

**NATIONAL FEDERATION OF BUSINESS AND PROFESSIONAL WOMEN'S  
CLUB – USA VIRTUAL AFFILIATE BYLAWS**

**CONTENTS**

ARTICLE I :	NAME .....	2
ARTICLE II:	MISSION STATEMENT.....	2
ARTICLE III:	OBJECTIVES.....	2
ARTICLE IV:	POLICIES.....	3
ARTICLE V:	PARLIAMENTARY AUTHORITY .....	3
ARTICLE VI:	MEMBERSHIP .....	3
ARTICLE VI:	DUES .....	4
ARTICLE VII:	FISCAL YEAR.....	4
ARTICLE VIII:	OFFICERS .....	4
ARTICLE IX:	DUTIES OF OFFICERS.....	5
ARTICLE X :	EXECUTIVE COMMITTEE .....	6
ARTICLE XI:	STANDING COMMITTEES.....	7
ARTICLE XII:	NOMINATIONS .....	8
ARTICLE XIII:	ELECTIONS .....	8
ARTICLE XIV:	MEETINGS.....	9
ARTICLE XV:	QUORUM.....	10
ARTICLE XVII:	AMENDMENTS .....	10
ARTICLE XVIII:	LIABILITY.....	10
ARTICLE XIX:	DISSOLUTION .....	10
APPENDIX A:	DUES .....	11
APPENDIX B:	CANDIDATE DATA AND CONSENT TO SERVE FORM.....	12

# **NATIONAL FEDERATION OF BUSINESS AND PROFESSIONAL WOMEN'S CLUB, INC. – USA VIRTUAL AFFILIATE BYLAWS**

## ARTICLE I – NAME

The name of this affiliate shall be: National Federation of Business and Professional Women Club-USA – Virtual, an affiliate club of the National Federation of Business and Professional Women's Clubs, Inc. of the United States of American (NFBPWC-USA) and a member of the International Federation of Business and Professional Women (IFBPW) also known as BPW International. National Federation of Business and Professional Women's Club -USA – Virtual affiliate chapter will also be known as NFBPWC-USA-Virtual.

## ARTICLE II – MISSION STATEMENT

**NFBPWC-USA-Virtual develops the professional, business and leadership potential of women at all levels.**

## ARTICLE III – OBJECTIVES

The objectives of NFBPW-USA-Virtual 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.

- 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, co-operation 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 – POLICIES

- Section 1 NFBPWC-USA-Virtual shall be nonsectarian, nonpartisan, and nonprofit.
- Section 2 The objectives of NFBPWC-USA-Virtual shall be in every case the objectives of NFBPWC-USA.
- Section 3 Any member who has a possible conflict of interest on a matter concerning NFBPWC-USA-Virtual 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 NFBPWC-USA-Virtual.

#### ARTICLE V – 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 NFBPWC-USA-Virtual , subject to such special rules as have been or may be adopted.

#### ARTICLE VI – MEMBERSHIP

- Section 1 The NFBPWC-USA-Virtual 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 NFBPWC-USA-Virtual shall be all inclusive membership in the NFBPWC-USA, Region and BPW International.
- Section 3 Membership shall be open to all who subscribe to the aims and objectives of the organization and the payment of appropriate dues.
- Section 4 The NFBPWC-USA-Virtual offers a medium for members who wish to meet electronically, and provide online programming, training and mentoring, in addition to participating in all other NFBPWC-USA and BPW International activities.
- Section 5 Members of another NFBPWC affiliate chapter/club can become dual members of the NFBPWC-USA-Virtual by paying the dues of the NFBPWC-USA-Virtual .
- Section 6 The NFBPWC-USA-Virtual must maintain a minimum of ten (10) active members.
- Section 7 All members are individuals wishing to support the work of the NFBPWC-USA-Virtual .

- Section 8 Membership categories include Individual, Dual, and Student. Dual members are members who wish to join additional NFBPWC-USA Clubs in addition to their primary (home) club. Student members are individuals attending a post-high school program on a regular basis who are attempting to achieve an advanced degree or certificate in an accredited educational program or school.
- Section 9 NFBPWC-USA-Virtual uses a rolling membership. Membership runs from the date of joining (paying full year's membership dues) until the 1<sup>st</sup> day of the anniversary month of joining.

## ARTICLE VII – DUES

- Section 1 Membership is for one year. Membership begins on the date of payment of a full year's dues/membership and concludes on the last day of the anniversary month of their joining. To remain in good standing, a member's dues must be current.
- Current means dues are paid in full on the 1<sup>st</sup> day of the anniversary month of joining and are lapsed/not in good standing if not paid within 30 days of that date. Membership will be forfeited if dues are not paid within 60 days.
- Section 2 Dues increase: Virtual dues will automatically be raised to reflect changes made by NFBPWC-USA or BPW International. Virtual members will pay the new rate effective their anniversary month following the date of increase.
- Section 3 Dual members: Dual members pay National, International, Regional / State/ District (if applicable) dues to their primary club. Their secondary club(s) must be paid local dues by the member. These members are eligible to vote.
- Section 4 Student Members: Cost of dues for Student Members is in the Appendix. Student Members have full voting rights.

## ARTICLE VIII – FISCAL YEAR

The fiscal year of the NFBPWC-USA-Virtual shall be January 1 through December 31.

## ARTICLE IX – OFFICERS

- Section 1 The elected officers of NFBPWC-USA-Virtual shall be: President, Vice President, Treasurer, and Secretary. A Parliamentarian may be appointed by the President and shall serve with vote.
- Section 2 Members of NFBPWC-USA-Virtual shall be members in good standing and who officially and publicly support the NFBPWC-USA advocacy platform and shall be eligible to serve as officers. Each officer shall be eligible for bonding.

- Section 3 The elections of officers shall take place during the annual meeting in the even year prior to December 31<sup>st</sup>. The term of office shall commence on January 1<sup>st</sup> 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. Officers may serve until their successor is elected or appointed.
- 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 NFBPWC-USA-Virtual, 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 Vice President would assume the office of President. If there is no Vice President, the Executive Committee shall appoint another member to fill the vacancy for the remainder of the term
- Section 6 If an officer is appointed to serve in a vacant or unfilled position for a period of 12 months or longer, it shall be considered a full term of office.

## ARTICLE X – DUTIES OF OFFICERS

- Section 1 The President will
- 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. serve as a member of the NFBPWC-USA Board of Directors.
- Section 2 The Vice President will
- 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 familiar with NFBPWC and Affiliate programming and advocacy platforms
- D. use NFBPWC and Affiliate programs to build a positive experience for members
- E. oversee and coordinate with the Treasurer, the maintenance of the member roster and communication database
- F. give all records to the next Vice President at the end of her term.

Section 3

The Treasurer will

- A. have charge of all monies of the chapter and shall report thereon at all meetings
- B. collect the annual dues from the members and maintain the membership list
- C. pay all bills promptly upon authorization of the President including payment of dues to NFBPWC -USA
- D. keep a permanent record of all receipts and expenditures.
- E. prepare and file all returns, and annual reports as required by law and the organization. The Secretary must receive a copy of these documents.
- F. perform such duties as may be assigned by the President or the Executive Committee
- G. be a member of the NFBPWC Finance Committee
- H. ensure that an annual review is conducted and provided to the members.
- I. give all records to the next Treasurer at the end of her term
- J. ensure all affiliate expenditures over the amount of \$250 shall require approval of any two officers: President, Vice President, Secretary or Treasurer.

Section 4

The Secretary

- A. takes and records accurate minutes of the proceedings at all meetings of the Executive Committee and all planning meetings
- B. is responsible for preserving a digital file of all records and letters of value of the chapter and uploading these to the chapter drop box.
- C. distributes the meeting invitation and manages the digital email address system
- D. conducts all the correspondence of the Club with the President
- E. distributes pertinent information from NFBPWC -USA and BPW International.
- F. performs 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 XI– 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 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
- Section 6 The Executive Committee shall:
- A. Perform administrative duties on behalf of the NFBPWC-USA-Virtual 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 XII – 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 two years and may be reappointed.
- Section 2. The Standing Committees shall be:
- A. Programming
    - 1. Facilitates program planning discussions at virtual meetings to identify speakers/hosts for webinars
    - 2. Sets up/Maintains webinar platform
    - 3. Records meeting dates/times on calendar
    - 4. Creates flyers on meetings and sends to members/guests
    - 5. Handles logistics during meetings (mutes, runs Power Point)
    - 6. Records webinars/meetings via webinar software
    - 7. Posts recordings to You Tube and maintains a list of URLs for meetings
    - 8. Provides standard letters to be used to secure and thank speakers to member who will host
  - B. Advocacy
    - 1. Tracks on any national legislation and keep membership informed
    - 2. Identifies and connects with organizations that share similar advocacy concerns
    - 3. Alerts members to take action or get involved with issues/events

4. Drafts and presents resolutions to submit to NFBPWC-USA Biennial Conference
5. Recruits at least one speaker for program series on a legislative topic

C. Technology

1. Sets up/maintains all social media platforms, webinar meeting platform, webpage on NFBPWC website.
2. Identifies other technology that can benefit club

Some other suggestions for Standing Committees are: Finance, Membership, Bylaws, Public Relations, Young BPW

D. 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 XIII – NOMINATIONS

- Section 1      There shall be a Nominations Chairperson appointed by the NFBPWC-USA-Virtual Executive Committee. The Chairperson must be a member in good standing.
- 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 form to the president two (2) months prior to the Election meeting. Nomination forms shall be returned to the Nominations Chairperson by September 1<sup>st</sup> in an election year.
- Section 4      If a full slate of candidates is not obtained by the deadline, the Nominations Chairperson shall inform the president of the fact and request that she convene a special virtual Nominations meeting by September 15<sup>th</sup> to complete the slate with nominations from the floor.
- Section 5      Candidates nominated from the floor at the Annual Meeting must have provided the required information to the Nominations Chairperson no later than the time that the virtual meeting convenes.

### ARTICLE XIV – ELECTIONS

- Section 1      Election of officers will be held at the annual meeting.
- Section 1      The election of President, Vice President, Treasurer, and Secretary shall be conducted by a means as approved by the Executive Committee.



- Section 3 Officers shall be elected for a term of two years and will assume office on January 1<sup>st</sup> of the year following the election.
- Section 4 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 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.

### ARTICLE XV – MEETINGS

- Section 1 Regular meetings shall be held virtually on the third Wednesday of the month, unless changed by the Executive Committee.
- Section 2 The November 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
  - B. A call to the Annual General Meeting is to be sent to all members thirty (30) 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 Planning meetings shall be held periodically and be called by the President.
- Section 4 Executive Committee Meetings
- A. The Executive Committee meetings shall be held as necessary.
  - B. Executive Committee meetings shall normally be by the call of the President.
  - C. Any member of the Executive Committee can call for a meeting of the Executive Committee
  - D. A quorum of the Executive Committee is the majority of the Executive Committee
  - E. The Executive Committee Meetings may be via conference call or electronically, and the minutes shall reflect all actions and recommendations.
- Section 5 Special Meetings shall be held at the call of the majority of the Executive Committee

## ARTICLE XVI – QUORUM

- Section 1 To be eligible to vote, a member must have paid the dues for the current fiscal year.
- Section 2 A quorum of the Executive Committee shall be a majority of its voting members.
- Section 3 A quorum of any NFBPWC-USA-Virtual meeting shall be the majority of the members present at the meeting with a minimum of three members attending including one officer.

## ARTICLE XVII – 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 affected by the President and Secretary subject to the approval of the Executive Committee
- Section 4 The final adoption of the Club of amendments to or revisions of these bylaws shall be contingent upon the approval of the National Bylaws Chair and the recommendation of 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 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.

## ARTICLE XIX – 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 NFBPWC -USA or a 501c3 that supports the mission of the NFBPWC-USA-Virtual. None of the assets will be distributed to any member or officer of the Club.

## APPENDIX A

### DUES STRUCTURE FOR NFBPWC-USA-Virtual – Individual Member

BPW International and Regional Dues	\$25.00 (Based on 18 Euros for International and .50 Euros for the Region)
NFBPWC-USA Dues	\$20.00
NFBPWC-USA-Virtual Dues	\$15.00

### DUES STRUCTURE FOR NFBPWC-USA-Virtual Dual Members:

Virtual Member Only – pay all dues through NFBPWC-USA-Virtual

Dual Member (Virtual Primary/Home, other club secondary) – pays all dues through NFBPWC-USA-Virtual and pays local dues to secondary club.

Dual Member (Other Club Primary, Virtual Club secondary) - pays all dues through other club and local dues to Virtual Club

Appendix B Candidate Data and Consent to Serve form

**NFBPW-USA-VIRTUAL CANDIDATE DATA INFORMATION  
AND CONSENT TO SERVE FORM**

Candidate Name: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip code: \_\_\_\_\_

E-mail Address: \_\_\_\_\_

Home Telephone: \_\_\_\_\_ Cell: \_\_\_\_\_

NFBPW-USA-Virtual Affiliate Elective Office:

President ( )

Vice President ( )

Treasurer ( )

Secretary ( )

**Consent to serve:**

By signing this form, I hereby acknowledge my availability and commitment to serve in the position indicated above and consent to fulfill the obligations for the NFBPWC-USA-Virtual. It is furthermore understood that this is a two-year position. I hereby give permission for the biographical information provided with this form to be made available to the membership of NFBPW-USA Virtual members.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

(Attach a biographical sketch including experience and qualifications that have direct application to the position for which you are a nominee.)

If you wish to run from the floor, please return this completed form to: Nominations Chair at [nominations@nfbpwc.org](mailto:nominations@nfbpwc.org) later than one week prior to the election.

Picture	Biographical information
(optional)	

