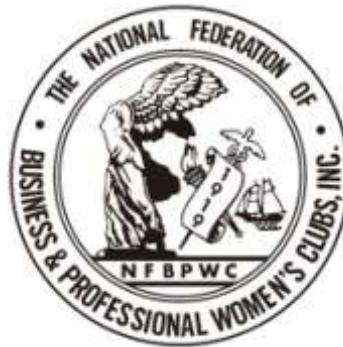


NATIONAL FEDERATION OF BUSINESS AND PROFESSIONAL WOMEN'S CLUBS - NFBPWC

EIN: 81-4215412

BYLAWS



INTERNATIONAL

THE NATIONAL FEDERATION OF BUSINESS AND PROFESSIONAL WOMEN'S CLUBS – NFBPWC
is a non profit Corporation , incorporated in FLORIDA USA and an affiliate of the
International Federation of Business and Professional Women.

Amended January 2016

**NATIONAL FEDERATION OF BUSINESS AND PROFESSIONAL WOMEN'S
CLUBS, INC. - NFBPWC EIN: 81-4215412**

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National Federation of Business Professional Women’s Clubs, Inc.
NFBPWC **EIN: 81-4215412**

BY-LAWS

ARTICLE I – NAME

The name of the Federation shall be National Federation of Business and Professional Women’s Clubs, Inc. of the United States of America, NFBPWC, hereinafter known as The National Federation.

The National Federation is a non profit, exempt entity for educational purposes, incorporated in the State of Florida, executed by the Secretary of State on September 22, 2016.

ARTICLE II – MISSION STATEMENT

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

ARTICLE III – OBJECTIVES

The objectives of The National Federation 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

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

ARTICLE V – MEMBERSHIP

- Section 1 The National Federation 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 The National Federation includes membership in BPW International.
- Section 3 Membership categories include State Federations, Affiliate Chapter/clubs, Affiliate Members.

Section 4 Non-voting members are individuals or corporations wishing to support the work of The Federation.

ARTICLE VI – MEMBERSHIP REQUIREMENTS

Section 1 **State Federation:** To be eligible for admission and remain in good standing, a State Federation shall maintain three (3) or more chapter/clubs and a minimum of 60 members. US Territories or Possessions must maintain one (1) or more chapter/clubs.

Section 2 **Affiliate Chapter/club:**

- A. A chapter/club in a state where there is no NFBPWC State Federation may become an Affiliate Chapter/club providing there are no more than two (2) other Affiliate Chapter/clubs in that state. To establish an Affiliate Chapter/clubs a minimum of ten (10) active members is required.
- B. A Virtual Chapter/club may be established as a Virtual Affiliate Chapter/club to:
 - 1. Offer a medium for members who wish to meet electronically, and provide webinars, on line training and mentoring, in addition to participating in all other National Federation activities.
 - 2. Provide an entity to group together individual members who reside in an area where there is not yet a State Federation or Affiliate Chapter/club, enabling its members to have a group identity within The National Federation.
 - 3. The Virtual Chapter/club must maintain a minimum of ten (10) active members.

Section 3 **Affiliate Member:** Any individual residing in a state where there is no State Federation or an Affiliate Chapter/club in that area shall be eligible for individual membership by submitting an application in writing to be accepted by The National Federation. Affiliate members shall have all the rights and privileges as members of The National Federation and may attend national meetings. Affiliate members shall have the right to vote during the business portion of the meeting and shall be eligible for election. Affiliate members automatically belong to the Virtual Affiliate Chapter/club.

Section 4 To be eligible for membership, State Federation and Affiliate Chapter/clubs shall:

- A. Be approved by the Executive Committee upon recommendation by the Member Services Director.
- B. Maintain bylaws not in conflict with the constitution, bylaws and policies of The National Federation.
- C. Not be an integral part of any other organization.

Section 5 State Federations and Affiliate Chapter/clubs shall:

- A. Submit to The National Federation Member Services Director a list of names and addresses of their officers and chairpersons.

B. Forward to the National Treasurer a list of names and addresses of their members to be included in The National Federation database.

Section 6 When a State Federation or an Affiliate Chapter/club have met all the membership requirements of The National Federation, a charter signed by the National President shall be forwarded to the State Federation or Affiliate Chapter/club president.

Section 7 The National Federation Board of Directors may vote to invalidate a State Federation or an Affiliate Chapter/club when the National and International dues remain unpaid for a year.

Section 8 The State Federation or Affiliate Chapter/club may appeal the decision. Upon payment of all dues the State Federation or Affiliate Chapter/club may be reinstated.

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.

Section 2 National Federation membership dues shall be twenty dollars (\$20) per member, payable within the first three (3) months of the calendar year.

Section 3 A. BPW International dues are set by the General Assembly at the International Congress and collected by its Country Federations and Affiliate Clubs

B. The National Federation shall forward the collected BPW International and the 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 State Federations, Affiliate Chapter/clubs, and Affiliate Members shall submit to the National Federation Treasurer the corresponding renewal dues for the National Federation together with the BPW International dues and the North American Regional and the Caribbean dues, between January 1 and March 31 annually.

Section 5 New Members Dues

A. New member's dues are collected when the new member joins an affiliate of NFBPWC. The dues paid to the affiliate include local, State and National Federations together with the corresponding BPW International and the North American and the Caribbean Regional dues.

B. The dues of the new members shall be forwarded to the National Federation Treasurer together with the Quarterly Dues Transmittal Form, including the name and contact information of the new members.

- C. New members will be eligible for half year dues when joining between July 1st through Dec. 31st paying only the NFBJPWC portion. Full annual dues are applicable from January 1st through June 30th which includes National, Regional and International dues.

ARTICLE VIII – FISCAL YEAR

The fiscal year of The National Federation shall be January 1 through December 31.

ARTICLE IX – OFFICERS

Section 1 The elected officers of The National Federation shall be: a President, a First Vice-president, a Second Vice-president, a Treasurer, and a Secretary. A Parliamentarian shall be appointed by the President and shall serve without vote.

Section 2 Members of a State Federation or Affiliate Chapter/club shall be eligible for election. Each officer shall be eligible for bonding.

Section 3 Officers shall take office at the close of the Biennial General Assembly Conference and shall serve until the close of the next Conference or until their successors are elected.

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 a State Federation or Affiliate Chapter/club in the National Federation, 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 office the office of President becomes vacant, the Executive Committee shall appoint one of the Vice Presidents 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 elected at the Biennial General Assembly Conference.

- Section 2 The Nominations Chairperson shall not be a member of the Board of Directors nor recommend any person for an office and shall resign when becoming a candidate for office.
- Section 3 The Nominations Chairperson shall send the Nomination, Candidate Data, and Consent to Serve forms to the State Federation and Affiliate Chapter/club presidents two (2) months prior to the Biennial General Assembly Conference. Nomination forms shall be returned to the Nominations Chairperson within thirty (30) days.
- Section 4 No more than two candidates from the same State Federation or Affiliate Chapter/club shall be nominated.
- Section 5 If a full slate of candidates is not obtained by the deadline, the Nominations Chairperson shall inform the State Federation and Affiliate Chapter/club presidents of the fact and request that they be prepared to complete the slate with nominations from the floor at the Conference.
- Section 6 Candidates nominated from the floor at the Conference must have provided the required information to the Nominations Chairperson no later than the time the Conference general session convenes.
- Section 7 In order to be eligible to run for office a candidate must have served The National Federation in an elected or appointed capacity on a national, state, or affiliate chapter/club level for one year prior to the election.

ARTICLE XI – ELECTIONS

- Section 1 The election of President, First Vice-president, Second Vice-president, Treasurer, Secretary and Nominations Chairperson shall take place at the Biennial General Assembly Conference.
- Section 2 Officers shall be elected for a term of two years and will assume office at the close of the Conference.
- 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 and subsequent ballots 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 Not less than one hour before the opening of the polls, the Registration Chairperson shall furnish to the Election Board a verification of the accredited voters.

Section 7 Election ballots shall be prepared by the Nominations Chairperson and delivered to the Judge of the Election Board at the Conference. The ballots shall include a space where the elector may write in the names of any person(s) who have been nominated from the floor.

Section 8 Election Board:

- A. Prior to the Conference, the President shall appoint five (5) members to serve as the Election Board, subject to ratification by the Executive Committee.
- B. Any member of the Election Board shall resign upon becoming a candidate for elective office.
- C. The Election Board shall consist of a judge, an inspector and three (3) tellers, who shall have charge of all details of the election.
- D. No member of the Election Board shall discuss with a voter the merits of a candidate or seek in any way to influence a voter's choice. Such action shall disqualify the Election Board member from further service.
- E. No member of the Election Board shall communicate any results of the election to anyone other than the President.

ARTICLE XII – DUTIES OF OFFICERS

Section 1 The President shall:

- A. Be the Chief Executive Officer and spokesperson of The National Federation.
- B. Serve on the BPW International Board of Directors.
- C. Preside at the meetings of the Executive Committee, Board of Directors, General Membership, and Biennial General Assembly Conference.
- D. Appoint a Parliamentarian, the Directors, 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 First Vice-president shall:

- A. Perform the duties of the President in her absence.
- B. Serve as a liaison to the Member Services Director and the Nomination Chair.

Section 3 The Second Vice-president shall:

- A. Serve as a liaison to the Advocacy/United Nations Director(s) and the Bylaws/Resolutions Chairperson(s).
- B. Perform other duties as assigned by the President or the Executive Committee.

Section 4 The Treasurer shall:

- A. Be the Chief Financial Officer of The National Federation.

- B. Collect membership dues from the State Federations and Affiliate Chapter/clubs as indicated in their December 31st report according to the Constitution and Bylaws of BPW International, and forward the Regional dues and International dues as required. Similarly, collect and process dues from the Individual Affiliate Members.
- C. Be the custodian of the National Federation funds, maintain bank accounts and disburse payment for approved expenses within 15 days of receipt.
- D. Provide financial reports at the National Federation Board of Directors' meetings and year-end financial reports to the membership.
- E. Maintain The Federation membership database.
- F. Serve as liaison to the Finance Director and assist the Events Coordinator with the finances of the National Federation meetings.
- G. Prepare and file state, federal and other fiduciary reports.

Section 5 The Secretary shall:

- A. Maintain the archives of The National Federation including records, contracts, and original documents of The National Federation.
- B. Record the minutes of the Executive Committee, Board of Directors, General Membership and Biennial Conference and distribute them for approval.
- C. Serve as a liaison to the Webmaster and perform other duties as assigned by the President or the Executive Committee.

Section 6 The Parliamentarian shall be an advisor to the President and will work with the Executive Committee, Board of Directors and members as requested. The Parliamentarian shall be a member of the Bylaws/Resolutions Committee.

Section 7 National Federation checks exceeding the amount of \$500.00 shall be signed by any two of the following: the President, a Vice-president, and the Treasurer.

ARTICLE XIII – EXECUTIVE COMMITTEE

Section 1 The elected or appointed officers of The National Federation shall constitute the Executive Committee.

Section 2 The Executive Committee shall:

- A. Perform administrative duties on behalf of The National Federation and shall have the power to act on its behalf between meetings of the Board of Directors.
- B. Be responsible for the arrangements of the audit and/or financial review of The Federation accounts.
- C. Present recommendations and actions to the Board of Directors at its next meeting.

ARTICLE XIV – BOARD OF DIRECTORS

- Section 1 The Board of Directors shall consist of the Officers, the Immediate Past NFBPWC President, the presidents of the State Federations and Affiliate Chapter/clubs, the Directors of Member Services, Education/Training, Finance, Advocacy/United Nations, Public Relations, International Relations and Bylaws/Resolutions.
- Section 2 The Board of Directors shall perform The National Federation duties between General Membership meetings.
- Section 3 The Board of Directors shall approve the annual review and the audit of The National Federation accounts.

ARTICLE XV – MEETINGS

- Section 1 A Biennial General Assembly Conference shall be held at a place and date as determined by the Executive Committee within 24 months of the prior Conference.
- Section 2 A General Membership meeting may be held in alternate years between Biennial General Assembly Conferences at a place and date as determined by the Executive Committee.
- Section 3
- A. The Board of Directors' meetings shall be held immediately prior and after the Biennial General Assembly Conference.
 - B. Interim Board of Directors' meetings shall be held at the call of the President or the Executive Committee.
 - C. The Board meetings may be held in person, via conference call or electronically and the minutes shall reflect all actions and recommendations.
- Section 4
- A. The Executive Committee meetings shall be held immediately prior and after the Biennial General Assembly Conference and the General Membership meeting.
 - B. Executive Committee meetings shall be held at the call of the President or the majority of the officers.
 - C. The Executive Committee meetings may be held in person, via conference call or electronically, and the minutes shall reflect all actions and recommendations.

ARTICLE XVI – QUORUM

- Section 1 A quorum of the Executive Committee shall be a majority of its voting members.
- Section 2 A quorum of the Board of Directors shall be a majority of the voting members, three of whom shall be elected officers and the majority of the presidents of the State Federation and Affiliate Chapter/clubs.

- Section 3 A quorum of the Biennial General Assembly Conference as well as the Annual General meeting shall be a majority of the members registered and eligible to vote, three of whom shall be elected officers of the Federation, and the majority of the presidents of the State Federations and Affiliate chapter/clubs or their designees.
- Section 4 To be eligible to vote, a member must have paid the dues for the current fiscal year.
- Section 5 With the exception of the election of officers, a system for electronic voting may be established.

ARTICLE XVII – 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 the Federation, the Board of Directors and the Executive Committee, subject to such special rules as have been or may be adopted.

ARTICLE XVIII – AMENDMENTS

- Section 1 These Bylaws may be amended at any Biennial General Assembly Conference by a two-thirds vote of those present and voting.
- Section 2 Amendments may be proposed by any State Federation or Affiliate Chapter/club, the Executive Committee, the Board of Directors, or an Affiliate member.
- Section 3 Proposed amendments shall be submitted to the Bylaws Committee at least sixty (60) days prior to the Biennial General Assembly Conference and distributed to the membership thirty (30) days before the conference.
- Section 4 Any proposed bylaws amendment submitted less than the sixty (60) days requirement may be considered at the Biennial General Assembly Conference provided that:
- A. The proposed amendment is presented in writing to the Bylaws/Resolutions Committee prior to the Pre-conference Board of Directors Meeting.
 - B. Two-thirds of the conference voting body agrees to hear it.
 - C. A written copy is distributed to the voting body at a business session preceding that at which the vote is taken.
 - D. In an emergency, without advance notice, an amendment may be considered at a Biennial General Assembly Conference if it arise out of the business of the Conference and consent for its consideration is first given by three fourths (3/4) vote.
 - E. The Bylaws/Resolutions Committee, with the approval of the Executive Committee, shall make necessary grammatical, punctuation and editorial corrections to these Bylaws. These corrections shall in no way alter the intent of the Bylaws.

ARTICLE XIX – LIABILITY

No member, officer or director of The National Federation shall be personally liable for the debts or obligations of the Federation to the fullest extent permitted under the law, or shall any of the property of the members, officers or directors be subject to the payment of the debts or obligations of The National Federation.

ARTICLE XX – DISSOLUTION

Upon Dissolution of the National Federation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to an NFBPWC State Federation, Associate Club, or the BPW International Federation for educational purposes. None of the assets will be distributed to any member, officer or director of the National Federation.

Bylaws: Adopted September 26, 2010

Amended June 9, 2012

Amended November 9, 2013

Amended January 16, 2016