

National Federation of Business
and Professional Women's Clubs, Inc.
of the United States of America

**NATIONAL FEDERATION of
BUSINESS AND PROFESSIONAL WOMEN'S CLUBS, INC. - USA**

BYLAWS

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**NATIONAL FEDERATION of
BUSINESS AND PROFESSIONAL WOMEN CLUBS, INC. - USA**

BYLAWS

ARTICLE I – NAME

The name of the club shall be: National Federation of Business and Professional Women-USA-North Carolina, an affiliate club of the National Federation of Business and Professional Women's Clubs of the United States of America (NFBPWC-USA) and a member of the International Federation of Business and Professional Women (IFBPW) also known as BPW International.

ARTICLE II – MISSION STATEMENT

NFBPWC-USA-North Carolina shall be nonpartisan. It shall promote its objectives and organize its operating structures and activities without distinction as to race, language or religion. Any profits shall be used to promote its objectives.

ARTICLE III – OBJECTIVES

Section 1. to work for:

- a) equal opportunities and status for women in the economic, civil and political life
- b) the removal of discrimination

Section 2. to encourage women and girls to:

- a) acquire education, occupational training and advanced education
- b) use their occupational capacities and intelligence for the advantage of others as well as themselves

Section 3. to improve the position of women in business, trade and the professions, and in economic life

Section 4. to stimulate and encourage in women a realization and acceptance of their responsibilities to the community, locally, nationally and internationally

Section 5. to work for high standards of service in business and professions

- Section 6. to promote friendship, cooperation and understanding between business and professional women
- Section 7. to undertake projects, philanthropic in nature and not for profit, that help women to become economically independent
- Section 8. to collect and present the views of business and professional women to organizations and agencies

ARTICLE IV – MEMBERSHIP

- Section 1. Membership shall be open to all who subscribe to the aims and objectives of the organization and the payment of appropriate dues.
- Section 2. Membership categories include Individual, Dual, Student and Corporate. Dual members are members who wish to join additional NFBPWC - USA Clubs in addition to their primary (home) club. Student members are full time students. Corporate/ Business members are entitled to have five (5) employees attend NFBPWC - USA – North Carolina meetings and events.
- Section 3. The membership year shall be from January 1 until December 31. To remain in good standing a member's dues must be current.
- Section 4. Clubs must have a minimum of ten (10) members

ARTICLE V – DUES

- Section 1. Annual dues shall be:
- a) Individual Membership
Dues are payable upon acceptance of membership and renewable annually on January 1. Dues are delinquent on February 1 and membership will be forfeited if dues are not paid by March 1. New Members joining after June 1 will pay one half of the current annual dues. The dues will automatically be raised to reflect changes made by NFBPWC-USA, or BPW International when and if that occurs.
- b) Dual Membership
Additional dues from the second club will be the local club dues only. Their primary club will collect and pay the member's National, International, Regional, State and District Dues as applicable. These members are eligible to vote.

- c) Student Membership Dues are determined by the club. Student members have full voting rights.
- d) Corporate/Business Membership
Dues are payable upon acceptance of membership and renewable annually on January 1. Dues are delinquent on February 1 and membership will be forfeited if dues are not paid by March 1. Members joining after June 1 will pay one half of the current annual dues. The dues will automatically be raised to reflect changes made by NFBPWC -USA, or BPW International when and if that occurs.
- Corporate should pay full dues no matter when joining.
- Corporate membership entitles five (5) employees to attend meetings and events and have voting rights.
- Section 2. Annual dues shall be paid to NFBPWC - USA for NFBPWC, BPW International, Regional and General Assembly each year, no later than February 15th for the current year.

ARTICLE VI – FISCAL YEAR

The fiscal year of NFBPWC, Inc. and its constituent Clubs shall be January 1 through December 31.

ARTICLE VII – OFFICERS

- Section 1. The Officers of the club shall be: the President, the First Vice President, the Second Vice President, the Treasurer, the Secretary, and the Immediate Past President.
- Section 2. Officers shall take office at the close of their Annual General Meeting and shall serve a term office of one or two (1 or 2) years.
- Section 3. Officers shall be eligible for re-election but may not hold the same office for more than two (2) consecutive terms.

ARTICLE VIII – DUTIES OF OFFICERS

Section 1. President

- a) be the chief executive officer
- b) preside at all meetings
- c) serve as ex-officio member of all committees, except the Nominating Committee
- d) bring to the attention of the club all pertinent information from NFBPWC -USA and BPW International
- e) authorize all expenditures
- f) appoint a parliamentarian (if one is appointed), standing and vice chairs, special chairs, and special committees as necessary subject to their ratification by the Executive Committee
- g) give all records to the next President at the end of her term
- h) will serve as a member of the NFBPWC, Inc. - USA Board of Directors .
- i) will bring to the attention of the Club all pertinent information from (the State Federation), NFBPWC and BPW International

Section 2. First Vice President (Membership Development and Retention)

- a) perform the duties of the President in her absence
- b) become the President for the unexpired term in case of death, resignation or incapacity of the President
- c) be responsible for developing a plan to increase membership
- d) be responsible for promoting member relations
- e) be responsible for developing a plan for member retention
- f) oversee and coordinate with the Treasurer the maintenance of the member roster and communication database
- g) be a member of the NFBPWC Membership Committee

- h) give all records to the next First Vice President at the end of her term

Section 3. Second Vice President (Programs and Advocacy)

- a) be responsible for the planning of Programs and Advocacy that are in agreement with the NFBPWC-USA advocacy platform and BPW International mission, vision and objectives while meeting the needs and interests of the membership
- b) be familiar with national awards and their criteria and promote such to the members
- c) be a member of the NFBPWC Advocacy Committee
- d) perform the duties of the President in the absence of both the president and the First Vice President
- e) give all records to the next Second Vice President at the end of her term

Section 4. Treasurer

- a) have charge of all monies of the chapter and shall report thereon at all meetings
- b) collect the annual dues from the members
- c) keeps a file of the membership forms and work closely with the First Vice President to have an accurate database of members
- d) pay all bills promptly upon authorization of the President including payment of dues to NFBPWC - USA
- e) keep a permanent record of all receipts and expenditures.
- f) prepare and file all returns and annual reports as required by law and the organization
- g) perform such duties as may be assigned by the President or the Executive Committee
- h) be a member of the NFBPWC Finance Committee
- i) ensure that an annual review is conducted and provided to the members.
- j) give all records to the next Treasurer at the end of her term

Section 5. Secretary

- a) takes and records accurate minutes of the proceedings at all meetings of the Executive Committee and all monthly meetings
- b) is responsible for preserving a digital and hard copy file of all records and letters of value of the chapter
- c) distributes the meeting invitation and manages the digital email address system
- d) conduct all the correspondence of the Club with the President
- e) distributes pertinent information from NFBPWC - USA and BPW International.
- f) perform such duties as may be assigned by the President or the Executive Committee
- g) give all records to the next Secretary at the end of her term

ARTICLE IX – EXECUTIVE COMMITTEE

Section 1. The elected officers of the club shall constitute the Executive Committee and the Parliamentarian if one is appointed

Section 2. A vacancy in the office of First Vice President, Second Vice President, Treasurer or Secretary shall be filled by appointment of the President and ratified by the Executive Committee

Section 3. The Executive Committee shall ratify the appointment of the Parliamentarian (if one is appointed), Standing and Vice Chairs as proposed by the President

Section 4. Any member of the Executive Committee can call for a meeting of the Executive Committee

Section 5. A quorum of the Executive Committee is the majority of the Executive Committee

ARTICLE X – STANDING COMMITTEES

Section 1. Only individuals, who are active members in good standing, shall be eligible to serve on Standing Committees. Committee chairs and members shall be appointed for a term of one or two (1 or 2) years and may be reappointed.

No person shall serve more than three (3) consecutive terms on the same committee.

Section 2. The Standing Committees shall be:

a) Finance and Fundraising

The duty of the Finance and Fundraising Committee is to prepare an annual budget for the club, to supervise all expenditures, and to assist the chapter in developing a sound financial policy through fundraising, and to audit the financial books.

b) Membership

The duty of the Membership Committee is to promote, expand and stabilize membership, to grow the club, and to work with the First Vice President of Membership as the chair to create membership development and retention tools and activities.

c) Bylaws

The duty of the Bylaws Committee is to keep the bylaws up to date with changes made to the NFBPWC-USA which affect the chapter's bylaws. It shall also be the duty of the Bylaws Committee to consider or propose amendments to the club's bylaws for presentation to membership for adoption at the Annual Meeting.

d) Public Relations

The duty of the Public Relations Committee is to promote the programs and activities of the club and its members through the news media and social media.

e) Advocacy / Public Policy and Programs Committee

This Committee will work with the Second Vice President. as the chair.

f) Young BPW Committee

The purpose of this committee is to recruit members under the age of 35 and coordinate with the Young BPW Chair at the national level.

g) Special Short-Term Ad Hoc Committee

The duty of the Ad Hoc Committee will be assigned by the President who can appoint this committee during her term.

ARTICLE XI – NOMINATIONS

- Section 1. The Nominating Committee shall be composed of three (3) members appointed by the Executive Committee and shall select its own chair. The Executive Committee may vote to appoint only two (2) additional committee members, if necessary.
- Section 2. Service on the Nominating Committee shall be for a period of one year or until completion of the election.
- Section 3. All members who are in good standing and who are or have been gainfully employed in business or the professions shall be eligible for office except for dual members.
- Section 4. Nominations of members for election as officers shall be submitted to the Nominating Committee at least three (3) months prior to the Annual General Meeting with a statement of their qualifications.
- Section 5. Nominations for office on the NFBPWC - USA – North Carolina Executive Committee shall be voted on at the monthly meeting one (1) month prior to the Annual Meeting.

ARTICLE XII - ELECTIONS

- Section 1. A majority of the votes cast for a particular office shall constitute an election.
- Section 2. If there are more than two nominees for one organization office, and if after two ballots no candidate has received a majority of votes cast, the two candidates with the highest plurality shall be the candidates on the third ballot.
- Section 3. If there is only one candidate for each office, a voice vote may be held.

ARTICLE XIII - MEETINGS

- Section 1. Regular meetings shall be held on the Third Thursday of the month at 8 pm Eastern Time, unless changed by the Executive Committee.
- Section 2. The January meeting of each year shall be designated the Annual General Meeting. The Executive Committee may vote to change the month due to unforeseen circumstances.
- a) All members in good standing are eligible to vote. Proxy voting is not permitted.
 - b) A call to the Annual General Meeting is to be sent to all members sixty (60) days prior to the meeting.
 - c) A quorum shall be a simple majority of those eligible members present at the meeting.
 - d) New motions can only be submitted at the Annual General Meeting and only by those present at the meeting.
- Section 3. Special Meetings shall be held at the call of the majority of the Executive Committee.

ARTICLE XIV – PARLIAMENTARY AUTHORITY

The rules of parliamentary procedure contained in the current edition of ROBERT’S RULES OF ORDER NEWLY REVISED shall govern NFBPWC - USA – North Carolina Club, in which they are applicable and they are not inconsistent with these bylaws and any special rules of order NFBPWC - USA – North Carolina may adopt.

ARTICLE XV – AMENDMENTS

- Section 1. Amendments to these Bylaws may be proposed by the Executive Committee or the Bylaws Committee.
- Section 2. The bylaws may be amended at the Annual General Meeting by a simple majority of those members eligible to vote provided that the proposed amendment(s) shall have been received in writing by the Secretary and distributed to the membership at least thirty (30) days before the day of the Annual General Meeting.
- Section 3. 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 President and Secretary subject to the approval of the Executive Committee.
- Section 4. The final adoption by the Club of amendments to or revisions of these bylaws shall be contingent upon the approval of the National Bylaws Chair and the recommendation to the National President for approval and signature.
- Section 5. When an amendment is adopted to National bylaws which affects Clubs bylaws, the Club shall automatically amend its bylaws to conform. Any conflict shall be resolved in accordance with National policy and procedure.

ARTICLE XVI – DISSOLUTION

The Club may be dissolved with a majority vote of the members after a special meeting has been called with (60) days notice. All of its assets remaining after payment of all costs and expenses of such dissolution shall be disbursed to the national organization NFBPWC -USA none of the assets will be distributed to any member or officer of the Club.

APPENDIX

DUES 2019

January 1 – December 31

International, Regional and National Dues are \$50 to which is to be added to the Club dues for Individual, Student and Corporate /Business dues

NATIONAL	USD _____
INDIVIDUAL	USD _____
STUDENT	USD _____
CORPORATE	USD _____
TOTAL	USD _____