

# **BYLAWS**

**MARYLAND FEDERATION OF  
BUSINESS AND PROFESSIONAL  
WOMEN'S CLUBS, INC.  
(BPW/MD)**

**Revised July 2007**

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# BYLAWS MARYLAND FEDERATION OF BUSINESS AND PROFESSIONAL WOMEN'S CLUBS, INC.

The provisions underlined in the state bylaws are mandatory to insure that local organization and state bylaws shall be in conformity with national bylaws.

## ARTICLE I

### Name

The name of this organization shall be the Maryland Federation of Business and Professional Women's Clubs, Inc. of the National Federation of Business and Professional Women's Clubs, Inc. of the United States of America, hereinafter referred to as BPW/USA.

## ARTICLE II

### Mission

The mission of this federation shall be to achieve equity for all women in the workplace through advocacy, education and information. 7/97

## 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 NFBPWC.

## ARTICLE IV

### Policies

- Section 1. The Maryland Federation shall be nonsectarian, nonpartisan, and nonprofit.
- Section 2. The mission and objectives of this federation shall in every case be the mission and objectives of all units thereof. 7/98
- Section 3. The policies and procedures of BPW/USA as applicable to state federations shall in every case also be the policies and procedures of this federation and all units thereof.

## ARTICLE V

### Membership

- Section 1. Membership shall be held by individuals who support the mission and objectives of BPW/USA. 7/97, 7/98
- Membership categories shall be:
- a. Member (7/07)  
Membership shall be open to all individuals. 7/96
  - b. Student  
Individuals enrolled in college or a university at least half time as defined by the institution attended, or any other accredited educational institution above the high school level.
- Section 2. Members and student members shall belong to local organizations that are members of BPW/USA through the state federations. 7/97, 7/07
- Section 3. Local organizations acquiring membership in the state federation automatically become affiliated with the National Federation of Business and Professional Women's Clubs, Inc. of the United States of America (BPW/USA).
- 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. (7/05)

## 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 twenty percent (20%) of whom must be employed unless the new local organization is comprised solely of students. 7/98, 7/07
  - b. It is not an integral part of any other organization;
  - c. It submits local organization bylaws not in conflict with state and national 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. 7/97, 7/98, 7/07
- 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. 7/97, 7/07

- Section 4. A local organization applying for membership in this federation shall forward to the Maryland Federation treasurer all documents and dues required by the state and national federations.
- Section 5. The bylaws shall be approved by a person designated by the state president (bylaws chair) whose responsibility it is to insure that there are no provisions in conflict with the National Articles of Incorporation and Bylaws. Any conflict shall be resolved in accordance with National Federation policy and procedures. 7/97
- Section 6. When a local organization has met all state and national requirements, a charter signed by the national president is transmitted to the state president for countersignature and presentation to the local organization.
- Section 7. Proposed amendments to the bylaws of any local organizations, with the exception of mandatory changes (See Art. XIX, Sec. 8) shall be sent to the person designated by the state president (bylaws chair) for review and approval. Any conflict shall be resolved in accordance with the National Federation policy and procedures. 7/97

## **ARTICLE VII**

### State Federation Requirements

- Section 1 A state federation\* is eligible for admission to BPW/USA if: (7/07)
- a. It consists of three or more eligible local organization (US. Territories or possessions are eligible for admission if they consist of one or more eligible local organizations);
  - b. It submits state bylaws not in conflict with national bylaws and policies; and
  - c. It is approved by two-thirds vote of the national board of directors.
- Section 2 To remain in good standing, a state federation must maintain one (1) or more local organizations. (7/07)
- Section 3 A state federation whose local organizations fall below one (1) shall be dropped at the end of the second fiscal year. (7/07)
- Section 4 State federations shall be solely responsible for compliance with applicable state laws regarding corporate mergers and/or dissolutions. (7/07)
- Section 5 If the State Federation chooses to dissolve or no longer exist, a local organization within that State shall be a local organization of BPW/USA. (7/07)

\*The term "state federation" shall apply to a single state, commonwealth, territory, District of Columbia or a possession of the United States or to a combination of two or more aforementioned federations. (7/07)

## **ARTICLE VIII**

### Dues

- Section 1. Dues are payable upon acceptance to membership and renewable annually on the first day of the following month. 6/1/93

- Section 2. Dues for members shall be:
- a. Member Affiliated with a Local Organization (7/07)  
Annual dues for each member affiliated with a local organization shall include local, state and national dues as specified in the current respective bylaws. (See Appendix for current amount.) State dues shall include a subscription to the official state publication. (7/07)
  - b. Student Member Affiliated with a Local Organization (7/07)  
Annual dues for each student member affiliated with a local organization shall include local, state and national dues as specified in the current respective bylaws. (See Appendix for current amount.) State dues shall include a subscription to the official state publication. (7/07)
- Section 3. Each local organization shall pay national annual conference dues of ten dollars (10.00). (7/06)

## **ARTICLE IX**

Fiscal Year

The fiscal year shall commence on the 1st day of June and shall end on the 31st day of May.

## **ARTICLE X**

Officers

- Section 1. The officers of the Maryland Federation shall be a president, a president-elect, a vice-president, a secretary, and a treasurer. 9/04
- Section 2. A term of office shall be one year.
- Section 3. Officers shall take office at the close of the annual conference and shall serve until the close of the following annual conference and/or until their successors are duly elected.
- Section 4. An officer may be removed from office for nonperformance of duties as set forth in the bylaws and standing rules upon the recommendation of the executive committee and the approval of the board of directors.
- Section 5. Vacancies in office shall be filled as follows:
- a. In the event of death, resignation, incapacity or removal 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 conference.
  - 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 XI

### Nominations and Elections

- Section 1. A nominating chairman shall be elected at the annual conference.
- Section 2. A president-elect, a vice-president, a secretary, and a treasurer shall be elected by ballot at each annual conference. In the case of a dual slate, the vote will be taken by written ballot; if there is a single slate, the secretary may be instructed -- through a motion by a voting member of the body -- to cast a ballot for that slate as presented. 5/93, 9/04
- Section 3. To be eligible for the office of president, a candidate must:
- a. Be in good standing and;
  - b. Be employed and;
  - c. Officially and publicly support the national legislative platform.
- To be eligible for all other offices, a candidate must:
- a. Be in good standing and;
  - b. Officially and publicly support the national legislative platform.  
(7/06)
- Section 4. Nominations may be made from the conference floor provided a candidate has a written local organization delegation endorsement and biography.
- Section 5. The president and president-elect shall be eligible to serve only one term in the same office. In other offices, no person shall be eligible to serve more than two consecutive terms in the same office (with the exception of the 2001 – 2002 fiscal year office of Treasurer being extended to three years 04/2001).
- Section 6. A majority of all votes cast for a particular office shall constitute election.
- Section 7. Candidates competing for the same office must receive a minimum of 25% of the votes cast to continue to the next ballot. 5/96
- Section 8. Six months or longer shall be a term of office when determining eligibility for re-election, except for the vice-president serving the unexpired term of the president. 9/04

## ARTICLE XII

### Duties of Officers

- Section 1. The president shall be the principal officer of the state federation and shall:
- a. preside at the annual conference, 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 a resident agent as needed (see Standing Rules-Resident Agent, Item 4) to maintain continuity and submit the necessary notification of appointment to the State Department of Assessments and Taxation;
- d. serve as a member of the national board of directors as the official representative of the state; 7/97 **(NOTE: As a result of governance changes approved at the July 2007 convention, this section will be eliminated at the close of the 2008 convention)**
- e. insure that the names and addresses of all state officers and committee chairs are sent to the national executive office immediately after their election or appointment; 7/97
- f. require each local organization to submit names and addresses of local organization officers and chairs by June 1 to the state president who shall forward the names of local organization presidents to the national executive office promptly; 7/97
- g. inform the national nominations chair of the names and qualifications of members in the state endorsed for national office;
- h. interpret the BPW/USA program, policies, procedures and objectives to the state federation; 7/97
- i. insure that a coordinated program, including projects and activities, shall be developed for the ensuing year in accordance with the objectives of BPW/USA.

Section 2. The president-elect shall:

- a. act as the representative of the president when requested;
- b. select and present for approval to the executive committee, prior to the winter board of directors' meeting, those members to be appointed as committee chairs for the following year; 7/97
- c. act as federation planning chair to develop and coordinate the national and state federation programs for the ensuing year; hold a planning meeting with the committee chairs to structure the program outline for the coming year; 5/05
- d. prepare a program booklet to be presented to all members of the board prior to the end of the state conference.

Section 3. The vice-president shall: 5/04, 5/05

- 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, incapacity or removal of the president;
- c. perform duties as assigned by the president.

Section 4. The secretary shall:

- a. record and transcribe the proceedings of the annual conference, the board of directors and the executive committee meetings and distribute same within thirty (30) days; 7/97

- b. the retiring secretary shall transcribe and submit the minutes of the following listed meetings to the board of directors within thirty (30) days of the adjournment of the annual conference: pre-conference executive committee meeting, pre-conference board of directors' meeting, and annual conference.
- c. carry on the correspondence of the state federation at the direction of the executive committee and the board of directors. 9/04

Section 5. The treasurer shall be responsible for all monies of the state federation and shall: 9/04

- a. deposit immediately all monies belonging to the state federation in the name of the Maryland Federation of Business and Professional Women's Clubs, Inc. in banks or accounts approved by the executive committee;
- b. be responsible for immediate remittance to BPW/USA of all monies payable to BPW/USA. These monies are to be submitted with the forms supplied by the national executive office: 7/97
- c. file federal (Form #990) and state (Form #1) and other necessary tax returns when due, providing a copy of same to the audit committee, to the resident agent, and to the president;
- d. serve as an ex-officio member of the finance committee.

Section 6. Each officer, except the treasurer, shall deliver to the records chairman at conference, all accounts, records, books, papers, and other property belonging to the state federation. 9/04

### **ARTICLE XIII**

#### Board of Directors

Section 1. The board of directors shall consist of the elected officers, chairmen of standing and special committees, presidents of the local organizations or their duly authorized representatives, and past state presidents who are members in good standing.

Section 2. To be eligible to serve as state president, a member must:

- a. Be employed and
- b. Be in good standing and
- c. Officially and publicly support the national legislative platform.

(7/06)

Section 3. All other members of the board of directors must:

- a. Be in good standing and
- b. Officially and publicly support the national legislative platform.

(7/06)

- Section 4. The board of directors shall transact business of the state federation between conferences as follows:
- a. adopt the standing rules of the state federation;
  - b. take action at any board of directors' meeting on proposed endorsements of members from the state federation for national office. If necessary, the delegates at a National Conference shall be authorized to endorse a member for National office;  
7/97
  - c. approve date and place of the annual conference no later than the annual board meeting; 5/02
  - d. review proposed amendments to the state bylaws and determine those to be presented to the conference body for consideration no later than the annual board of directors' meeting. 5/02
- Section 5. Meetings of the board of directors shall be held:
- a. if necessary, immediately following the annual conference;
  - b. on an annual basis; 5/02
  - c. when called by the president with approval of the executive committee or when called by 30 percent of the board. Such notice must designate time, place and purpose of the meeting and be given at least two weeks in advance of the date for which the meeting is called.
- Section 6. At the written request of the president, a vote of the board of directors may be taken by mail, email, or facsimile, which shall have the force and effect of a vote taken at a meeting, according to *Robert's Rules of Order Newly Revised*. 5/05
- Section 7. No member shall have more than one vote, and no voting by proxy shall be allowed.
- Section 8. A majority of the voting members registered must be present in the meeting room in order for a quorum to be established, provided that two are members of the executive committee and at least one half of the local organizations are represented.
- Section 9. In a state or national emergency, declared by the Governor of Maryland or by the President of the United States, the board of directors shall set up machinery to carry on the business of the state federation.

## **ARTICLE XIV**

### Executive Committee

- Section 1. The elected officers shall constitute the executive committee.
- Section 2. The executive committee shall transact the business of the state federation between meetings of the board of directors. Specific duties shall be to:
- a. ensure that the treasurer and other persons entrusted with the handling of funds or property of the state federation be sufficiently bonded;

- b. insure that quarterly audits are performed by an audit committee;
- c. ratify appointments of the resident agent, standing committees, special committees, and other appointments where approval is required;
- d. report to the board of directors the business transacted by the executive committee since the previous meeting of the board of directors; 7/97
- e. create a special committee when necessary to carry out a specified task which does not fall within the responsibility of any standing committee. 5/95

Section 3. Meetings of the executive committee shall be held:

- a. when called by the president;
- b. when called by a majority of the executive committee upon written notice to every member; 7/97
- c. by conference call of the president or by a majority of the members of the executive committee.

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

Section 5. A vote of the executive committee may be taken by mail, email, or facsimile at the written request of the president. Such vote shall have the force and effect of a vote taken at a meeting, according to *Robert's Rules of Order Newly Revised*--under "vote by mail." 9/04

## ARTICLE XV

### Standing Committees

Section 1. The standing committees of the state federation shall be conference, finance, foundation, individual development (4/2001), issues management, legislation, membership, planning, and young careerist. 9/04

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 in good standing and
- b. Officially and publicly support the national legislative platform

(2/06)

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

- a. Be in good standing and
- b. Officially and publicly support the national legislative platform

(2/06)

- Section 4. Committee chairs and members shall be appointed for a term of one year and may be re-appointed. No person shall serve for more than three consecutive years on the same committee.
- Section 5. The conference chair (the federation vice-president) shall plan, supervise and direct the preparations for the annual conference of the federation as approved by the executive committee. 7/97, 9/04
- Section 6. The finance committee shall be composed of a chair, the federation president-elect, and at least three (3) members, when feasible. 5/02
- The finance chair shall serve as a member ex officio without vote on all committees whose programs require the expenditure of monies.
- It shall be the duty of the committee to prepare an annual budget for the federation, to have general supervision of all expenditures, and to assist local organizations in developing a sound financial policy.
- Section 7. The foundation chair shall promote interest in and support of the National Business and Professional Women's Foundation.
- Section 8. The Individual Development Committee shall be composed of a Chair and at least three (3) members, when feasible. 5/02 It shall be the duty of the Individual Development Committee:
- a. encourage participation in Individual Development programs in Local Organizations,
  - b. organize and coordinate the Individual Development program. 04/2001
- Section 9. The legislation committee shall be composed of a chair and at least four (4) members, when feasible. 5/02
- The legislation chair shall be the representative to serve on the national legislative platform committee.
- The chair shall present the national legislative platform to the conference body for discussion and recommendations.
- The committee shall implement the legislative programs adopted by BPW/USA and the state federation.
- Section 10. The membership committee shall be composed of a chair and at least six (6) members, when feasible. 5/02
- It shall be the duty of the committee to promote, expand, stabilize, and orient the membership.
- Section 11. The planning committee shall be composed of a chair (the federation president-elect) and her/his appointed committee chairs.
- Section 12. The young careerist committee shall be composed of a chair and at least three (3) members, when feasible. 5/02 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 XVI**

### State Conference

- Section 1. The federation shall hold an annual conference.
- Section 2. The voting body shall be any member in good standing who has paid a full convention/conference registration fee. (2/06)
- Section 3. No member shall have more than one vote and no voting by proxy shall be allowed.
- Section 4. A majority of the voting members registered must be present in the meeting room in order for a quorum to be established, provided that two are members of the executive committee and at least two-thirds of the local organizations are represented. 7/97
- Section 5. The order of business shall be determined by an agenda adopted at the beginning of the conference. 7/97
- Section 6. It shall be the purpose of the state conference to: 7/97
- a. receive reports of the officers and chairmen for the preceding year;
  - b. act on proposed state and national bylaws, legislative platforms, recommendations, resolutions, and other business presented;
  - c. elect officers for the ensuing term;
  - d. elect a representative and an alternate to serve on the national legislative platform committee; 7/97, 5/05
  - e. adopt an annual budget. 7/9

## **ARTICLE XVII**

### Parliamentary Authority

The rules of parliamentary procedure comprised in the current edition of *Robert's Rules of Order Newly Revised* shall govern all proceedings of the state federation, the board of directors, and the executive committee, subject to such special rules as have been or may be adopted.

## **ARTICLE XVIII**

### Liability Coverage

The Maryland Federation shall purchase and maintain liability insurance coverage in the minimum amount of one million dollars (\$1,000,000). 5/05

## ARTICLE XIX

### Amendments

- Section 1. Amendments to these bylaws may be proposed by the board of directors, the executive committee, a local organization, or the bylaws committee.
- Section 2. All proposed amendments shall be sent in writing to the state president with a copy to the bylaws chair by three (3) weeks prior to the annual board meeting. 5/02, 9/04
- Section 3. The board of directors shall review all proposed amendments no later than the annual board of directors' meeting. It shall determine those amendments to be presented to the conference body for consideration. Such amendments shall be appended to the Call to Conference. 9/04
- Section 4. An amendment properly presented to the board of directors but not approved for presentation to the conference body may be brought to the conference floor by a majority vote. Such proposed amendment shall be submitted in writing to the secretary at the beginning of the first business session and shall be read to the conference body before the close of that session. 9/04
- Section 5. Proposed amendments shall require a two-thirds vote for adoption.
- Section 6. A unanimous vote shall be required for approval of any amendment proposed from the floor of the conference without prior consideration by the board of directors. Such amendment must be submitted in writing to the bylaws chair and must be read to the conference at a meeting preceding that at which a vote is to be taken.
- Section 7. When an amendment is adopted to the national bylaws which affects state bylaws, the state bylaws and the Model State Bylaws shall be automatically amended to conform. (7/06)
- Section 8. When an amendment is adopted to the national or state bylaws which affects local organization bylaws, each local organization shall automatically amend its bylaws to conform.
- Section 9. All amendments to these bylaws, with the exception of mandatory changes, shall be sent to the national bylaws chair for review then forwarded to the national executive office for filing. Any conflict shall be resolved in accordance with national federation policy and procedure. 7/97
- Section 10. The bylaws committee shall be authorized to correct article and section designations, punctuation and cross-references and to make other editorial changes necessary to reflect the intent of the conference body. 5/93

## ARTICLE XX

### 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 federation, a BPW district (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. 7/97

[Note: Procedural steps are defined in the BPW/USA *Handbook of Policies and Procedures*.]

## DUES APPENDIX

<b>Per Member (Affiliated with a Local Organization)</b>	<b>Effective 10/1/07 Annual Amount</b>	<b>Effective 10/1/09 Annual Amount</b>
BPW/Local Amount (Includes subscription to local publication)	Per LO	Per LO
BPW/State Amount (Includes subscription to state publication)	\$15.00	\$15.00
BPW/USA Amount (Includes subscription to Nat'l publication)	\$60.00	\$65.00
Total Amount	\$75.00 + LO	\$80.00 + LO
<b>Per Student (Affiliated with a Local Organization)</b>	<b>Effective 10/1/07 Annual Amount</b>	<b>Effective 10/1/09 Annual Amount</b>
BPW/Local Amount (Includes subscription to local publication)	Per LO	Per LO
BPW/State Amount (Includes subscription to state publication)	\$12.00	\$12.00
BPW/USA Amount (Includes subscription to Nat'l publication)	\$21.00	\$22.75
Total Amount	\$43.00 + LO	\$44.75 + LO