



Vermont Business and Professional Women's Club, Inc.

**Teleconference Board Meeting
March 29, 2016**

Call to Order Carolyn McLean-Frazier called the meeting to order at 7:03 p.m.

Roll Call Present: Carolyn McLean-Frazier, President, Danielle Martel, Vice-President, Alice Kitchel, Secretary, Leslie Germain, Marilyn Grunewald, Lisa Grunewald, Jackie Hawkins, Jacqui Hood-Lefebvre, Shelley Maloney, Molly Ryan

Absent: Kathy Butler, Treasurer, Kim Bina, Pearl Gilbert, Stephanie Hainley, Donna Rae Heath, Staci Smith

Leslie Germain moved that the bylaw amendments be put to a vote. The motion carried. Carolyn Mclean-Frazier asked whether to consider the amendments separately or all together. Danielle Martel asked that they be considered separately.

Article XIII: DUTIES OF OFFICERS

Section 6.

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

The proposed amendment would delete this section. No rationale was given. Danielle Martel questioned the reason for deleting this section noting that the reports provide information and accountability to the organization. Others also questioned the rationale for deleting this section. The vote to retain this section and not bring it before the convention for a vote passed unanimously.

Section 4.

(b) Conduct the correspondence of the State Federation, the Board of Director, and the Executive Committee, if so directed by the president.

The proposed amendment would replace the words State Federation with State Organization because we are no longer a federation of BPW/USA. Jacqui Hood-Lefebvre said that this made sense. The vote to bring this before the convention to change the wording passed unanimously.



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Article XIV: BOARD OF DIRECTORS

Section 5.

A quorum of the Board of Directors shall be one-third (1/3) of its board members present members, provided they represent at least one-third (1/3) of the Local Organizations of the Federation, and provided that two (2) of those present are elected officers shall be members of the Executive Committee.

The proposed amendment would replace the word Federation with BPW/VT because we are no longer a federation of BPW/USA. Danielle Martel was in favor of the proposal. The vote was unanimous to bring this amendment to the convention for a vote.

Jacqui Hood Lefebvre brought up the issue of changing the name of the organization throughout the bylaws to be consistent. Carolyn Frasier McLean pointed out that the names cannot be changed in the bylaws without voting to change the bylaws themselves. This would have to be addressed next year.

Marilyn Grunewald asked how the present BPW Foundation fits into our bylaws and how our relationship with the present foundation is delineated. Carolyn McLean-Frazier explained that the present foundation's bylaws do not apply to state organizations. State organizations do need to be sure that their bylaws are not in conflict with license agreements between a state and the foundation.

Danielle Martel asked about the lack of definition in the state bylaws on who could and could not run for president of the organization. Carolyn McLean-Frazier explained that the bylaws imply that the President has been either the Vice President or the President-Elect and that during our next board meeting in April this issue will be addressed by changes in our policies and procedures. Carolyn pointed out that bylaws are meant to be basic and how things are done is laid out in policies and procedures.

Danielle Martel also asked whether our status as a 501c3 required the organization to follow the bylaws. Carolyn McLean-Frazier explained that the state is concerned that we have bylaws. Danielle wondered if bylaws are more powerful than policies and procedures. Jacqui Hood-Lefebvre said that if there is a conflict between the two documents, the bylaws are followed.

Two amendments will be brought before the convention for a vote.



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Carolyn McLean-Frazier adjourned the meeting at 7:29 pm.

Announcements

The next board is meeting on April 27th at 7 pm and will last two hours. Policies and procedures will be considered.

Equal Pay Day is April 12th

April 3rd is the deadline for sending in nominations for awards. Information and applications are on the state website. Some nominations go to Alice Kitchel and some to Carolyn McLean-Frazier.

Board reports for the Convention book are due May 1st. Carolyn McLean-Frazier will send out a sample format for the reports.

Respectfully submitted,

Alice S. Kitchel, Secretary