



BPW/Oldham County By-Laws

Revision March 2005

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BPW/Oldham County BYLAWS

ARTICLE I NAME OF ORGANIZATION

Section 1. The name of this local organization shall be Business and Professional Women/Oldham County. (Hereafter known as BPW/Oldham County.)

Section 2. BPW/Oldham County shall be affiliated with the State Federation, known as BPW/KY and the National Organization known as BPW/USA.

Section 3. Initiation fees, dues, endowments and such other sources of revenue shall support BPW/Oldham County, as the Board of Directors shall consider necessary and desirable.

Section 4. Chartered as a non-profit institution under the applicable laws of the Commonwealth of Kentucky, and it shall have no capital stock.

ARTICLE II MISSION STATEMENT, PURPOSES, POWERS AND GOALS

(a) Mission Statement(s)

Section 1. National Mission Statement: The mission of this local organization shall be to achieve equity for all women in the workplace through advocacy, education and information.

Section 2. Local Mission Statement: To empower women through professional and personal growth while enriching Oldham County by supporting and enabling organizations to embrace our community's needs.

(b) Purposes

Section 1. To give, donate and contribute money to, or in support of, any of the activities the organization may elect to sponsor.

Section 2. To act as a leading advocate for all women, especially working women.

Section 3. To solicit and receive monies or donations on behalf of charitable and/or non-profit organizations supporting Oldham County.

Section 4. To extend opportunities to business and professional women through

- (a) Networking
- (b) Education
 - (1) Promoting awareness of members' vocational affiliations.

ARTICLE III NATIONAL 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. This local organization shall be nonsectarian, nonpartisan and non-profit.

Section 2. The mission objectives, and policies and procedures of the state and national federations 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/USA, BPW/KY and BPW/Oldham County.

Membership categories shall be:

- (a) Active
Membership shall be open to all individuals who live in or have affiliation with Oldham County. Membership shall be available to any individual who does not have access to a BPW organization.

Section 2. Membership in this local organization shall be all-inclusive for membership in:

- (a) The Kentucky Federation of Business and Professional Women (BPW/KY);
- (b) The National Federation of Business and Professional Women's Clubs of the United States of America (BPW/USA).

Section 3. A member in good standing may request by letter to the current Treasurer, transfer from BPW/Oldham County to another BPW organization. A letter from the local organization Treasurer as proof of good standing is required.

Section 4. BPW/Oldham County 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 BPW/OLDHAM COUNTY REQUIREMENTS

Section 1. BPW/Oldham County, to remain in good standing with BPW/KY and BPW/USA:

- (a) Shall maintain a membership of at least five (5) active members;
- (b) Shall not be an integral part of any other national organization; and
- (c) Shall insure BPW/Oldham County bylaws are current and not in conflict with state and national bylaws and policies.

Section 2. Should membership fall below five (5) active members, this local organization shall be dropped from the state and national federations at the end of the second fiscal year.

ARTICLE VII DUES

Section 1. National, state and local dues are payable upon application for membership and dues are renewable annually on the first day of the following month.

Section 2. Annual dues for each active member 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.

Section 3. Each local organization shall pay national annual convention dues of ten dollars (\$10.00). National convention dues shall be postmarked to BPW/USA by June 15 of each year.

Section 4. A continuing member is one whose dues are paid in the same local organization through the close of the previous fiscal year.

Section 5. A member is in good standing only when BPW/Oldham County, state and national dues are paid.

Section 6. Any member who does not pay dues within 60 days of annual renewal date shall be removed from BPW/Oldham County's roster.

Section 7. 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, state and national.

ARTICLE VIII FISCAL RESPONSIBILITY

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

Section 2. An Auditor shall be selected and announced by the President at the June meeting. The Auditor shall audit the treasurer's records and shall submit a report to the BPW/Oldham County at the July meeting.

Section 3. Signatures of both the Treasurer and a member of the organization Board of Directors will be required for all checks written in any amount of \$250.00 or more.

Section 4. An annual general budget shall be presented to the membership by the June meeting.

ARTICLE IX OFFICERS

Section 1. The officers shall be a President, a President-Elect, Vice President(s), a Recording Secretary, a Corresponding Secretary, a Treasurer and Treasurer-Elect.

Section 2. A term of office shall be one year.

Section 3. Officers shall assume their duties immediately following the May 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 April. They will be installed at the annual meeting in May.

Section 2. Only individuals who are members in good standing shall be eligible for office.

Section 3. At the December business meeting, the President shall announce a nominating committee of at least three members. The nominating committee shall present to the membership at the February 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 president-elect shall become the president for the unexpired portion of the term;
- (b) The executive committee (See Article 14) shall fill vacancies in offices other than president for the unexpired term.

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] as needed;
- (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 and national federations;
- (e) Authorize all expenditures in accordance with financial policies of the local organization;
- (f) Be responsible for sending the following information to BPW/KY Executive Assistant:
 - (1) The names and addresses of all officers and chairs immediately following their election or appointment;
 - (2) An immediate report of all changes affecting the above items.

- (g) Maintain the key to the U.S. Post Office Box.
- (h) Preserve in a permanent file all records and letters of value to the local organization and its officers.
- (i) Serve in such capacity as the needs of the local organization dictates.

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) Serve as Membership Chair;
- (d) Serve in such other capacities as assigned by the President.

Section 3. The Vice President of Programs shall:

- (a) Perform the duties of the President in the absence of both the President and President-Elect;
- (b) Become President for the unexpired term in case of death, resignation, or incapacity of the President and the President-Elect;
- (c) Coordinate speakers at each meeting as needed.
- (d) Serve in such capacities as assigned by the President.

Section 4. The Recording Secretary shall:

Take and record accurate minutes of the proceedings of all meetings of the local organization, the board of directors, and the executive committee.

Section 5. The Corresponding Secretary shall:

- (a) Conduct the correspondence of the local organization;
- (b) Coordinate with the Catering chairman on number of reservations for the monthly meetings;
- (c) Control, maintain and monitor the permanent reservation list for monthly meetings;

- (d) Send monthly report to Treasurer of all permanent reservations status members not in attendance at monthly meeting for billing purposes;
- (e) Maintain current membership roster by coordinating with Treasurer and annually distribute to current membership only, not later than the October meeting. Addendums to be issued by the May meeting if necessary.

Section 6. The Treasurer shall:

- (a) Have charge of all monies of BPW/Oldham County and shall report thereon at all meetings;
- (b) Collect all monies coming into BPW/Oldham County from whatever source and give a proper receipt therefore;
- (c) Forward monthly sign in sheets to appropriate members;
- (d) Pay all bills;
- (e) Keep an itemized record, in a permanent file, of all receipts and expenditures;
- (f) Forward promptly to the State Treasurer all monies payable to BPW/KY; forward promptly to BPW/USA all funds payable to the national federation and all local, state and national dues for all new members;
- (g) Incoming Treasurer must submit all above records to the Auditor immediately following the June meeting;
- (h) Deliver to the successor (Treasurer-Elect) within 15 days after exiting the office, all books, records, a financial statement, and papers, requesting receipt therefore;
- (i) Train the Treasurer-Elect;
- (j) Maintain back up key for the U.S. Post Office Box;
- (k) Be bonded.

Section 7. The Treasurer-Elect shall:

- (a) Serve for one year under the Treasurer to learn said position;

- (b) When elections are held and a new Treasurer-Elect is installed, the current Treasurer- Elect assumes the position of Treasurer. Treasurer-Elect may not serve as Treasurer-Elect for more than one term, unless the Treasurer is elected into the position for an additional term;
- (c) To assist the Treasurer in the Performance of their duties;
- (d) Be bonded;
- (e) Serve in other capacities as assigned by the President or Treasurer.

Section 8. 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.

Section 9. In the event that any officer fails to perform their specific duties as indicated in the by-laws, they shall be relieved of their duties by the President at the direction of the Executive Committee.

ARTICLE XII MEETINGS

Section 1. Regular meetings shall be held monthly on the 4th Tuesday of the month unless otherwise ordered by the local organization or the Executive Committee with a nominal fee charged.

Section 2. Special meetings may be called by the president or by any member provided all members are notified, by the member requesting the special meeting, of time, place and purpose of such meeting.

Section 3. Majority members present, in good standing, shall constitute a quorum.

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

Section 5. A permanent reservation status is made available to all members.

- (a) Members. By requesting this status, a member is relieved of the responsibility of confirming their attendance on a monthly basis. Attendance will be assumed unless the member contacts the Catering Chair or Corresponding Secretary by close of business five days prior to the meeting day. Members with a permanent reservation status will be invoiced the usual and customary amount if they do not attend a monthly meeting unless they place a cancellation by the cut-off time.

- (b) Non-members. At the time a reservation is made, non-members will be asked for mailing/contact information and will be informed of our cancellation policy. Billing for non-members will NOT begin until their second non-cancelled reservation. Every effort will be made to confirm with that person prior to cut-off date. If they do not attend that meeting, communication will be SENT reminding them of our cancellation policy.
- (c) Guest of members. Members will be responsible for their invited guests' reservations. There is no charge to a guest for their first attendance at our meeting.
- (d) Walk Ins. Attendees without reservations will be invited to stay for the meeting at no charge. They will be served a meal if there are sufficient no shows.

ARTICLE XIII BOARD OF DIRECTORS

Section 1. The elected officers and standing committee chairs shall constitute the Board of Directors of the Organization.

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 by-laws;
- (d) Transact any business between meetings of the local organization and report thereon at the next business meeting of the local organization;
- (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 two meetings during the year, dates to be determined by the Board at its first meeting, to be held within 30 days of installation of officers.

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. A majority of the voting Board members shall constitute a quorum.

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

ARTICLE XIV EXECUTIVE COMMITTEE

Section 1. The (7) elected officers of BPW/Oldham County 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. A majority of the voting Executive Board members shall constitute a quorum for a meeting of the Executive Committee.

Section 5. No Executive Board 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 BPW/Oldham County shall be Publicity (a.k.a., public relations), Catering, annual fundraiser(s), Scholarship, and adhoc committees (i.e. By-Laws) as necessary.

Section 2. Only individuals, who are active members in good standing, shall be eligible to serve as standing committee chairs.

Section 3. Committee chairs and members shall be appointed for a term of one year and may be re-appointed.

Section 4. The Catering Committee shall be comprised of as many members as the Chairman deems necessary. It shall be the duty of the Catering Committee to coordinate dinner reservations with Corresponding Secretary, ensure dinner is ordered and served;

Section 5. The By-Laws Committee shall be composed of a Chair and 2 members. It shall be the duty of the By-Laws Committee to review the by-laws as requested or as needed. The Committee shall make recommendations and submit revisions to the membership for approval.

Section 6. The Public Relations Committee shall be composed of a Chair and additional members, if necessary. It shall be the duty of the Public Relations Committee to present national, state and local programs and activities through available news media, including BPW State and National publications. Also, the Committee is responsible for coordinating with the Fall Ball Chairman and Scholarship Chairman for the publicity of their respective events.

Section 7. The annual fundraiser committee shall be composed of a Chair and such sub committee chairs as deemed necessary. It shall be the duty of the fundraiser(s) committee to advertise and select the non-profit Oldham County organizations to be presented to membership for selection of recipient, coordinate the entire event to ensure profits are made for a non-profit organization.

Section 8. The Scholarship Committee shall be composed of a Chair and such sub committee chairs as deemed necessary. It shall be the duty of the Scholarship Committee to solicit applications from Oldham County High School senior females for application for our scholarships, coordinate the entire event to ensure profits are made.

ARTICLE XVI REPRESENTATION

Section 1. The local organization shall have representation at the state convention of BPW/KY as follows:

The voting body at the state convention shall be any individual who has paid a full conference registration fee and is a member in good standing. The local organization president who has served the year preceding the convention shall be a member of the state board of directors.

Section 2. The local organization shall have representation at the annual convention of BPW/USA as follows:

The voting body at the national convention shall be any individual who has paid a full conference registration fee and is a member in good standing.

Section 3. No individual shall have more than one vote and no voting by proxy shall be allowed.

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 Board of Directors, and the Executive Committee, subject to such special rules as have been or may be adopted.

ARTICLE XVIII AMENDMENTS

Section 1. The Board of Directors, the Executive Committee or a member in good standing may propose amendments to these by-laws, at which time a By-Laws Committee will be appointed.

Section 2. All proposed amendments shall be presented by the By-Laws Committee to the Board of Directors for their review prior to presentation to the local organization.

Section 3. All proposed amendments shall be sent in writing to every member at least ten (10) days before they are to be voted upon.

Section 4. These bylaws may be amended by a majority 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 national or state bylaws, which affects local organization bylaws, the local organization shall automatically amend its bylaws to conform. Any conflict shall be resolved in accordance with state and national federation policy and procedure.

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

Appendix Dues

Per Active Member	Annual Amount
Total Amount	\$80.00
To BPW/USA	\$50.00
To BPW/KY	\$14.00
Including:	
State Publications (KY Cardinal)	\$4.00
General Administration	\$10.00
To District/Region	\$1.00
To BPW/Oldham County	\$15.00

March 13, 2005