

# **BYLAWS OF BUSINESS AND PROFESSIONAL WOMEN/VT INC.**

(As amended at Stowe, VT June 5, 2010)

(As corrected at Waterbury, VT June 4, 2011)

(As amended at Burlington, VT June 2, 2012)

(As amended at Fairlee, VT May 17, 2014)

(As amended at Lake Placid, NY May 2, 2015)

(As amended at Colchester, VT May 21, 2016)

## **ARTICLE I: NAME**

The name of this organization shall be Business and Professional Women/VT Inc. (BPW/VT).

## **ARTICLE II: MISSION**

The mission of this organization is to empower working women to achieve their full potential and partner with employers to build successful workplaces through education, research, knowledge and policy.

## **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 BPW/VT.

## **ARTICLE IV: POLICIES**

Section 1. BPW/VT shall be nonsectarian, nonpartisan and nonprofit.

Section 2. The mission and objectives of BPW/VT shall in every case be the mission and objectives of all units thereof.

Section 3. The policies and procedures of BPW/VT shall in every case be the policies and procedures of all units thereof.

## **ARTICLE V: MEMBERSHIP**

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

- (a) Member - Membership shall be open to all individuals.
- (b) Student -
  - 1) Samothrace Member - Individuals enrolled in a college or university, or any other accredited educational institution above the high school level.
  - 2) Nike Member - Individuals enrolled in the last two years of high school at any accredited public or private high school.
- (c) Affiliate member - Businesses and/or other interested entities that support the BPW mission.
- (d) Member-at-Large - An individual member who for any reason cannot maintain a membership with a Local Organization

Section 2. Members and student members shall belong to Local Organizations that are members of BPW/VT. Members-at-Large shall be classified as members of a non-traditional Local named Members-at-Large Local and shall have the same responsibilities and privileges as a traditional Local.

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Section 3. Local organizations acquiring membership in the State Federation automatically become affiliated with BPW Foundation.

Section 4. A member in good standing may request transfer from one Local Organization to another. 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.

Section 6. To remain in good standing, a member's dues must be current.

### **ARTICLE VI: LOCAL ORGANIZATION REQUIREMENTS**

Section 1. A Local Organization is eligible for admission to this Federation if:

- (a) it has a minimum of five (5) members and or student members, 20% of whom must be employed, unless the new Local organization is comprised solely of students;
- (b) it is not an integral part of any other organization; and
- (c) it submits Local Organization Bylaws not in conflict with BPW/VT bylaws and policies.

Section 2. To remain in good standing, a Local Organization must maintain membership of five (5) members and /or student members.

Section 3. A Local Organization whose membership falls below five (5) members and /or student members shall be dropped at the end of the second fiscal year.

Section 4. A Local Organization applying for membership in this Federation shall forward to the State Treasurer all documents and dues required by BPW/VT and BPW Foundation.

Section 5. The Bylaws shall be approved by a person designated by the State President whose responsibility is to insure that there are no provisions in conflict with BPW Foundation. Any conflict shall be resolved in accordance with said licensing agreement.

Section 6. When a Local Organization has met all State and Foundation requirements, a charter signed by the State President is transmitted to the local president.

Section 7. Proposed amendments to the Bylaws of any Local Organization, with the exception of mandatory changes, shall be sent to the person designated by the State President for review and approval. Any conflict shall be resolved in accordance with BPW/VT policy and procedures and the BPW Foundation licensing agreement.

Section 8. The Members-at-Large Local is exempt from the traditional requirements of Local Organizations as this Local is not structured for traditional individual meetings, but as a

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repository Local for members who for any reason cannot belong to a traditional Local Organization.

### **ARTICLE VII: STATE FEDERATION REQUIREMENTS.**

Section 1. A State federation is eligible to sign a licensing agreement with BPW Foundation if:

- (a) It consists of one or more eligible organizations (US territories or possessions are eligible for admission if they consist of one or more eligible local organizations); and
- (b) It submits state bylaws not in conflict with the BPW Foundation licensing agreement and BPW Foundation policies.

Section 2. In order to remain in good standing a State Federation must maintain one (1) or more Local Organizations.

Section 3. A State Federation whose local organizations fall below one (1) shall not be eligible to sign the BPW Foundation Licensing Agreement at the end of the second fiscal year.

Section 4. State Federations shall be solely responsible for compliance with applicable state laws regarding corporate mergers and dissolutions.

Section 5. If the State Federation chooses to dissolve or no longer exist, a local organization within that state shall be eligible to sign a licensing agreement with BPW Foundation.

The term “state” federation shall apply to state, commonwealth, territory, District of Columbia or a possession of the United States or to a combination of two or more aforementioned federations.

### **ARTICLE VIII: DUES**

Section 1. Dues are payable upon acceptance to membership and renewable annually on the first day of July the following year. If a new member joins after January 1, the initial dues will be one-half of the annual State dues and the dues will thereafter be due and payable on July 1<sup>st</sup> of each year. Dues will be collected by each Local Organization treasurer and the state dues shall be transmitted to the State Treasurer within 10 days of collection.

Section 2. Dues for Members shall be:

- (a) Member Affiliated with a local Organization-Annual dues for each member affiliated with a local organization shall include Local and State dues.
- (b) Student Member (Samothrace or NIKE) Affiliated with a Local Organization-Annual dues for each student member affiliated with a local organization shall include Local and State dues as specified in the current respective Bylaws (See appendix for current amount).
- (c) Affiliate Member – (dues structure or payments are being developed). See appendix for current amount.
- (d) Member-at-Large – Annual dues for Members-at-Large (See appendix for current amount).

### **ARTICLE IX: FISCAL YEAR**

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The fiscal year shall commence on the first day of July and shall end on the last day of June.

### **ARTICLE X OFFICERS:**

Section 1. The officers of the Vermont Federation shall be a President, a President-Elect, a Vice President, a Secretary, and a Treasurer.

Section 2. The President-Elect shall assume the office of President at the close of the term of the President.

Section 3. Vacancies in office shall be filled as follows:

- (a) All vacancies and elected offices, except the President, shall be filled for the unexpired part of the term by the Board of Directors. A vacancy in the Office of President shall be filled pursuant to Article XIII, Section 2.
- (b) Officers shall take office at the close of the annual convention and shall serve until the close of the following annual convention or until successors are duly elected.

### **ARTICLE XI NOMINATIONS:**

Section 1. The nominating committee chair shall be nominated from the floor at the convention meeting. Two additional committee members shall also be nominated from the floor at the convention meeting, the (3) three members of the nominating committee shall be from different Local Organizations.

Section 2. The nominating committee shall prepare a slate of one or more candidates for the offices of President-Elect, Vice President, Treasurer, Secretary and two or more auditors, of whom one or more will audit the books for the outgoing President's fiscal year. This slate shall be sent with the Call to Convention and shall be voted on by ballot at the annual State convention. The President, with the consent of the Executive Committee shall appoint the Parliamentarian.

Section 3. Nominations may also be made from the floor.

Section 4. Only individuals who have served as a Local President shall be eligible for the offices of President-Elect and Vice President.

### **ARTICLE XII: ELECTIONS**

Section 1. A President-Elect, Vice President, Secretary and Treasurer shall be elected by ballot at each annual convention. If all offices are uncontested, the Secretary may be instructed via a motion to cast an elective ballot for the slate of officers as presented.

Section 2. No person shall be eligible to serve in the same office for more than (2) two consecutive terms, except the Treasurer and Secretary who may serve longer.

Section 3. To be eligible for the office of President, a candidate must:

- (a) Be a member in good standing of both the State and a Local Organization
- (b) Be employed or self-employed

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- (c) Officially and publicly support the BPW Foundation mission statement and BPW/VT legislative priorities.

To be eligible for all other offices, a candidate must:

- (a) Be a member in good standing of both the State and a Local Organization
- (b) Officially and publicly support the BPW Foundation mission statement and BPW/VT legislative priorities.

Section 4. The chair of the credentials committee shall furnish to the elections committee, not less than (2) two hours before the opening of the polls: a verification of accredited voters.

Section 5. Polls shall be open during such hours as may be determined by the Board of Directors.

Section 6. A majority of all votes cast for a particular office shall constitute an election.

Section 7. Six (6) months or longer shall be a term of office when determining eligibility for re-election, except for the President-Elect serving the unexpired term of the President.

### **ARTICLE XIII: DUTIES OF OFFICERS**

Section 1. The President shall be the principal officer of BPW/VT and shall:

- (a) Preside at all meetings of BPW/VT, the Board of Directors and the Executive Committee;
- (b) Appoint standing committee chairs and the Parliamentarian, subject to the approval of the duly elected officers;
- (c) Be a member, ex-officio, of all committees except the committee on nominations;
- (d) Cause to be sent to every Local Organization having membership in BPW/VT the call for the annual convention at least (45) forty-five days prior to the date of the convention and notification of board meetings at least (2) two weeks before the set date;
- (e) Require each local organization to submit names and addresses of Local Organization officers and chairs by (5) five days after convention to the State Vice President and Treasurer who shall maintain a membership data base;
- (f) Interpret the BPW Foundation programs, policies, procedures and objectives;
- (g) Work with the Issues Management Committee, President-Elect and Vice President to insure the coordinated program, projects and activities planned for their Presidential year are delivered to the State membership.

Section 2. The President Elect shall:

- (a) Act as representative of the president when requested
- (b) Serve in other capacities as assigned by the President
- (c) Perform the duties of the President in the absence of the President and in the case of death, resignation, or incapacity of the President for the un-expired term, shall become President
- (d) Assist the President in every possible way

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- (e) Serve as chair of the Issues Management Committee
- (f) Assume the office of the President at the close of the term of the President
- (g) Insure that a coordinated program, including projects and activities, shall be developed for their Presidential year in accordance with the objectives of BPW/VT and the BPW Foundation Licensing Agreement.

### Section 3. The Vice President shall:

- (a) Perform the duties of the President in the absence of both the President and the President-Elect
- (b) Serve as chair of the Membership Committee

### Section 4. The Secretary shall:

- (a) Record the proceedings of the annual convention, the Board of Directors and Executive Committee meetings. The retiring secretary shall transcribe and submit the minutes of the meeting to the State President within (30) thirty days of the adjournment of the State convention:
  - 1- Pre-convention Executive Committee meeting
  - 2- Pre-convention Board of Directors meetings
  - 3- Annual convention
- (b) Conduct the correspondence of the State Organization, the Board of Directors, and the Executive Committee, if so directed by the President
- (c) The incoming Secretary shall transcribe and submit the minutes of the following meetings to the State President within thirty (30) days of each meeting:
  - 1- Post convention Board meeting;
  - 2- Any other Board Meeting or Executive Committee meetings within the term of their office.

### Section 5. The Treasurer shall be responsible for all monies of BPW/VT and shall:

- (a) Be responsible for collecting the State dues from each Local Organization Treasurer;
- (b) Be responsible for remittance to BPW Foundation of all monies payable pursuant to the BPW Foundation licensing agreement. These monies are to be submitted with the forms supplied by the BPW Foundation Office during the time frames set by the BPW Foundation,
- (c) Present written reports at the annual convention and at meetings of the Board of Directors and Executive Committee,
- (d) Disburse funds only upon presentation of the original bills and properly executed vouchers,
- (e) Serve as ex-officio member of the Finance Committee,
- (f) Cause to have these accounts audited annually at least twenty (20) days following the close of the fiscal year

### Section 6. The President, President-Elect, Vice President, Secretary, Treasurer, Standing Committee Chairs and Special committee Chairs shall make a written report at the State convention, providing the President a copy based upon a date designated by the President.

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Section 7. All officers within ten (10) days after retiring from office shall deliver to their successor all monies, accounts, record books, papers or other property belonging to the State Organization.

### **ARTICLE XIV: BOARD OF DIRECTORS**

Section 1. The Board of Directors shall consist of the elected officers, the Immediate Past President, chairs of Standing Committees or a duly authorized member of their committee,, the Presidents of the Local Organizations or a duly authorized member of the Local Organization's Executive Committee. If a duly authorized member of the Standing Committee or the Local Organization's Executive Committee is not present, the State President has the authority to appoint a member of the committee or Local Organization present to serve as the representative.

To be eligible to serve as State President, a member must:

- (a) Be employed or self employed and:
- (b) Be a member in good standing of BPW/VT and a Local Organization; and
- (c) Officially and publicly support the BPW Foundation and BPW/VT's Legislative priorities.

All other members of the Board of Directors must:

- (a) Be a member in good standing of BPW/VT and a Local Organization
- (b) Officially and publicly support the BPW Foundation and BPW/VT's legislative priorities.

Section 2. The Board shall transact the business of the State Federation between conventions including:

- (a) Reporting at each annual convention the business transacted during the year
- (b) Reviewing proposed resolutions and determining those to be presented to the convention body for consideration
- (c) Transacting all business of the Federation not otherwise specified to be done by the Federation at its convention

Section 3. A vote of the Board of Directors may be taken at a face-to-face meeting, by means of the United States postal system or a meeting convened by technology. A vote will carry based on a simple majority unless indicated otherwise in bylaws.

Section 4. Meetings of the Board of Directors shall be held upon the call of the President or of any five (5) members of the Board of Directors.

Section 5. A quorum of the Board of Directors shall be one-third (1/3) of the Board, provided they represent one-third (1/3) of the Local Organizations of BPW/VT, and provided that two (2) members of the Executive Committee are present.

Section 6. No member shall have more than one vote and voting by proxy shall not be allowed.

### **ARTICLE XV: EXECUTIVE COMMITTEE**

Section 1. The President, President-Elect, Vice President, Secretary, and Treasurer shall constitute the Executive Committee.

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Section 2. The Executive Committee shall have the power to act for the Board of directors in the interim between meetings of the Board, and shall report any action taken to the board.

Section 3. The Executive Committee shall report annually to the Board of Directors the business transacted by the committee during the preceding year.

Section 4. A vote of the Executive Committee shall be a majority of its members.

Section 5. A quorum of the Executive Committee shall be a majority of its members.

Section 6. Meetings of the Executive Committee shall be held when called by:

- (a) The President or
- (b) A majority of the Executive Committee upon written notice.

### **ARTICLE XVI: STANDING COMMITTEES**

Section 1. The standing committees of the Vermont Federation shall be Bylaws, Finance, Historian, Individual Development, Issues Management, Legislation, Membership, Communications, and Young Careerist.

Section 2. To be eligible to serve as a chair or member of a standing committee, a special committee, special appointee, and/or task force, a member must:

- (a) Be a member in good standing of BPW/VT and a local Organization
- (b) Officially and publicly support the BPW Foundation mission statement and the Legislative priorities of BPW/VT.

Section 3. To be eligible to serve on the Board of Directors, a member must be:

- (a) A member in good standing of BPW/VT and a Local Organization
- (b) Officially and publicly support the Mission statement of the BPW Foundation and the Legislative priorities of BPW/VT.

Section 4. Committee chairs and members shall be appointed for a term of one (1) year and may be reappointed.

Section 5. The Bylaws Committee shall be composed of a Chair and a representative from each local organizations bylaws committee. It shall be the duty of this committee to:

- (a) Review and amend Local Organization Bylaws to make certain that there is no conflict with State Bylaws and the licensing agreement with BPW Foundation;
- (b) Review State Bylaws periodically to make sure there is no conflict with BPW Foundation;
- (c) Review proposed amendments of the State Bylaws before presenting them to the Board of Directors;
- (d) Automatically amend the State Bylaws to conform to mandatory changes in the licensing agreement with BPW Foundation;



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(e) Notify Local Organizations of any mandatory changes in State Bylaws or the licensing agreement with BPW Foundation, which will require automatic amendment of their Bylaws.

Section 6. The Finance committee shall be composed of a chair and representative from each local organizations Finance committee. The finance chair shall serve as member ex-officio, without vote, on all committees whose programs require expenditures of monies. It shall be the duty of the finance committee to work with President-Elect to prepare an annual budget for the President-Elect to present to the State Federation at the Annual convention for membership approval. The Finance Committee shall have general supervision of all expenditures.

Section 7. It shall be the duty of the Historian's committee to keep safely up to date history of the Federation and to add yearly briefs on each year's activities and see that all historical materials be passed on to future Historians.

Section 8. The Individual Development Committee shall be composed of a chair and a representative from each local organization. It shall be the duty of the Individual Development Committee to:

- (a) Organize and coordinate the Individual Development program;
- (b) Promote activities that involve members and potential members in personal development activities.

Section 9. The Issues Management committee shall be composed of the BPW/VT President-Elect who shall act as chair and the chairs of each Standing Committee, with active current year programs, shall be members of this committee. It shall be the duty of the Issues Management committee to coordinate with the President for implementation of current year programming and a transition to the upcoming year's planning.

Section 10. The Legislation Committee shall be composed of a chair or co-chairs for each state in our federation and a representative from each local organization's Legislative Committee. The Legislation Committee shall prepare and present to the convention body for adoption the Legislative Platform. The Executive Committee, the Board of Directors, Local Organizations, or the Legislation Committee may propose changes to the State Legislative Platform. It shall be the duty of the committee to receive proposed changes to the platform and to make recommendations on all proposed changes. The committee shall implement the legislative programs priorities adopted by BPW Foundation and BPW/VT.

Section 11. The Membership Committee shall be composed of the BPW/VT Vice President, who shall act as chair and each Local Organization's Vice President or their designated representative. It shall be the duty of the membership committee to promote, expand, stabilize, and orient the membership.

Section 12. The Communications Committee shall be comprised of a chair and a representative from each local organization. The communications committee shall address issues involving the BPW/VT website, technology, and public relations. It shall also be the duty of the Communications Committee to interpret the BPW Foundation and State Programs through

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available communications media including direct press, radio and television services, and to encourage wider use of these media.

Section 14. The Young Careerist Committee shall be composed of a chair and a representative from each of the local organizations Young Careerist Committee. It shall be the duty of the Young Careerist committee to:

- (a) Encourage recruitment of young people into membership,
- (b) Organize and coordinate the Young Careerist program,
- (c) Promote activities that involve the participation of young people.

### **ARTICLE XVII: STATE CONVENTION:**

Section 1. The annual convention shall be held in the month of May or June at such time and place as determined by the State President-Elect and approved by the Executive Committee. The time and place for the following year's convention shall be announced at the annual meeting.

Section 2. Special conventions may be called by the President or by request of a majority of the Board of Directors. The call for special conventions must state the business to be transacted and no business shall be transacted except that stated in the call.

Section 3. The voting body shall consist of any member in good standing of BPW/VT and a local organization who has paid a full convention/conference registration fee.

Section 4. No member shall have more than one (1) vote and voting by proxy shall not be allowed.

Section 5. A quorum for the annual convention or any special convention shall consist of a majority of the registered members from two thirds (2/3) of the Local Organizations in the State Federation.

Section 6. The order of business at each annual convention shall be in accordance with a program adopted at the beginning of the convention and shall include:

- (a) Annual reports of the President, President-Elect, Vice President, Secretary, Treasurer, reports of the Board of Directors, Standing Committees, Special Committees
- (b) Miscellaneous business
- (c) Election of officers.

### **ARTICLE XVIII: PARLIAMENTARY AUTHORITY**

The rules of Parliamentary procedure comprised in the current Roberts Rules of Order Newly Revised shall govern all proceedings of the State Federation, the Board of Directors and the Executive committee, subject to special rules as have been or may be adopted.

### **ARTICLE XIX: AMENDMENTS**

Section 1. Bylaws may be adopted, amended or repealed at any annual convention by a two-thirds (2/3) vote, the proposed amendments having been presented to the Board of Directors. All amendments presented to the Board shall be submitted to the State Federation with the

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recommendation of the Board. All recommended changes shall be sent out with the Call to State Convention.

Section 2. When the BPW/VT Bylaws are amended either as a result of a change in the BPW Foundation licensing agreement or as a result of actions voted upon at BPW/VT State convention which affects Local Organization bylaws, each Local Organization shall amend its Bylaws to conform.

### **ARTICLE XX: DISSOLUTION**

Upon dissolution of this Organization BPW/VT, assets remaining after payment of all costs and expenses of such dissolution shall be distributed in equal shares to existing BPW Local Organizations or to the BPW Foundation, or a State BPW Foundation, which has qualified for exemption under section 501(c)(3) of the Internal Revenue Code and State tax regulations. The recipient(s) of the disbursement of funds shall be determined by a vote of the entire Federation. None of the assets will be distributed to any member, officer or trustee of this Federation.

### **APPENDIX DUES**

#### **Dues for July 1, 2010**

|                 | <b>BPW/VT</b> | <b>Total</b>      |
|-----------------|---------------|-------------------|
| LO member       | \$20.00       | \$20 plus LO dues |
| Member at Large | \$20.00       |                   |
| Student         |               |                   |
| Samothrace      | \$10.00       | \$10 plus LO dues |
| Nike            | \$5.00        | \$5 plus LO dues  |

**(NOTE: A proposed amendment that carries/passes by the membership is adopted and effective immediately unless an effective date is noted in the motion.)**