

# YBPW BYLAWS

## Article I      **NAME**

Sec. 1. The name of this local organization shall be the YOUNGSTOWN BUSINESS AND PROFESSIONAL WOMEN'S CLUB, INC., of Youngstown, Ohio.

Sec. 2. This organization shall be a member of Ohio Federation of Business and Professional Women's Clubs, Inc.

## Article II      **MISSION AND VISION**

Sec. 1. The mission of this local organization shall be to achieve equity for all women in the workplace through advocacy, education and information.

Sec. 2. Vision

To be the leading advocate for working women through the advancement and empowerment of women through mentorship and education.

## Article III      **EMBLEM**

The emblem shall be in the form of a silver bar containing the word OHIO and the form of the Nike.



## Article IV      **POLICIES**

Sec. 1. This Local Organization shall be nonsectarian, nonpartisan and nonprofit.

Sec. 2. The mission, objectives and policies and procedures of Region 2 and the state federation as applicable shall in every case also be the mission, objectives and policies and procedures of this local organization.

Article V      **MEMBERSHIP**

Sec. 1. Membership in this Local Organization (L. O.) shall be held by those who support the mission and objectives of BPW/OHIO. Membership categories shall be:

(a)      Member

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.

(c)      Member at Large

Individuals who choose not to belong to a local organization but support the mission and objectives.

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

(a)      Region 2 BPW/OHIO

(b)      Ohio Federation of Business and Professional Women's Clubs, Inc.

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

Sec. 4. A Local Organization may not refuse to accept the transfer of a member in good standing.

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

Article VI      **LOCAL ORGANIZATION REQUIREMENTS**

Sec. 1. This local organization, to remain in good standing:

- (a) Shall maintain a membership of at least five (5) members and/or student members;
- (b) Shall ensure that the local organization bylaws are current and not in conflict with state bylaws and policies.

Sec. 2. Should membership fall below five (5) members and/or student members, this local organization shall be dropped from Region 2 and the state federation at the end of the fiscal year in which the membership falls below five (5).

## Article VII **DUES**

Sec. 1. Dues are payable upon application for membership and renewable annually on the first day of the month following the anniversary date.

Sec. 2. Member Affiliated with a Local Organization

Annual dues for each member affiliated with a local organization shall include local, region and state dues as specified in the current respective bylaws. (See Appendix for current amount.) State dues shall include a subscription to the official state publication.

Sec. 3. Student

Annual dues for each student member affiliated with a local organization shall include local, region and state dues as specified in the current respective bylaws. (See Appendix for current amount.) State dues shall include a subscription to the official state publication.

Sec. 4. An entrance fee of \$...shall be paid by each new member.  
(See appendix for current amount.)

Sec. 5. A continuing member is one whose dues are paid in the same local organization through the close of the previous fiscal year.

Sec. 6. A member is in good standing only when local organization, region and state dues are paid.

- Sec. 7. Any member who does not pay dues within 60 days of annual renewal date shall be removed from the local organization roster.
- Sec 8. 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, region and state.

#### Article VIII **FISCAL RESPONSIBILITY**

- Sec. 1. The fiscal year shall commence on June 1<sup>st</sup> and shall end on May 31<sup>st</sup>, inclusive.
- Sec. 2. An Auditing Committee consisting of three (3) members shall be elected at the March meeting by ballot. The Committee will elect its own chair. The Committee will audit the Treasurer's records within sixty (60) days after the close of the Treasurer's term of office and shall report to the Board at its next meeting, which then reports to the members at the next business meeting. This Committee shall consist of one past Treasurer; one past President; and one member.

#### Article IX **OFFICERS**

- Sec. 1. The officers of the Youngstown Business and Professional Women's Club shall be:
- President
  - First Vice President
  - Second Vice President\*
  - Recording Secretary
  - Corresponding Secretary\*
  - Treasurer
  - \*as needed*
- Sec. 2. Officers are elected at the annual meeting for a term of one year. No member shall hold the same office or committee chair for more than two consecutive terms.
- Sec. 3. It is the policy that the First Vice President succeeds to the Presidency. The Second Vice President is expected to move up, but it is not mandatory.

Sec. 4. It is the policy that the First Vice President succeeds to the Presidency. The Second Vice President is expected to move up, but it is not mandatory.

## Article X      **NOMINATIONS AND ELECTIONS**

Sec. 1. A nominating committee consisting of at least three (3) members in good standing shall be elected by the local organization at the January meeting. The committee shall present the slate of one or more nominees for each office at the April meeting.

Nominations may be made from the floor, with the consent of the nominee. The committee is required to meet in person to consider all candidates and their qualifications. Telephone calls may not be made in lieu of a meeting. The committee, when calling a prospective candidate, shall explain to her what will be required of her if she accepts a particular office.

(a) The composition of the Nominating committee may not be identical two (2) years in a row.

Sec. 2. To be eligible to serve as an officer, a member must:

- (a) Be in good stand and
- (b) Officially and publicly support the state legislative platform.

Sec. 3. Officers shall be elected at the local organization annual meeting in April.

Sec. 4. Election shall be by written ballot. The candidate, in order to be elected, must receive the majority plus one of the votes cast, regardless if she is unopposed. No voting by proxy is permitted.

Sec. 5. All elected candidates must have their dues paid prior to installation.

Sec. 6. Officers shall be installed at the May meeting and assume their duties on June 1<sup>st</sup>.Sec. 3.

Sec 7. Vacancies in office shall be handled as follows:

In the event of the death, resignation or incapacity of the President, the First Vice President shall become President for the unexpired portion of the term. If a Second Vice President is in place, she shall act as temporary First Vice.

Otherwise a volunteer shall perform those duties.  
Unless a special election is held, the office shall remain vacant until the next regular election.

## Article XI **DUTIES OF OFFICERS**

Sec. 1. The duties of the officers shall be such as are implied by their titles and such as are specified in these bylaws and the policies and procedures. It is the duty of each officer to ensure the advancement of the mission and vision of BPW/OHIO.

Election or appointment as an officer/chair is a high honor conferred by the members of the club. Members vest in such club leaders specific responsibility and authority.

As a leader it is her RIGHT to:

1. receive adequate and competent direction and support from other club leaders
2. have the support and cooperation of members
3. depend upon members to accord the courtesies of etiquette and protocol
4. expect the support of the community when club sponsored programs serve community interest

As a leader it is her RESPONSIBILITY to:

1. know the official duties of the office to which elected or appointed
2. review objectives and current program
3. review local and state bylaws
4. study, practice and perfect leadership skills and techniques
5. bring genuine interest, enthusiasm and sufficient time to her duties and to discharge them responsibly

Sec. 2. The President shall be the principal officer of the local organization, and shall:

- (a) Read and study the bylaws/policies
- (b) Utilize parliamentary procedures
- (c) Preside at all meetings of the local organization and board of directors
- (d) Appoint standing and special committee chairs with the approval of the Board. The President may appoint her parliamentarian
- (e) Serve as ex officio of all committees except nominating and auditing committees
- (f) Bring to the attention of the local organization all pertinent information from the BPW/OHIO
- (g) Shall attend regional meetings or request another member to represent her
- (h) Authorize all expenditures in accordance with the financial policies of the local organization
- (i) Be responsible for sending to (person designated by the state federation):
  - (1) The names and addresses of all officers and chairs immediately following their election or appointment.
  - (2) An immediate report of all changes affecting the above items.

Sec. 3. The First Vice President assumes the duties of this office as implied by title as well as those specifically outlined by the bylaws.

The First 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

Sec. 4. In the event of a Second Vice President, she shall serve in capacities as designated by the Board.

Sec. 5. The Recording Secretary shall:

- (a) Record the business transacted at all Board meetings and regular monthly meetings
- (b) Preserve in a permanent file all records and letters of value to the local organization and its officers.

Sec. 6. In the event of a Corresponding Secretary, she shall serve in capacities as designated by the Board.

Sec. 7. The Treasurer shall:

- (a) Have charge of all monies of the local organization and report thereon at all meetings
- (b) Collect all monies coming into the local organization from whatever source and give a proper receipt therefor
- (c) Keep a list of the names addresses, and occupations of all members
- (d) Pay all bills as authorized
- (e) Keep an itemized record, in a permanent file, of all receipts and expenditures  
forward promptly all monies payable to BPW/OHIO
- (e) Serve as ex-officio member of the finance committee.  
Local organization may also want to make Treasurer a member of other select committees.
- (f) Deliver to the successor within sixty (60) days after expiration of term of office, all books, records, and papers

Sec. 8. Each officer shall deliver to the successor within fifteen (15) days after retiring from office all accounts, records, books, and papers, and other property belonging to the local organization.



## Article XII **MEETINGS**

- Sec. 1. Regular meetings shall be held monthly on the fourth Tuesday evening of said month from September through May except in October, November and December in which case meetings are held on the third Tuesday evening.
- Sec. 2. Special meetings may be called by the President or by any five (5) members, provided all members are notified in writing of the time, date, place and purpose of such meeting. No matter shall be considered at a special meeting except that stated in the call of the meeting. A quorum must be present at this special meeting in order to transact any business.
- Sec. 3. The Board shall present to the members at their first Fall meeting, a listing of the meetings for the upcoming year, including at least the January YC/ID meeting, the April election meeting, the installation of officers meeting, and a meeting recognizing NBWW (National Business Women's Week). A draft of an annual budget shall also be distributed at the first Fall meeting.
- Sec 4. One-fourth (1/4) of the total membership constitutes a quorum of this Local organization at any meeting. A majority of the Board of Directors shall constitute a quorum of that body.
- Sec 5. No member shall have more than one vote, and no voting by proxy shall be allowed.

## Article XIII **BOARD OF DIRECTORS**

- Sec. 1 The elected officers and standing committee chairs shall constitute a Board of Directors. Special meetings of the Board may be called by the President or by one-third of the Board, provided two are elected officers.
- Sec. 2. The Board of Directors shall:
- (a) Meet at least four (4) times a year
  - (b) Supervise the affairs of the local organization
  - (c) Transact any business between meetings of the local

organization and report thereon at the next business meeting of the local organization.

- (d) Minutes of Board meetings shall be reported at the next business meeting.
- (e) Review and pre-approve budget
- (f) Review “Articles of Incorporation” – i. e. ByLaws – every five (5) years. Copy in Treasurer’s file.

Sec 3. At the request of the President, a vote of the Board of Directors may be taken by mail, facsimile, web chat, or email. Such vote shall have the force and effect of a vote taken at face-to-face meetings. The Secretary’s records shall contain an accurate record of all such votes.

Sec. 4 A majority of the voting members shall constitute a quorum.

Sec 5. No member shall have more than one vote, and no voting by proxy shall be allowed.

#### Article XIV **STANDING COMMITTEES**

Sec. 1. The Standing Committees of the Local Organization shall be Finance/Budgeting and Scholarship.

Sec. 2. To be eligible to serve as a chair or as a member of a standing committee, a member must:

- (a) Be in good standing and
- (b) Officially and publicly support the state legislative platform.

Sec. 3. Committee Chair and members shall be appointed for a term of one year and may be reappointed for a second term if the incoming President and her Board approve.

Sec. 4. The Finance/Budgeting Committee shall be composed of a Chair and officers. The Finance Chair can be a Treasurer as member ex-officio, without vote. It shall be the duties of this 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 sound financial policies.

Sec. 5. The Scholarship Committee shall be composed of a Chair, the current President, and at least one (1) other member. It shall be the duties of this

committee to promulgate the scholarship opportunity, collect applications, select recipient(s), and notify recipient(s) in writing. (See Handbook for details.)

Sec. 6. The Local shall appoint other Standing Committees as needed, such as program development for key events, advocacy, education, and/or marketing.

#### Article XV      **REPRESENTATION**

Sec. 1. The local organization shall have representation at the annual convention of BPW/OHIO as follows:

- (a) The representative of the local organization at the State convention shall be any member in good standing with a paid full conference registration fee.

Sec. 2. No individual shall have more than one vote and no voting proxy shall be allowed.

#### 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 and the Board of Directors, subject to such special rules as have been or may be adopted.

#### Article XVII      **AMENDMENTS**

Sec. 1. Amendments to these bylaws may be proposed by the Board of Directors, or the Bylaws Committee.

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

Sec. 3. All proposed amendments shall be presented to the Board of Directors prior to presentation to the local organization.

Sec. 4. These bylaws may be amended by a 2/3 vote of the members present and voting at any regular meeting.

Sec. 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.

Sec. 6. When an amendment is adopted to state bylaws which affect local bylaws, the local organization shall automatically amend its bylaws to conform. The Model Local Organization bylaws are automatically amended as well. Any conflict shall be resolved in accordance with state federation policy and procedure.

Sec. 7. The members can set aside any provision in the bylaws on a one time basis, when recommended by the Board and approved by a majority of members at a business meeting. (See Handbook for details.)

#### Article XVIII            **REMOVAL**

Any member of the L. O. may be removed at any time by a vote of a majority of the members of the Board at any Board meeting or regular meeting. A member may be removed from the L.O. for any violation of these bylaws, or if the board in its discretion, determines that a member has failed/is failing to uphold the mission or vision of the Organization, has acted/is acting in a manner that is inconsistent with such mission or vision, or is acting in a manner that is unbecoming of a member as determine by a majority of the Board. See handbook for details outlining the removal process.

#### Article XIX            **DISSOLUTION**

Upon dissolution of this organization all its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to a BPW state federation, a BPW 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 local organization.