



**SPA AREA BUSINESS AND PROFESSIONAL WOMEN
BYLAWS**

Approved 3-15-2005

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ARTICLE I NAME

The name of this local organization shall be the Spa Area Business and Professional Women's Club of Hot Springs, Arkansas in affiliation with the Arkansas Business and Professional Women's/USA federation.

ARTICLE II MISSION

The mission of this local organization shall be to achieve equity for all women in the workplace through advocacy, education and information.

ARTICLE III EMBLEM

The emblem shall be in the form of a circle in which the symbols of the Nike, Scroll, Torch, Wand, and Ship of Commerce are imposed above the initials NFBPWC.

ARTICLE IV POLICIES

Section 1 This local organization shall be nonsectarian, nonpartisan, and nonprofit.

Section 2 The mission, objectives and policies and procedures of the state and national federations as applicable shall in every case also be the mission, objectives and policies and procedures of this local organization.

ARTICLE V MEMBERSHIP

Section 1 Membership shall be held by individuals who support the mission and objectives of BPW/USA. Membership categories shall be:

[a] Active

Membership shall be open to all individuals.

(b) Student

Individuals enrolled in college or a university, or any other accredited educational institution above the high school level.

Section 2 Membership in this local organization shall be all-inclusive for membership in:

(a) Spa Area Business and Professional Women's Federation of Business and Professional Women's Clubs; and

(b) The National Federation of Business and Professional Women's Clubs of the United States of America (BPW/USA).

Section 3 A member in good standing may request transfer from one local organization to another.

Section 4 A local organization may not refuse to accept the transfer of a member in good standing.

Section 5 The only criteria for membership shall be per Article V, Section 1, and the payment of appropriate dues.

ARTICLE VI LOCAL ORGANIZATION REQUIREMENTS

- Section 1 This local organization, to remain in good standing:
- (a) Shall maintain a membership of at least five (5) active members;
 - (b) Shall not be an integral part of any other national organization; and
 - (c) Shall insure that the local organization bylaws are current and not in conflict with state and national bylaws and policies.
- Section 2 Should membership fall below five (5) active members, this local organization shall be dropped from the state and national federations at the end of the second fiscal year.

ARTICLE VII DUES

- Section 1 Dues are payable upon application for membership and renewable annually on the first day of the following month.
- Section 2 Annual dues for each active member shall include local, state and national dues as specified in the current respective bylaws. (See Appendix for current amount.)
State dues shall include a subscription to the official state publication.
- Section 3 Dues for each student member shall include local, state and national dues as specified in the current respective bylaws. (See Appendix for current amount.)
State dues shall include a subscription to the official state publication.
- Section 4 Each local organization shall pay national annual convention dues of ten dollars (\$10.00). National convention dues shall be postmarked to BPW/USA by June 15 of each year.
- Section 5 An entrance fee of \$... shall be paid by each new member. (See Appendix for current amount.)
- Section 6 A continuing member is one whose dues are paid in the same local organization through the close of the previous fiscal year.
- Section 7 A member is in good standing only when local organization, state and national dues are paid.
- Section 8 Any member who does not pay dues within 60 days of annual renewal date shall be removed from the local organization roster.
- Section 9 A person who has been removed from the local organization roster for nonpayment of dues may be reinstated upon payment of all delinquent dues for local organization, state and national.

ARTICLE VIII FISCAL RESPONSIBILITY

- Section 1 The fiscal year shall commence on the 1st day of June and shall end on the 31st day of May
- Section 2 An auditor or auditing committee of ... members shall be elected at the ... (specify month) meeting. The committee shall audit the treasurer's records within ten (10) days after the close of the treasurer's term of office and shall report to the local organization at the next regular meeting.

ARTICLE IX OFFICERS

- Section 1 The officers shall be a president, a president-elect, vice presidents, a secretary and a treasurer.
- Section 2 A term of office shall be one year.
- Section 3 Officers shall assume their duties immediately following the May meeting and shall serve for one year or until their successors are duly elected.

ARTICLE X NOMINATIONS AND ELECTIONS

- Section 1 Officers shall be elected at the local organization's annual meeting in May .
- Section 2 Only individuals who are members in good standing shall be eligible for office.
- Section 3 At a business meeting preceding the annual meeting, a nominating committee of at least three members shall be elected. The nominating committee shall present to the annual meeting a slate of one or more nominees for each office. Nominations may also be made from the floor.
- Section 4 Vacancies in office shall be handled as follows:
- (a) In the event of death, resignation, or incapacity of the president, the first vice president shall become the president for the unexpired portion of the term.
 - (b) Vacancies in offices other than president shall be filled for the unexpired term by the executive committee.
- Section 5 No member shall hold the same office for more than two consecutive terms.
- Section 6 Six months or more shall be considered a term of office in determining eligibility for re-election.

ARTICLE XI DUTIES OF OFFICERS

- Section 1 The president shall be the principal officer of the local organization and shall:
- (a) Preside at all meetings of the local organization, the board of directors, and the executive committee;
 - (b) Appoint standing and special committee chairs [and committees] with the approval of the executive committee and may also appoint a parliamentarian [and other special appointments, i.e., legal advisor];
 - (c) Serve as ex-officio member of all committees except the nominating committee;
 - (d) Bring to the attention of the local organization all pertinent information from the state and national federations;
 - (e) Authorize all expenditures in accordance with financial policies of the local organization; and

- (f) Be responsible for sending to state Secretary
 - (1) The names and addresses of all officers and chairs immediately following their election or appointment;
 - (2) The names and addresses of all delegates and alternates elected by the local organization to the annual convention of the state federation; and
 - (3) An immediate report of all changes affecting the above items.

Section 2

The president-elect shall:

- (a) Act as representative of the president when requested;
- (b) Serve as ex-officio member, without vote, of all committees except the nominating committee;
- (c) Serve in such other capacities as assigned by the president.

Section 3

The vice president shall:

- (a) Perform the duties of the president in the absence of the president;
- (b) Become president for the unexpired term in case of death, resignation, or incapacity of the president;
- (c) Serve in such capacities as assigned by the president.

Section 4

The secretary shall:

- (a) Take and record accurate minutes of the proceedings of all meetings of the local organization, the board of directors, and the executive committee;
- (b) Conduct the correspondence of the local organization; and
- (c) Preserve in a permanent file all records and letters of value to the local organization and its officers.

Section 6

The treasurer shall:

- (a) Have charge of all monies of the local organization and shall report thereon at all meetings;
- (b) Collect all monies coming into the local organization from whatever source and give a proper receipt therefore;
- (c) Keep a list of the names, addresses, and occupations of all members;
- (d) Pay all bills upon the written authorization of the president and/or committee chairperson
- (e) Keep an itemized record, in a permanent file, of all receipts and expenditures;
- (f) Forward promptly to ... (person designated) all monies payable to the state federation; forward promptly to BPW/USA all funds payable to the national federation and all local, state and national dues for all new members;
- (g) Serve as ex-officio member of the finance committee [local organization may want to make treasurer also a member of other select committees dealing with finances, and/or may want to add that the treasurer will be bonded]; and
- (h) Deliver to the successor within 15 days after expiration of term of office,

all books, records, and papers, requesting receipt therefore.

Section 7 Each officer, except for the treasurer, shall deliver to the successor immediately after retiring from office all accounts, records, books, papers, and other property belonging to the local organization.

ARTICLE XII MEETINGS

- Section 1 Regular meetings shall be held monthly on the 2nd Wednesday of the month unless otherwise ordered by the local organization or the executive committee.
- Section 2 The regular September meeting of each year shall be designated the annual meeting, at which time reports summarizing the year's activities shall be given.
- Section 3 Special meetings may be called by the president or by any ... members, provided all members are notified in writing of time, place and purpose of such meeting.
- Section 4 ... members shall constitute a quorum.
- Section 5 No member shall have more than one vote, and no voting by proxy shall be allowed.

ARTICLE XIII BOARD OF DIRECTORS

- Section 1 The elected officers and standing committee chairs shall constitute a board of directors.
- Section 2 The board shall:
- (a) Supervise the affairs of the local organization;
 - (b) Make recommendations for the local organization's growth and prosperity;
 - (c) Make recommendations to the local organization regarding proposed amendments to the bylaws;
 - (d) Transact any business between meetings of the local organization and report thereon at the next business meeting of the local organization; and
 - (e) Report at the annual meeting the business transacted by the board of directors during the local organization year.
- Section 3 The board of directors shall hold a minimum of four meetings during the year, dates to be determined by the board at its first meeting.
- Section 4 Special meetings of the board may be called by the president or by one-third of the board members, provided two are elected officers.
- Section 5 A majority of the voting members shall constitute a quorum.
- Section 6 No member shall have more than one vote, and no voting by proxy shall be allowed.

ARTICLE XIV EXECUTIVE COMMITTEE

- Section 1 The elected officers of the local organization shall constitute the executive committee.

- Section 2 The executive committee shall have authority to act for the board of directors between meetings of the board and shall report thereon at the next meeting of the board.
- Section 3 The executive committee shall meet on call by the president, or by any two members of the committee, for the consideration of special matters between regular meetings of the local organization and the board of directors.
- Section 4 Standing and special committee appointments made by the president shall be subject to the approval of the executive committee.
- Section 5 A majority of the voting members shall constitute a quorum for a meeting of the executive committee.
- Section 6 No member shall have more than one vote, and no voting by proxy shall be allowed.

ARTICLE XV STANDING COMMITTEES

- Section 1 The standing committees of the local organization shall be finance, foundation, issues management, legislation, membership, public relations, young careerist and individual development.
- Section 2 Only individuals, who are active members in good standing, shall be eligible to serve as standing committee chairs.
- Section 3 Committee chairs and members shall be appointed for a term of one year and may be reappointed. No person shall serve more than three consecutive years on the same committee.
- Section 4 The finance committee shall be composed of a chair and ... members. It shall be the duty of the finance committee to prepare an annual budget for the local organization, to have general supervision of all expenditures, and to assist the local organization in developing a sound financial policy. The finance chair shall be a member ex-officio, without vote, of all committees, which disburse money.
- Section 5 The foundation chair shall promote interest in and support of the National Business and Professional Women's Foundation.
- Section 6 The issues management committee shall be composed of a chair and ... members. It shall be the duty of the issues management committee to plan and implement a well-coordinated annual program based on federation objectives. The committee shall meet immediately after appointment to consider the annual program suggested by state and national federations and develop a program, which shall involve all areas of local organization activities. The issues management chair shall present the annual program to the board of directors for approval.
- Section 7 The legislation committee shall be composed of a chair and ... members. It shall be the duty of the legislation committee to carry out the legislative programs adopted by the state and the national federations. The committee shall study local legislative needs in order to make recommendations to the local organization.
- Section 8 The membership committee shall be composed of a chair and ... members. It shall be the duty of the membership committee to promote, expand, stabilize, and orient the membership.
- Section 9 The public relations committee shall be composed of a chair and ... members. It shall be the duty of the public relations committee to present national, state and

local programs and activities through available news media.

Section 10 The young careerist committee shall be composed of a chair and ... members. It shall be the duty of the young careerist committee to encourage recruitment of young people into membership, organize and coordinate the young careerist program, and promote activities that involve the participation of young people.

Section 11 The individual development committee shall be composed of a chair and members. It shall be the duty of the individual development committee to encourage personal development within the membership, and organize and coordinate the individual development program.

ARTICLE XVI REPRESENTATION

Section 1 This local organization shall be entitled to ... delegates and ... alternates to the convention of the ... State Federation of Business and Professional Women's Clubs.

Section 2 The Local Organization shall have representation at the annual convention of BPW/USA as follows:

The voting body at the national convention shall be any individual who has paid a full conference registration fee and is a member in good standing.

Section 3 Representation at state convention shall be by delegates who are active members.

Section 4 No individual shall have more than one vote and no voting by proxy shall be allowed.

Section 5 Delegates and alternates to state convention shall be elected by a majority vote of those present.

ARTICLE XVII PARLIAMENTARY PROCEDURE

The rules of parliamentary procedure comprised in the current edition of Robert's Rules of Order Newly Revised shall govern all proceedings of the local organization; the boards of directors, and the executive committee, subject to such special rules as have been or may be adopted.

ARTICLE XVIII AMENDMENTS

Section 1 Amendments to these bylaws may be proposed by the board of directors, the executive committee or the bylaws committee.

Section 2 All proposed amendments shall be sent in writing to every member at least ten (10) days before they are to be voted upon.

Section 3 All proposed amendments shall be presented to the board of directors prior to presentation to the local organization.

Section 4 These bylaws may be amended by a two-thirds vote of the members present and voting at any regular meeting.

Section 5 The final adoption by the local organization of amendments to or revisions of

these bylaws shall be contingent upon the approval of the state president.

Section 6

When an amendment is adopted to national or state bylaws which affects local organization bylaws, the local organization shall automatically amend its bylaws to conform. Any conflict shall be resolved in accordance with state and national federation policy and procedure.

ARTICLE XIX DISSOLUTION

Upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to a BPW state federation, a BPW district (region), a BPW local organization, the BPW Foundation, or a state BPW Foundation that has qualified for exemption under section 501(c)(3) of the Internal Revenue Code and state tax regulations. None of the assets will be distributed to any member, officer or trustee of this organization. (Procedural steps are defined in the BPW/USA Handbook of Policies and Procedures.)

DUES

			Annual Amount
Per Active Member	To BPW/USA		\$55.00
	To BPW/state		\$10.00
	To ---Local Organization		5.00
Total Amount per Active Member			\$70.00

Per Student Member	To BPW/USA		\$17.50
	To BPW/state		\$2.50
	To ... Local Organization		5.00
Total Amount per Student Member			\$25.00