



Business and Professional Women  
of  
Tennessee, Inc.

(BPW/TN)

**BYLAWS**

Revisions through June 2015

## **BYLAWS**

### **BUSINESS AND PROFESSIONAL WOMEN OF TENNESSEE, INC. (BPW/TN)**

(Business and Professional Women of Tennessee, Inc, BPW/TN and State are used interchangeably )

#### **ARTICLE I**

##### **NAME**

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

#### **ARTICLE II**

##### **MISSION STATEMENT AND OBJECTIVES**

**SECTION 1.** The mission shall be to achieve equity for all women in the workplace through advocacy, education, and information.

**SECTION 2.** The objectives shall be:

To elevate the standards for women in business and in the professions;

To promote the interests of business and professional women;

To bring about a spirit of cooperation among business and professional women;

To extend opportunities to business and professional women through education along lines of industrial, scientific and vocational activities.

#### **ARTICLE III**

##### **EMBLEM**

The emblem shall be in the form of a circle enclosing the symbols of the Nike, Scroll, Torch, Wand, and Ship of Commerce.

#### **ARTICLE IV**

##### **POLICIES**

**SECTION 1.** Business and Professional Women of Tennessee, Inc. (BPW/TN) shall be nonsectarian, nonpartisan, and nonprofit.

**SECTION 2.** The objectives of BPW/TN shall in every case be the mission and objectives of all units thereof.

**SECTION 3.** Only districts , regions, and local organizations in good standing may use the name Business and Professional Women of Tennessee (BPW/TN).

#### **ARTICLE V**

##### **MEMBERSHIP**

**SECTION 1.** Membership shall be held by individuals who support the mission and objectives of BPW/TN  
Membership categories shall be:

(a) Member (MOL)

Membership shall be open to all individuals.

(b) Student (SOL)

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

(c) Member at Large (MAL)

Individuals with affiliation at the state level who are not affiliated with a local organization.

**SECTION 2.** Members affiliated with a Local Organization (MOL) and student members shall belong to local organizations which are members of BPW/TN.

**SECTION 3.** 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 4.** The only criteria for membership shall be per Article V, Section 1, and the payment of appropriate dues.

**SECTION 5.** 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 BPW/TN if:

- (a) It has a minimum of five (5) members and/or student members twenty percent (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 state bylaws and policies.

**SECTION 2.** To remain in good standing, a local organization must maintain a membership of at least 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 BPW/TN shall forward to the person designated by the state president all documents and dues required by BPW/TN.

**SECTION 5.** The bylaws shall be approved by a person designated by the state president whose responsibility it is to insure that there are no provisions in conflict with the Articles of Incorporation and Bylaws. Any conflict shall be resolved in accordance with the BPW/TN policy and procedures.

**SECTION 6.** When a local organization has met all state requirements, a charter signed by the state president will be presented to the local organization.

**SECTION 7.** Proposed amendments to the bylaws of any local organization, with the exception of mandatory changes (See Article XXI, Section 8), shall be sent to the person designated by the state president for review and approval. Any conflict shall be resolved in accordance with BPW/TN policy and procedures.

**ARTICLE VII  
STATE ORGANIZATION REQUIREMENTS**

If BPW/TN chooses to dissolve or no longer exist, a local organization within the State may choose to affiliate with the BPW Foundation for access to programs and use of trademarks or intellectual property.

**ARTICLE VIII  
DUES**

**SECTION 1.** Dues are payable upon acceptance to membership and renewable annually on the first day of the following month.

**SECTION 2.** Dues for members shall be:

- (a) **Member Affiliated with a Local Organization.**  
Each member affiliated with a local organization shall pay state dues of \$50 and local dues as specified in the current **local** bylaws. State dues shall include a subscription to the official state publication.
- (b) **Student Member Affiliated with a Local Organization**  
Each student member affiliated with a local organization shall pay state dues of \$15 and local dues as specified in the current local bylaws. State dues shall include a subscription to the official state publication.
- (c) **Senior Member Affiliated with a Local Organization**  
Each senior member affiliated with a local organization age 65 and older may elect to pay state dues of \$40 and local dues as specified in the current **local** bylaws. State dues shall include a subscription to the official state publication.
- (d) **Member at Large**  
Each member ( not affiliated with a local organization) shall pay state dues of \$50. Included in the state dues allocation is a subscription to the official state publication.
- (e) **Senior Members at Large**  
Each senior member ( not affiliated with a local organization) age 65 and older may elect to pay state dues of \$40 rather than \$75 in state dues. Included in the state dues allocation is a subscription to the official state publication.

**SECTION 3.** Dues may be collected by the local organization; the state portion of the dues shall be remitted to the state treasurer monthly with the funds being due 10 days after the close of the month. Members of locals may also pay the state portion of their dues electronically through the BPWTN website if it allows online payment. In order to be in good standing, a member of a local who pays state dues online must pay the local portion of her dues to her local treasurer.

If BPW/TN employs an Administrative Assistant, the state dues would be remitted to the Administrative Assistant at the official address of BPW/TN.

**SECTION 4.** Members at Large may pay all their dues online, or may remit dues to the BPW/TN official address.

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

The fiscal year shall commence on the 1st day of July and shall end on the last day of June.

#### **ARTICLE X ORGANIZATION**

**SECTION 1.** BPW/TN shall be divided into three (3) regions, for the purpose of promoting state programs and promoting membership work. The regions shall afford a contact between local organizations and the state organization.

**SECTION 2.** Each region shall have a director who shall be elected at the annual state convention after the endorsement of her local organization. Regional directors shall be members of the state executive committee and the board of directors. A term of office shall be one (1) year, or until a successor is elected. A Regional director shall have served as area coordinator, district director, local organization president, or as a member of the executive committee.

**SECTION 3.** It shall be the duty of the regional director to:

- (a) Act as a liaison officer between districts and the state organization.
- (b) Serve as a member of the state executive committee.
- (c) Serve as a member of the state board of directors.
- (d) Plan a meeting of the local organizations in the fall, not later than September 15, to discuss program objectives for the year. This meeting may be held by teleconference call. Time and place to be determined by the Regional Director but subject to the approval of the state president.

**SECTION 4.** Regional meetings shall be held in the spring, time and place to be determined by the regional directors, subject to the approval of the state president.

**SECTION 5.** Each region shall be divided into such districts as may be set up and approved by the board of directors. If any region does not contain two (2) or more districts, it shall be considered as having one district, and the regional director shall function as the district director of the region.

District directors shall be elected at the spring regional meeting after the written endorsement of her local organization. A majority of all votes cast shall elect.

**SECTION 6.** Regional planning meetings shall be held not later than September 15, time and place to be determined by the regional director subject to the approval of the state president.

#### **ARTICLE XI OFFICERS**

**SECTION 1.** The officers of BPW/TN shall be a president, a president-elect, a first vice president, a second vice president, a secretary, and a treasurer.

**SECTION 2.** A term of office shall be one year. No officer shall serve in the offices of president-elect, first vice president and second vice president more than one term consecutively.

**SECTION 3.** Officers shall take office at the close of the annual convention and shall serve until the close of the following annual convention or until their successors are duly elected. If an officer commits misconduct or grossly neglects the duties of her office and a motion to rescind the officer's election is adopted by the Executive Committee then the membership shall vote on the motion to rescind. A majority of all votes cast will create a recission. In this instance an electronic and/or mail vote is permitted. The vote shall be submitted no later than 2 weeks after the Executive Committee action. Votes shall be returned within two weeks of submission.

**SECTION 4.** Vacancies in office shall be filled as follows:

- (a) In the event of death, resignation, or incapacity of the president, the first vice president shall become president for the unexpired portion of the term.
- (b) A vacancy in the office of the president-elect shall remain unfilled, and a special election for president shall be held at the next annual convention.
- (c) Vacancies in offices other than president and president-elect shall be filled for the unexpired term by the president with the approval of the executive committee.

**ARTICLE XII  
NOMINATIONS**

**SECTION 1.** The nominating committee:

- (a) shall be composed of a chair and two (2) members, each of whom must reside in a different region of the state.
- (b) The committee shall be elected by the board of directors at the Interim Board and shall elect its own chair.
- (c) Nominations may be submitted to the state president no later than fifteen (15) days prior to Interim Board or nominations may be made from the floor. Committee members must be Members of Local (MOL) in good standing.
- (d) The committee will begin functioning immediately and will cease to exist at the following convention when election results for all offices are completed.

**SECTION 2.** To be eligible for all state offices, a candidate must:

- (a) Be in good standing;
- (b) Officially and publicly support the state legislative platform;
- (c) To be able to serve as a line officer—president, president-elect, vice president--have been president of a local organization, current or past, in Tennessee.

To be eligible for any state office or regional director, a member of a local organization (MOL or SOL) (a) must have been a member of BPW/TN for at least two (2) years as of the convention at which they are a candidate; and (b) shall submit the Official Data Form for Candidates for Office showing the written endorsement of her local organization.

To be eligible for nomination for a state office, a member at large must submit an Official Data Form for Members at Large listing her qualifications and have been a member of BPW/TN or the Tennessee Federation of Business and Professional Women for at least two (2) years as of the convention at which they are a candidate. A Member at Large is not eligible for the office of Regional Director.

**SECTION 3.** At least one hundred twenty (120) days prior to the annual convention, the chair of the nominating committee shall publish in the official state publication and on the website the request for nominations and qualifications of individuals for state office. The appropriate Official Data Form shall be returned to the chair of the nominating committee not later than sixty (60) days preceding the next annual convention.

**SECTION 4.** At least forty-five (45) days prior to the annual convention, the chair of the nominating committee shall compile and publish in the official state publication and on the website a list of qualified candidates, with summaries of qualifications and a recent photograph.

**SECTION 5.** The chair of the nominating committee shall notify members statewide within thirty (30) days after the filing date of any office for which no nominations have been received.

**SECTION 6.** The chair of the nominating committee shall immediately inform local organizations in the event a vacancy occurs in the office of president-elect and request nominations for the office of president.

**SECTION 7.** The nominating committee shall verify eligibility of candidates endorsed by local organizations. For offices with no candidates, committee members may actively solicit candidates and may nominate candidates. The committee must report all candidates who submit the proper forms and meet qualifications for the respective offices indicated on their papers.

**SECTION 8.** No name may be placed on the ballot without the consent of the individual.

**SECTION 9.** The report of the nominating committee shall be submitted to the convention body at the first business meeting of the convention, following which nominations may be made from the floor. Candidates nominated from the floor must provide the appropriate Official Data Form to the chair of nominations. The convention credentials committee chair shall verify the status of the candidate's good standing to the chair of nominations. The names of those so nominated shall be placed on the ballot. Candidates for office shall address the convention body for not more than three (3) minutes. Immediately following there may be held a candidates' forum presided over by the nominating committee chair.

### **ARTICLE XIII ELECTIONS**

- SECTION 1.** A president-elect, a first vice president, a second vice president, a secretary, a treasurer and three (3) regional directors shall be elected at each annual convention for a term of one year or until their successors are elected. No one shall serve in the offices of president-elect, first vice president, and second vice president more than one term consecutively.
- SECTION 2.** A majority of all votes cast for a particular office shall constitute election.
- SECTION 3.** Six months or longer shall be a term of office when determining eligibility for re-election, except for the first vice president serving the unexpired term of the president.
- SECTION 4.** Rules for elections and campaigns found in the Handbook shall govern the candidates' election activities.
- SECTION 5.** Ballots will be distributed to qualified voters as certified by the credentials committee. (See Article XVII, Sections 2-4).

### **ARTICLE XIV DUTIES OF OFFICERS**

- SECTION 1.** The president shall be the principal officer of the state organization and shall:
- (a) preside at the annual convention, at meetings of the board of directors and the executive committee;
  - (b) be an ex-officio member of all committees except the nominating committee;
  - (c) appoint standing committee chairs, sub committee chairs and members, a parliamentarian and legal advisor, and other appointments as need arises with the approval of the executive committee.
  - (d) appoint such committees as are needed to facilitate the board meetings and convention, such as tellers, registration, credentials, etc.
  - (e) send to each local organization the official call to the state convention at least thirty (30) days prior to the first day of the convention;
  - (f) require each local organization to submit names and addresses of local organization officers and chairs immediately following the annual state convention to the secretary;
  - (g) interpret the BPW Foundation programs, policies, procedures and objectives to the state organization;
  - (h) insure that a coordinated program, including projects and activities, shall be developed for the ensuing year in accordance with the objectives of BPW Foundation;
  - (i) oversee the bonding of the treasurer and other persons entrusted with the handling of funds or property of BPW/TN.
- SECTION 2.** The president-elect shall:
- (a) act as the representative of the president when requested;
  - (b) other than the Nominating Committee, serve as an ex-officio member of all committees .
  - (c) appoint a parliamentarian and standing and special committees to serve during the president-elect's term of office as president, subject to the approval of the executive committee sixty (60) days prior to state convention;
  - (d) serve in such capacities as assigned by the president.
  - (e) hold a meeting of the executive committee-elect after the election at state convention to begin the business of the next term;

**SECTION 3** 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 as chair of the standing committee for which best qualified;
- (d) serve in such capacities as assigned by the president;

**SECTION 4.** The second vice president shall:

- (a) perform the duties of the president in the absence of the president and the first vice president;
- (b) serve as chair of the standing committee for which best qualified;
- (c) serve in such other capacities as assigned by the president.

**SECTION 5.** The secretary shall:

- (a) Keep accurate minutes of the proceedings of all meetings of the annual convention, the board of directors and the executive committee;
- (b) Transcribe and submit the minutes of the above meetings to a committee composed of the president-elect, second vice president, and treasurer for approval within thirty ( 30) days of the adjournment of the meeting; and distribute copies to each entity as appropriate. Copies of minutes may be posted on the web site in lieu of hard copies. Copies of Executive Committee minutes are to be given only to Executive Committee members.
- (c) Distribute to the executive committee, the board of directors, past state presidents, bylaws chair, handbook chair, and historian copies of appropriate minutes at the direction and approval of the state president who presided at said meeting. Minutes of executive committee meetings will be distributed only to members of the executive committee, except for their inclusion in the complete record of the organization to be submitted to the archives at the end of the organization year.
- (d) Conduct the correspondence of the state organization at the direction of the president;
- (e) Issue all necessary notices and calls for as directed by the president;

**SECTION 6.** The treasurer shall be responsible for all monies of the state organization, and shall:

- (a-1) ensure that all Interim Board/Convention monies are deposited in an account known as the Interim Board/Convention bank account in a bank or banks as selected by the treasurer and approved by the executive committee. First consideration should be given to a banking system with branches across Tennessee. The state president shall be a signatory on this bank account. The Interim Board/Convention bank account will be a separate bank account from all other funds.
- (a-2) deposit other BPW/TN monies in a new account known as the Working Fund in a bank or banks as selected by the treasurer and approved by the executive committee. The state president shall be a signatory on this bank account.
- (a-3) ensure BPW/TN special account(s) shall remain on deposit at the official bank of the organization.
- (b) give a bond, premium to be paid from state funds, sufficient to cover the maximum amount of money anticipated to be in the treasury;
- (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 original bills and properly executed vouchers. Ensure appropriate bank accounts are charged. Comply with the auditor's requirements that any check for expenses incurred during the organization year will be dated NO LATER than June 30;
- (e) submit proper tax forms to state and/or the U.S. government in a timely manner;
- (f) serve as a member of the finance committee with no vote;
- (g) deliver to the successor funds and securities no later than June 30 as designated/authorized by State Convention action(s);
- (h) no later than forty-five (45) days after the close of State Convention, deliver to the Finance committee all financial records required for audit.

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

**SECTION 8.** Each officer, standing or special committee chair or task force chair shall know the financial responsibility of her position and shall fulfill that responsibility in a timely fashion so that there will be no penalties suffered by BPW/TN or its membership.

**SECTION 9.** Each officer shall perform such other duties as are prescribed in these bylaws, the handbook, and by the parliamentary authority.

## **ARTICLE XV BOARD OF DIRECTORS**

**SECTION 1.** The board of directors shall consist of the executive committee, standing committee chairs, Governance chair, immediate past state president, parliamentarian, and the presidents of the local organizations of the state. If the local organization president cannot attend, a representative may be authorized to act in their name. The parliamentarian shall have no vote.

**SECTION 2.** All members of the board of directors must:

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

**SECTION 3.** The board of directors shall transact business of the state organization between conventions and shall:

- (a) adopt policies and procedures of the state organization;
- (b) adopt an annual budget at the pre-convention board;
- (c) elect annually a nominating committee of three at the interim board;
- (d) determine place and date of the annual convention and regular meetings of the board of directors;
- (e) make recommendations to the convention body regarding regions;
- (f) when asked, review proposals and award contracts;
- (g) ensure financial review of previous Treasurer's books done by Interim Board;
- (p) approve method of distribution of *Achiever*

**SECTION 4.** Meetings of the board of directors shall be held:

- (a) immediately preceding and immediately following the annual convention;
- (b) in the fall between conventions which shall be referred to as Interim Board,
- (c) when called by the president with approval of the executive committee,
- (d) when called by a petition signed by at least one third of the board members, at least two of whom shall be elected officers,
- (e) notice for regular meetings of the board shall be given in writing through the *Achiever* or through first class mail no less than thirty (30) days prior to the meeting date,
- (f) notice for called meetings of the board shall be given in writing either by e-mail or first-class mail no less than twenty-one (21) days in advance of the meeting date. The notice for a called meeting must state time, date, location, and specific items to be discussed. Board members may waive the 21 day requirement when speed is a factor.

**SECTION 5** At the request of the President, a vote of the Board of Directors may be taken by mail, facsimile (fax), or e-mail. Such vote shall have the force and effect of a vote taken at a face-to-face meeting. The Secretary's records shall contain an accurate record of all such votes.

**SECTION 6.** No member shall have more than one vote, and no voting by proxy shall be allowed.

**SECTION 7.** A quorum shall be the members who are present and registered when the roll is called, provided three (3) are members of the executive committee. However, in no case may a quorum be less than one-third of the members of the board.

**SECTION 8.** The board of directors shall report to the convention body the business transacted by the board since the previous convention.



**ARTICLE XVI  
EXECUTIVE COMMITTEE**

**SECTION 1.** The executive committee shall consist of the state officers and regional directors. The parliamentarian may be invited to attend executive committee meetings without vote.

**SECTION 2.** The executive committee shall transact the business of the state organization between meetings of the board of directors in all areas except those specifically reserved in these bylaws to other entities. Specific duties shall be to:

- (a) ensure that the treasurer and other persons entrusted with the handling of funds or property of the state organization be sufficiently bonded;
- (b) approve the treasurer's selection of the bank or banks to be used by the state organization;
- (c) ensure that a financial review of the treasurer's records is performed and consider the comments and suggestions of the review committee for changes necessary in financial policies;
- (d) may establish special committees as needed;
- (e) ratify appointments of standing committees, special committees, and other appointments where approval is required;
- (f) establish hours the polls shall be open for election of officers, and ensure these are printed in the Call to Convention;
- (g) report to the board of directors the business transacted by the executive committee since the previous meeting of the board of directors; and
- (h) if a contract is necessary, recommend the best contract for approval by the Board of Directors.
- (i) may hire an administrative assistant, adopt the job description and set the compensation. This position shall be covered by the bond.
- (j) may hire a wdbmaster, adopt the job description and set the compensation. This position shall be covered by the bond.

**SECTION 3.** Meetings of the executive committee shall be held:

- (a) preceding the annual convention and the interim board of directors meeting;
- (b) when called by the president; or,
- (c) when called by a majority of the executive committee upon written notice to every member; and
- (d) meetings may be by teleconference.
- (e) notices for called meetings (paragraphs b, c, and d) shall be given in writing through first-class mail at least ten (10) days prior to the proposed meeting date. This notice must specify the date, time, location and business to be discussed. However, notice may be sent by e-mail and/or telephone so long as each member of the executive committee acknowledges receipt of notice and waives in writing the requirement for written notice of at least ten (10) days. The waivers signed by the committee should be attached to the minutes of the called meeting.

**SECTION 4.** A majority of the voting members shall constitute a quorum for a meeting of the executive committee.

**SECTION 5** A vote of the Executive Committee may be taken by mail, facsimile (fax), teleconference or e-mail. Such vote shall have the force and effect of a vote taken at a face-to-face meeting. The Secretary's records shall contain an accurate record of all such votes.

**SECTION 6.** In the event of a state or national emergency declared by the Governor of Tennessee or the President of the United States which affects Tennessee, the executive committee will set up the machinery to carry on the business of the state organization.

**ARTICLE XVII  
STANDING COMMITTEES**

**SECTION 1.** The standing committees of the state organization shall be finance, issues management, and membership.

**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 and
- (b) Officially and publicly support the state legislative platform

**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 (3) consecutive years on the same committee. Each committee shall have at least one member from each region of the state.

**SECTION 4.** The finance committee shall be composed of a chair and at least two (2) members in addition to the ex-officio members. A sub-committee on Fundraising shall be appointed with a chair and two members. The President and President-Elect shall serve ex-officio. The Treasurer is a member without vote.

- (a) the members of the finance committee shall be chosen for their financial experience and knowledge.
- (b) perform a financial review of the treasurer's records for the previous term and prepare a report of the findings to be presented to the executive committee meeting before the Interim Board, and to the Interim Board. After the Board of Directors' approval of the financial review, the committee will ensure that all proper tax forms are filed
- (c) prepare the annual budget for presentation to the board of directors at the pre-convention board meeting, have general supervision of all expenditures, and assist local organizations in developing sound financial policy and procedures
- (d) the committee will review financial policies and procedures and recommend changes as need arises

**SECTION 5.** The Issues Management/Legislation committee shall be composed of a chair, a vice-chair for legislation, and three (3) members. The three members shall each reside in a different region of the state. The chair or vice-chair shall reside in close proximity to the State Capital.

(a) It shall be the duty of this committee to plan and implement the program for the current year. The committee shall develop a coordinated program, projects, and activities for the ensuing year in accordance with the objectives of BPW/TN. To this end, the following areas of concentration shall each have a sub-committee with chair appointed: Legislation, Foundation, Individual Development, Day on the Hill, and Equal Pay. The program platform shall be presented to the Pre-convention Board of Directors for adoption.

(b) The vice-chair for legislation and that sub-committee shall prepare the legislative platform which shall be the source and inspiration for the program platform. This legislation platform shall be adopted by the convention body.

**SECTION 7.** The membership committee shall be composed of a chair and the regional directors. Additional members may be appointed at the discretion of the president. It shall be the duty of the membership committee to promote, expand, stabilize, and orient the membership. In addition, the following areas of concentration shall each have a sub-committee with chair and at least two members appointed: Mentoring and Young Careerist.

**SECTION 8.** There shall be a Governance Committee which has the status of a standing committee only in that its chair has a vote on the Board of Directors and in convention. This committee shall handle all business related to bylaws and Handbook.

## **ARTICLE XVIII STATE CONVENTION**

**SECTION 1.** Business and Professional Women, Inc. shall hold an annual state convention, the place and date to be determined by the board of directors.

**SECTION 2.** Any member in good standing may register to attend an annual convention but voting shall be limited to accredited delegates who have paid a full registration fee.

**SECTION 3.** Members not paying a full registration fee may not vote in the election or business meeting.

**SECTION 4.** No member shall have more than one vote and no voting by proxy shall be allowed.

**SECTION 5.** One third (1/3) of the voting members shall constitute a quorum provided that four (4) are members of the executive committee and at least one third (1/3) of the local organizations are represented

**SECTION 6.** It shall be the purpose of the state convention to:

- (a) receive reports of the officers and chairs for the preceding year;
- (b) elect officers for the ensuing term;
- (c) act on recommendations, resolutions and other business presented;
- (d) adopt a state legislative platform;
- (e) consider proposed changes in state bylaws;

**SECTION 7.** Annual reports of the state officers and reports on meetings of the board of directors and of the work of the standing committee chairs shall be given to the convention body. "Given" in this situation means that unless there is a recommendation which requires a vote, no oral report is required. Reports shall be published in the state publication, on the web site, or printed for the convention folio. Annual reports of local organization presidents shall be provided in sufficient numbers for distribution to the board of directors, published on the web site, or printed in the *Achiever*.

## **ARTICLE XIX RESOLUTIONS**

All resolutions, except courtesy resolutions, offered for consideration at any meeting of the organization shall have been previously approved by action of a local organization, a BPW/TN standing or special committee or task force, a region or the Executive Committee. The resolution shall be referred to the Governance Committee for review, and shall be referred to the Executive Committee and Board of Directors, whichever is most appropriate for their information before presentation to the membership. Between conventions, the resolution shall be submitted to the entire membership for vote. A vote may be taken by mail or email. A majority of the membership must agree to the resolution for adoption. However, only the Board of Directors may make changes to policy and procedures for the organization.

## **ARTICLE XX PUBLICATION**

**SECTION 1.** BPW/TN shall publish an official publication.

**SECTION 2.** The editor of the state organization publication shall be:

- (a) appointed by the president with the approval of the executive committee;
- (b) accountable to the executive committee;

**SECTION 3.** The president may appoint a circulation manager of the official state publication subject to approval of the executive committee.

**SECTION 4.** All funds relative to the publication shall be handled through the office of the state treasurer. The funds for the publication shall be included in the state budget.

## **ARTICLE XXI PARLIAMENTARY AUTHORITY**

The rules of parliamentary procedure comprised in the most recent edition of *ROBERT'S RULES OF ORDER NEWLY REVISED* shall govern all proceedings of the state organization, the board of directors, and the executive committee, subject to such special rules as have been or may be adopted.

## **ARTICLE XXII AMENDMENTS**

**SECTION 1.** Amendments to these bylaws may be proposed by the board of directors, the executive committee, a region, a local organization or a committee.

**SECTION 2.** All proposed amendments shall be sent in writing to the state president with a copy to the Governance Committee chair at least sixty (60) days before the annual convention. All proposed amendments shall be appended to the call for the annual convention.

**SECTION 3.** The chair of Governance shall present all proposed amendments to the board of directors at the next board meeting following submission for information only.

**SECTION 4.** Proposed amendments shall require a two-thirds (2/3) vote for adoption.

**SECTION 5.** A 9/10ths vote shall be required for approval of any amendment proposed from the floor of the convention without prior presentation to the board of directors. Such amendment must be submitted in writing to the Governance Chair and must be read to the convention on the opening day of the convention. The convention shall not vote on the amendment until the next day.

**SECTION 6.** When an amendment is adopted to the state bylaws which affects local organization bylaws, each local organization shall automatically amend its bylaws to conform.

**SECTION 7.** The Governance committee shall be authorized to correct article and section designations, punctuation, and cross-reference and to make such other technical and conforming changes as may be necessary to reflect the intent of the convention body. This committee will keep the updated and official copy of the document, and if requested, provide such to the web site.

### **ARTICLE XXIII 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 organization, region, a BPW local organization, 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. None of the assets will be distributed to any member, officer or trustee of this organization.

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