

**THE NATIONAL FEDERATION OF BUSINESS  
AND PROFESSIONAL WOMEN'S CLUBS , INC  
OF THE UNITED STATES OF AMERICA**

**Standing Rules**

**INDEX**

DEFINITIONS

RULE 1	General Membership
RULE 2	Board of Directors
RULE 3	Executive Committee
RULE 4	Committees and Task Forces
RULE 5	Finance
RULE 6	Budget
RULE 7	Administration
RULE 8	Meetings
RULE 9	Election Procedures
RULE 10	Guidelines for Candidates to Elective Office
RULE 11	Structure
RULE 12	Communications
RULE 13	Resolutions
RULE 14	Privacy Policy
RULE 15	Amendments

## **DEFINITIONS**

The following definitions will prevail for purposes of interpretation in motions and resolutions of the Executive Committee, Board of Directors, Committees or Task Forces.

### **1. NFBPWC**

The initials NFBPWC shall mean the National Federation of Business and Professional Women's Clubs of the USA, Inc. NFBPWC is a Country Federation of BPW International.

### **2. NFBPWC LOGO**

State Federations and Associate Clubs may use the NFBPWC logo on stationery, programs, publications and other materials.

### **3. BYLAWS**

NFBPWC shall be governed by its bylaws which may be changed only as provided therein.

No resolution, policy or directive, or Standing Rule of NFBPWC may conflict with the bylaws, and if in conflict, the bylaws shall govern.

### **4. STANDING RULES**

The Standing Rules are administrative guidelines to implement provisions of the bylaws.

### **5. RESOLUTIONS**

A resolution is a formal expression of opinion or purpose of NFBPWC. It is a vehicle by which members may establish policy. Resolutions shall clearly indicate the action which is being sought and should concern matters of national significance within the NFBPWC objectives and policies.

### **6. POLICIES AND PROCEDURES**

A policy is a statement of purpose which describes in general terms the direction of NFBPWC as established by the membership.

- A. Policies indicate what is wanted and act as a guide for implementation by the Board of Directors and the Executive Committee.
- B. The membership shall establish procedures for adoption and periodic review of policies.
- C. The Board of Directors may adopt interim policy that is not contrary to, nor inconsistent with policy adopted by the general membership, or with NFBPWC policies. Board adopted policy shall be effective only until the next meeting of the general membership unless then adopted by the members.

### **7. AFFILIATE**

Affiliate shall refer to a State Federation or Club belonging to the National Federation.

## **STANDING RULES**

### **RULE 1. GENERAL MEMBERSHIP**

#### **A. Authority**

The general membership shall function under the authority granted to it by the Bylaws of NFBPWC, its Constitution and these Standing Rules as adopted by the membership.

Its meetings shall be conducted under the provisions of the most recent edition of Robert's Rules of Order when the latter is not in conflict with the Constitution, the Bylaws or these Standing Rules.

#### **B. Agendas**

Agendas for the biennial General Assembly membership meetings shall be prepared by the President. The agenda shall be sent to the membership one month prior to a scheduled General Assembly meeting. Agenda items may be submitted to the President prior to the agenda distribution date for consideration.

Agenda or Action Items may be added to the agenda upon approval of a majority of the voting members.

#### **C. Minutes**

The minutes of the General Assembly membership meetings shall be approved by a committee of three appointed by the President.

#### **D. Duties and Responsibilities**

The members shall have the following duties and responsibilities in the governance of the organization:

1. Initiate, review, amend and adopt bylaws, policies, goals, objectives and resolutions of NFBPWC.
2. Elect the Officers and the Nominations Chair.
3. Review the bylaws and standing rules and adopt procedures for their periodic review.
4. Adopt the Federation budget.

### **RULE 2. BOARD OF DIRECTORS**

#### **A. Authority**

The Board of Directors shall function under the authority granted by the NFBPWC Constitution, its Bylaws, these Standing Rules, and under the provisions of the latest edition of Robert's Rules of Order when the latter is not in conflict with the Bylaws or Standing Rules.

#### **B. Agendas**

The agendas of the Board of Directors' meetings shall be prepared by the President and the Executive Committee. The agenda shall be sent to the Board of Directors two weeks prior to the scheduled meeting.

### **C. Duties and Responsibilities**

The Board of Directors shall have the following duties and responsibilities in the governance of the Federation:

1. Initiate, review and recommend bylaws, policies, goals objectives and resolutions.
2. Initiate and approve budget expenditures, programs and services within the adopted budget.
3. Adopt rules, regulations and standing rules for conducting the Federation business.
4. Recommend procedures for review of these standing rules and policies.
5. Recommend procedures for adoption of resolutions.
6. Communicate and disseminate information concerning the Federation business to the members within their area of representation, or to the committees they chair.
7. The presidents of the State Federations and Associate Clubs will ensure that the members receive communications from BPW International, the Region, and NFBPWC as well as from other State Federations and Associate Clubs.

## **RULE 3. EXECUTIVE COMMITTEE**

### **A. Authority**

The Executive Committee shall function under the authority granted to it by the NFBPWC Constitution, its Bylaws and these Standing Rules as adopted.

### **B. Meetings**

The Executive Committee shall meet at the call of the President as needed, or at the request of any two members of the Executive Committee.

### **C. Duties and Responsibilities.**

The Executive Committee shall transact business on behalf of the membership between meetings of the Board of Directors and report its actions at the next Board meeting.

The Executive Committee shall have the following duties and responsibilities in the governance of the Federation:

1. Initiate, review and recommend bylaws, standing rules, policies, goals, objectives and resolutions.
2. Initiate and recommend the annual budget of the Federation.
3. Approve disbursement of funds within approved budget.
4. Initiate and approve programs and services within the budget.
5. Initiate and recommend new unbudgeted programs and services.
6. Initiate and recommend the time and place of the Board of Directors and General Assembly Membership Meetings.
7. Ratify all appointments by the President, including committees and task forces.  
The First Vice President shall be the liaison to the Member Services and the Lifelong Leadership and Learning Chairs.
8. The Second Vice President shall be the liaison to the Advocacy/United Nations, the International Relations and the Public Relations Chairs.

9. The Treasurer shall be the liaison to the Finance Director and to the Events Coordinator in matters regarding the finances of the Federation meetings.
10. The Secretary shall be the liaison to the Constitution/Bylaws Chairmen and the Webmaster.

#### **RULE 4. COMMITTEES AND TASK FORCES**

##### **A. Authority.**

Committees and Task Forces shall function under these Standing Rules. Special Committees, Task Forces and focus groups may be created and appointed to fulfill specific responsibilities as assigned. Standing Committees are appointed at the Biennial General Assembly and Convention to address ongoing Federation needs. Other committees and task forces may be created to address specific, short-term concerns or to produce specific outcomes and are terminated when the assigned responsibilities are completed. Focus groups may be established for the purpose of giving input on specific issues or reacting to proposals. Typically, committees and task forces will provide input on Federation activities, identify and research emerging issues, submit reports and/or recommend action or direction for the Federation.

Committee meetings should be set to have the least effect on the budget. Electronic communications are encouraged, Except under unusual circumstances, meetings should be scheduled in such a way that overnight accommodations will not be needed.

##### **B. Members.**

The Chair and members shall be appointed by the President and ratified by the Executive Committee.

The Chair shall:

1. Coordinate and assign duties of the Committee, preside over the Committee meetings, and report on the Committee's progress.
2. Prepare meeting agendas.
3. Regularly communicate with the liaison on the work of the committee, task force, or focus group; provide reports to the Board of Directors upon request.
4. Notify the president if a member is absent from two consecutive meetings or is unable to continue with the assigned duties.
5. At the conclusion of the committee or task force's work, the chair will prepare a report of the work completed.

##### **C. Appointments.**

Terms of appointment shall be as established by the Executive Committee at the time of the creation of the Committee or Task Force. Members appointed to fill vacancies shall serve until successors are appointed.

Committee and Task Force members are expected to make every effort to attend all meetings. If a member is unable to attend a meeting or fulfill the assigned duties, she should notify the Chair. If a member resigns or fails to meet the required attendance or assigned duties, the President will have the prerogative of replacing Task Force or Committee members for nonattendance.

## **RULE 5. FINANCE**

The Federation shall maintain a bank account at a location that is readily accessible by the Treasurer.

At the post-Biennial Conference Executive Committee meeting, the Treasurer shall obtain the signatures of the incoming officers authorized to sign checks and will submit them to the bank. The books of the Federation shall be reviewed annually and audited every 2 years.

## **RULE 6. BUDGET**

The budget shall be prepared by the Finance Committee which shall include the Treasurer and the Finance Director. The President and other designated members shall attend the budget meeting.

The estimated income shall be based on actual membership as reported on December 31<sup>st</sup> annually by the State Federations and Affiliate Club Presidents with the addition of the Individual Members, plus a conservative estimate of miscellaneous income.

Budgetary recommendations from the officers, directors and chairs, or from any activities which may require expenditure of funds, must be submitted to the Finance Committee with all pertinent data supporting each recommendation.

A reserve fund of 5% shall be budgeted annually.

## **RULE 7. ADMINISTRATION**

A. The Federation President has responsibility for administration of NFBPWC. Under general supervision of the President and with the cooperation of the Executive Committee, designated individuals shall handle the operation of the Federation to provide needed functions.

B. The Secretary shall keep minutes of all the Federation meetings, whether they are held in person or electronically, as well as maintain the archives of the Federation.

## **RULE 8. MEETINGS**

A. A separate budget will be prepared for each Federation membership meeting, based on estimated or anticipated attendance, including exhibitors' fees, fundraising, donations, etc.

B. Any bills for the meeting expenses must be received no later than thirty days after the close of the Biennial General Assembly and Convention and Board of Directors and Executive Committee meetings. Any bills submitted after that date will not be eligible for reimbursement. Any exceptions will need the approval of the President and the Treasurer.

C. A separate financial statement of each Federation meeting will be presented to the Board of directors within 60 days following the event.

#### D. Biennial General Assembly and Convention - General Membership Meeting

1. The Events Coordinator with a member of the Executive Committee will research available facilities to hold the upcoming meeting and present their findings to the Board of Directors for consideration.
2. In selecting the facilities, consideration must be given to the adequacy and access to the facility, ADA compliance, the cost of attendance to the members, and the cost to the Federation.
3. The Biennial General Assembly and Convention budgets shall be prepared by the Events Coordinator, the president and the Treasurer, and presented to the Executive Committee for approval.
4. The meetings shall be financed by the registration fees collected from those attending the meeting or any grant/contribution from donors.
5. Stipends or discounts given to any attendee should be included in the event's budget.
6. Any excess/loss of funds will be credited/debited to the current year's operating budget.
7. Anticipated miscellaneous expenses for the meetings shall include:
  - A site visit by the Events Coordinator and a member of the Executive Committee.
  - Notice of complimentary lodging or meals for speakers or special guests.
  - Miscellaneous expenses for postage, printing, materials, etc.

#### **RULE 9. ELECTION PROCEDURES**

- A. Only members from Federations or Affiliate Clubs who are up to date with their dues can vote at the Biennial Conference.
- B. A member nominated from the floor at the Biennial Conference shall comply with all requirements as set forth in Article X of the Federation Bylaws except postmark requirements. Qualifying papers for candidates nominated from the floor of the Conference shall be in the hands of the Nominations Chair five (5) days preceding the opening of the Biennial General Assembly and Convention.
- C. If there is more than one candidate for office, election shall be by ballot. In the event only one candidate is secured for each office, a voice vote for the entire slate may constitute an election.
- D. A majority of all votes cast for a particular office shall constitute an election.

#### **RULE 10. GUIDELINES FOR CANDIDATES FOR ELECTIVE OFFICE**

- A. The National Nominations Chair will verify, upon completion of all nomination procedures, those candidates who are eligible to campaign.
- B. An open forum for candidates may be held during the Biennial General Assembly and Convention prior to election. The procedure will be established by the Executive Committee.
- C. Each candidate shall be allowed three (3) minutes to make a presentation to the Biennial General Assembly and Convention body during the business session prior to election.
- D. No campaign materials may be distributed at any meeting during the Biennial Conference.

- E. During the Biennial General Assembly and Convention, campaigning will be permitted outside all meeting rooms only, but not within 100 feet of the voting area.
- F. Candidates' information and their picture will be posted on the NFBPWC website. A copy of these guidelines will be given to the candidates upon completion of nomination procedures

## **RULE 11. STRUCTURE**

The current structure of The Federation is as follows:

- A. ***State Federations.*** State Federations are formed by a group of 3 or more clubs and a minimum of 60 members located in a geographic area where it is practical for the members to conduct meetings. Depending on the demographics, a State Federation may include members from more than one adjacent state. The State Federation president shall represent the members on the NFBPWC Board of Directors and will be responsible for maintaining communication between the NFBPWC and the State Federation members.
- B. ***Affiliate Clubs.*** Affiliate Clubs are formed in states where there is no State Federation and there are fewer than 4 other Affiliate Clubs. Once there are five clubs in a state or geographic area, they will become a State Federation. The presidents of the Affiliate Clubs shall be a member of the Federation Board of Directors and will be responsible for maintaining communication between the Federation and the Affiliate Club members.
- C. ***Virtual Club.*** The Federation recognizes that people have different needs and time constraints throughout their careers and life stages. There are also a number of individuals engaged in work situations requiring mobility, or live in areas without an NFBPWC club, or are otherwise unable to physically attend meetings, but still seek involvement in advocacy work for women as well as networking opportunities. A Virtual Club has been established in the Federation. A description of the structure and procedures shall be described in these Standing Rules. The Virtual Club shall be composed of Members who reside in a state where there is currently no State Federation or Affiliate Club within reasonable distance or geography for the member to attend meetings personally, and would be otherwise disenfranchised.
  - 1. Individual members who wish to meet electronically and participate in cyber activities.
  - 2. Virtual Club members have the option to participate in the organized cyber activities in addition to their participation in the Federation activities.
- D. ***Momentum Club.*** Individuals who would like to start a club in their area are welcome to attend and are invited to join the NFBPWC Momentum Club. The purpose of the Momentum Club is to assist interested parties in establishing new clubs in the United States.
- E. ***Non-Voting Members.*** Individuals and corporations who support the Federation through monetary or in-kind contributions will be added to the communications list and will receive information on issues related to the Federation.



## **RULE 12. COMMUNICATIONS**

The Federation membership is encouraged to visit and participate in the website of BPW International, [www.bpw-international.org](http://www.bpw-international.org) which includes notices and events from the BPW affiliates worldwide as well as the North American/Caribbean Region and NFBPWC. In addition, the International Federation and the Regional Coordinator send periodical e-newsletters to all members. Communication for the NFBPWC is via its website, [www.nfbpwc.org](http://www.nfbpwc.org), the E-News and other social networking media, as well as correspondence and emails. State Federations and Associate Clubs are encouraged to use the Federation website to post their activities and communications.

## **RULE 13. RESOLUTIONS**

A Resolution is a main motion introducing a new issue. A Resolution may be used if a motion is too long or the maker of the motion wishes to place before the assembly the reasons for making the motion. Resolutions are divided into two parts, a preamble and the resolves.

Resolutions proposed for consideration by the Biennial Conference body or at a General Membership Meeting should refer to matters of national significance and be in accordance to the Federation objectives and policies.

Resolutions may be submitted by the Executive Committee, Board of Directors, State Federations or Affiliate Clubs. Clubs within a State Federation or any member wishing to submit a resolution should present it through their State Federation or Affiliate Club.

Resolutions shall be submitted to the Bylaws/Resolutions Chair. The Chair may refer the resolution to the corresponding director (Finance, Advocacy, etc.) for recommendation, revision or rewording proposals. The Chair will then report and recommend to the Board of Directors the proposed resolution for consideration of the Biennial Conference body.

A resolution which is rejected by the Board of Directors for consideration at the Biennial General Assembly and Convention may be brought to the General Assembly floor if the General Assembly body votes to consider the resolution. A 2/3 vote is required for consideration. The vote to consider shall be taken at a business session prior to which the action is to be taken. The Resolution must be presented in writing to the Federation Secretary and the Bylaws/Resolution Chair prior to consideration.

Emergency Resolutions must be submitted to the Federation Executive Committee. They must be written in proper form, with the date on which it was voted by the body presenting it, and be signed by the State Federation or affiliate Club President and Secretary. A justification for the immediate action and any pertaining documentation must be included.

**RULE 14. PRIVACY POLICY**

The membership list and database are for internal use of the Federation and shall not be released or rented for public use. If a State Federation or Affiliate Club wishes to release its membership list, it should establish a policy governing approval for release or rental.

**RULE 15. AMENDMENTS**

These Standing Rules may be amended at any general meeting of the Federation without previous notice by a two-thirds vote of those present and voting, or, with previous notice, by a majority vote of those present and voting.

*Revised June, 2012 Biennial General Assembly / Unchanged 2016 Biennial Conference.*

*Revised August, 2020 Biennial General Assembly*