



Business and
Professional
Women/TN

Business and Professional Women
of
Tennessee, Inc.
(BPW/TN)

MODEL LOCAL ORGANIZATION BYLAWS

Effective June 2013

The model local organization bylaws are drafted and adopted by the state board of directors. Provisions amending the Model Local Organization Bylaws go into effect immediately upon enactment unless otherwise specified at the time of enactment by the Board.

[The provisions underlined in the model local organization bylaws are mandatory to insure that local bylaws shall be in conformity with state bylaws. **These mandatory items should also be underlined in your local organization bylaws.**]

[Notes, indented on both sides and designated in [...] are for guidance only and need not be included in the official bylaws of a local organization.]

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ARTICLE I NAME

The name of this local organization shall be the ... (local organization's name) ... Business and Professional Women of ... (city or town) ... (state) ... [you may also want to indicate affiliation with the ... (state organization)].

[Note: *The local organization name should be the name of the community or be of geographic or historic interest or have some identifiable meaning to those who are not members.*]

ARTICLE II MISSION AND OBJECTIVES

Section 1 The mission of this local organization 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 This local organization shall be nonsectarian, nonpartisan, and nonprofit.

Section 2 The mission, objectives and policies and procedures of BPW/TN 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/TN. Membership categories shall be:

- [a] Member (MOL)
Membership shall be open to all individuals.
- (b) Student (SOL)
Individuals enrolled in college or a university, or any other accredited educational institution above the high school level.

[Note: Student membership is not mandatory at local organization levels. Local organizations having student members should make provisions for local organization membership privileges.]

- Section 2 Membership in this local organization shall be all-inclusive for membership in the Business and Professional Women of Tennessee, Inc. (BPW/TN)
- 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) members and/or student members;
 - (b) Shall not be an integral part of any other national or state organization; and
 - (c) Shall insure that the local organization bylaws are current and not in conflict with state bylaws and policies.
- Section 2 Should membership fall below five (5) members and/or student members, this local organization shall be dropped from the state organization at the end of the second fiscal year.

ARTICLE VII DUES

- Section 1 Dues are payable upon acceptance for membership and renewable annually on the first day of the following month.
- Any member paying state dues through the state website must pay local dues to the local treasurer to remain in good standing.
- Section 2 Member Affiliated with a Local Organization (MOL)
Senior Member Affiliated with a Local Organization (65 years of age or older)
- Annual dues for each member or senior member affiliated with a local organization shall include local 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.

[Note: For local organizations adopting a student membership category, the following is a mandatory provision. Local organizations having student membership should make provisions for state and local organization dues.]

- Section 3 Student (SOL)
- Annual dues for each student affiliated with a local organization shall include local 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.
- Section 4 An entrance fee of \$... shall be paid by each new member. (See Appendix for current amount.)
- Section 5 A continuing member is one whose dues are paid in the same local organization through the close of the previous fiscal year.
- Section 6 A member is in good standing only when local organization and state dues are paid.
- Section 7 Any member who does not pay dues within ... (number) days of annual renewal date shall be removed from the local organization roster.

[Note: Local organization should determine its own date for removal of names from the roster.]

Section 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 and state.

ARTICLE VIII FISCAL RESPONSIBILITY

Section 1 The fiscal year shall commence on the __ day of __ and shall end on the __ day of __

<p>[Note: The state organization's fiscal year should be considered when establishing fiscal dates.]</p>

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 [name them by title], 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 ... (specify month) 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 (specify month).

<p>[Note: It is suggested that local organization officers be elected prior to state convention.]</p>
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Section 2 To be eligible to serve as an officer, a member must:

(a). Be in good standing and

(b). Officially and publicly support the state legislative platform.

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 organization;
 - (e) Authorize all expenditures in accordance with financial policies of the local organization;
 - (f) Be responsible for sending to ... (person designated by the state organization):
 - (1) The names and addresses of all officers and chairs immediately following their election or appointment;
 - (3) An immediate report of all changes affecting the above item;
 - (g) Prepare an annual report for distribution to the members of the Board of Directors of the state organization at the annual convention of BPW/TN.
 - (h) Serve as the official representative of the Local Organization at the annual meetings of the state Interim Board of Directors and Convention.
- 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) ... (Local organization may assign other duties); and
 - (d) Serve in such other capacities as assigned by the president.
- 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) ... (Local organization may assign other duties); and
 - (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 both the president and the first vice president;
 - (b) ... (Local organization may assign other duties); and
 - (c) Serve in such other capacities as assigned by the president.

Section 5 The secretary shall:

[Note: Some local organizations may wish to expand the number of persons on the local executive committee and split these responsibilities into two secretarial positions, i.e., a recording and corresponding secretary, and should assign responsibilities accordingly; additional duties may also be assigned by the local to the secretary(ies).]

- (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 and addresses of all members;
- (d) Pay all bills upon the written authorization of the president and/or ... (name any other person who may authorize payment of bills if desired by the local organization);
- (e) Keep an itemized record, in a permanent file, of all receipts and expenditures;
- (f) Forward promptly to the ..[state treasurer...BPW/TN official address] all monies payable to BPW/TN and state dues for all 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 ... day of the month unless otherwise ordered by the local organization or the executive committee.

[Note: A local organization may decide on the frequency and time of its meetings.]

Section 2 The regular ... (specify month) 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 At the request of the President, a vote of the Board of Directors may be taken by mail, facsimile (fax) 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.
- Section 6 A majority of the voting members shall constitute a quorum.
- Section 7 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 At the request of the President, a vote of the Executive Committee may be taken by mail, facsimile (fax) 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.
- Section 6 A majority of the voting members shall constitute a quorum for a meeting of the executive committee.
- Section 7 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.

[**Note:** There may be added standing committees, as the local organization requires.]

Section 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

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 state objectives. The committee shall meet immediately after appointment to consider the annual program suggested by the state organization 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 organization. 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 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 with in the membership, and organize and coordinate the individual development program.

ARTICLE XVI REPRESENTATION

- Section 1 Any member in good standing who has paid a full convention/conference registration fee, shall have voting privileges at the state convention of the Business and Professional Women of Tennessee, Inc. (BPW/TN).
- Section 2 No individual shall have more than one vote and no voting by proxy shall be allowed.
- Section 3 This local organization shall be entitled to three (3) delegates to the annual spring regional meeting.

[Note: This provision should be added for LOs in regions divided into districts.]

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 state bylaws which affects local organization 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 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 the Business and Professional Women, Inc. (BPW/TN), a BPW/TN district or region, a BPW/TN local organization, or a BPW/TN 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. (Procedural steps are defined in the BPW/TN Handbook of Policies and Procedures.)

SAMPLE APPENDIX -- DUES

[Note: Local Organizations should use the following table as a guideline, inserting into the proper locations the specifics of their own dues structure, i.e., the amount of the state dues; make sure that these are changed in the appendix each time there is a formal dues increase at any level. Also, make sure that all of the figures add up to the total amount due.

Also some local organizations may charge a one –time “initial” fee when a member joins the local. This amount should be included on this table. If the local has student members, specify if they pay a new member fee.]

Per Member Affiliated With A Local Organization	Effective 7/1/09 Annual Amount
BPW/Local Amount (Includes subscription to local publication)	\$10.00
BPW/State Amount (Includes subscription to state publication)	\$50.00
Total Amount	\$60.00
Per Senior Member Affiliated With A Local Organization	Effective 6/13/10 Annual Amount
BPW/Local Amount (Includes subscription to local publication)	\$10.00
BPW/State Amount (Includes subscription to state publication)	\$40.00
Total Amount	\$50.00
Per Student Affiliated With A Local Organization	Effective 7/1/09 Annual Amount
BPW/Local Amount (Includes subscription to local publication)	\$5.00
BPW/State Amount (Includes subscription to state publication)	\$15.00
Total Amount	\$20.00

Per New Member (one-time fee)	To Local Organization	\$5.00
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