic meetings. Electronic meetings must provide, as a minimum, for all participants to be able to see, and/or hear each other simultaneously. The Policies and Procedures shall include rules for the conduct of such meetings.
- Section 5.** A vote of the Board of Directors may be taken between meetings at the request of the president by mail or electronic communications; such vote shall have the force and effect of a vote taken at a meeting and the results of the vote will be included in the minutes of the next Board of Directors meeting.
- Section 6.** The Board of Directors shall:
- A. Adopt changes in the CFBPW Policies and Procedures, Handbook and Model Club Bylaws.
 - B. Adopt the focus issue(s) for the ensuing term.
 - C. Adopt district restructuring, divisions or mergers.
 - D. Consider recommendations from the Executive Committee.
 - E. Adopt the date and place of the Annual Conference.
 - F. Propose amendments to CFBPW bylaws.
 - G. Adopt proposals for the growth and future of CFBPW.
- Section 7.** If during the term of office a member of the Board of Directors ceases to be a member in CFBPW, the position shall automatically be vacated.

ARTICLE XVI – COMMITTEES

- Section 1.** Standing Committees: The standing committees shall be Finance, Public Policy, Membership/Marketing, Bylaws/Resolutions, Lifelong Leadership and Learning, Program/Projects, Small Business, and Young Professional.
- Section 2.** Special committees shall be created by the Board of Directors and members as needed.
- Section 3.** Only members or student members in good standing shall be eligible to serve as committee chairs.

ARTICLE XVII - MEETINGS

- Section 1.** No member shall have more than one vote and no voting by proxy shall be allowed at any meeting of CFBPW.
- Section 2.** Executive Committee meetings shall be held immediately after the adjournment of the Annual Conference, prior to each Board of Directors meeting, and prior to the subsequent Annual Conference; additional meetings of the Executive Committee may be called by the President or a majority of its members.
- Section 3.** Board of Directors meetings shall be held immediately after the Annual-Conference, at least two interim board meetings every year to be held in the fall and winter, and prior to the subsequent Annual Conference.
- A. Interim meetings of the Board of Directors shall be held for the purpose of planning and furthering the work of CFBPW.
 - (1) The time, place, and method for the interim meetings shall be recommended by the Executive Committee with the approval of the Board of Directors.
 - (2) Calls to Board of Directors meetings shall be sent thirty (30) days prior to the opening day of the Board Meeting.
 - (3) Special board meetings determined by the president or thirty percent (30%) of the Board members may be held.

- (a) Notice of such meetings must designate the time, place, method, and purpose of the meeting.
- (b) Notice must be given at least thirty (30) days prior to the date of the meeting.
- (c) No matters other than those contained in the Call shall be considered at a Special Meeting.

Section 4. CFBPW Meetings

- A. CFBPW shall hold an Annual Conference, the place and date to be determined by the Board of Directors. A Call to Conference is to be sent to all members forty-five (45) days prior to the opening day of the Conference.
- B. The CFBPW voting body shall consist of the members of the Federation, who are registered for the meeting.
- C. It shall be the purpose of the Conference to:
 - (1) Elect Officers.
 - (2) Receive reports and act upon recommendations of the officers and committees.
 - (3) Adopt the Public Policy Statement.
 - (4) Act upon recommendations, resolutions and other business presented.
 - (5) Hear speakers on areas of interest.
- D. The President shall appoint, at the first business meeting of the conference, a committee of three to approve the minutes of the conference within thirty (30) days.

Section 5. Special meetings of CFBPW shall be held at the call of the Board of Directors with 30 days notice.

Section 6. CFBPW may hold electronic meetings. Electronic meetings must provide, as a minimum, for all participants to be able to see, and/or hear each other simultaneously. The Policies and Procedures shall include rules for the conduct of such meetings.

Section 7. CFBPW votes may be taken by mail or electronic communications at the request of the Board of Directors and the vote results shall appear in the minutes of the next Board and CFBPW meetings.

ARTICLE XVIII - QUORUM

Section 1. A quorum of the Executive Committee shall be a majority of its members.

Section 2. A quorum of the Board of Directors shall be a majority of the voting members including a majority of the Executive Committee.

Section 3. A quorum for a CFBPW Conference shall be a majority of members registered for the conference.

ARTICLE XIX - PARLIAMENTARY AUTHORITY

The rules of parliamentary procedure contained in the current edition of ROBERT'S RULES OF ORDER NEWLY REVISED shall govern CFBPW in all cases in which they are applicable and they are not inconsistent with these bylaws and any special rules of order CFBPW may adopt.

ARTICLE XX - AMENDMENTS

Section 1. These bylaws may be amended by a two-thirds vote of those voting. Amendments may be proposed by the Board of Directors, a District, a Club, three or more Members-at-large or a special committee appointed for that purpose. All proposed amendments shall be submitted in writing to the CFBPW Bylaws Chair at least sixty (60) days before they are to be considered. Proposed amendments shall be included in the Call to the meeting at which they are to be considered.

- Section 2.** In an emergency, the CFBPW Conference may, without advance notice, consider an amendment (except dues amendments) arising out of the business of the Conference if consent for its consideration is first given by three-fourths (3/4) vote.
- Section 3.** CFBPW bylaw amendments which affect Club bylaws shall be automatically adopted by the Clubs.
- Section 4.** Grammatical, punctuation and editorial corrections in these bylaws or amendments which in no way alter the intent of the Bylaws shall be effected by the Executive Committee.

ARTICLE XXI – DISSOLUTION

Upon dissolution of CFBPW all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to a CFBPW District, Club, BPW/I, or NFBPWC as determined by the Board of Directors. None of the assets will be distributed to any member, officer or trustee of this organization.

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Amended: May 15, 2015
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Amended: May 19, 2018
Amended: May 18, 2019
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