

Making Connections with the



TAR HEEL WOMAN

SPECIAL EDITION

NEW FEDERATION BY-LAWS

FOR

BPW/NC

Volume 92, Issue 8

SPECIAL EDITION

JUNE 13, 2017

TAR HEEL WOMAN

**is a publication of North Carolina Business &
Professional Women's Club**

BPW/NC Officers 2016-2017

President: Marsha Riibner-Cady - Virginia Dare

Vice President: Elva Graham - Wayne-Duplin

Treasurer: Jo Naylor - Triad

Recording Secretary: Michelle Evans - Triangle/Henderson

Parliamentarian: Jazmin Caldwell - Concord-Cabarrus

Immediate Past State President - Marsha Riibner-Cady - Virginia Dare

MAKING CONNECTIONS

FOLLOW BPW/NC

- * Website: <http://www.bpw-nc.org/>**
- * Facebook: <https://www.facebook.com/BPWNorthCarolina>**
- * Coming Soon: Pinterest for BPW/NC**

SPECIAL EDITION

BPW COLLECT

Keep us, O God, from pettiness; let us be large in thought, in word, in deed.

Let us be done with fault-finding and leave off self-seeking.

May we put away all pretense and meet each other face to face -- without self-pity and without prejudice.

May we never be hasty in judgment and always generous.

Let us take time for all things; make us to grow calm, serene, gentle.

Teach us to put into action our better impulses, straightforward and unafraid.

Grant that we may realize it is the little things that create differences, that in the big things of life we are at one.

And may we strive to touch and to know the great common human heart of us all, and, O Lord God, let us forget not to be kind!

-- Mary Stewart, April 1904

BPW/NC Mission Statement

The mission of BPW/NC is to provide professional and personal growth opportunities and to promote equity in the workplace.

BPW/NC Objectives

Improve outreach to North Carolina women to ensure membership growth of both local clubs and the Federation

Promote program opportunities and resources for personal and professional growth for members across North Carolina

Advocate for North Carolina working women and their families

Promote structural changes to improve the effectiveness and efficiency of the Federation

**be the change you want to see...
in**

BPW

Are you ready to roll up your sleeves?

Are you willing to do some Spring Cleaning?

**Are you able to honor our past while
FOCUSING on our future?**

If you answer is “YES!!!”

**contact
Marsha Riibner-Cady
State President BPW/NC
immediately**

**BPW/NC needs a diverse team
of members to create and implement
the strategic plan
that will move us into
our next 100 years!**

2017

Proposed

Bylaws

Amendments

On May 15, 2017, the BPW/NC Board of Directors met to review proposed amendments to the BPW/NC Bylaws, and determine which amendments would be approved for presentation to the Membership Body for consideration.

On May 26, 2017, the polls opened for voting.

On June 8, 2017, the polls were officially closed, and your votes were tallied.

Current	Proposed	Rationale						
Article V: Membership, Section 1								
Section 1 Membership shall be held by individuals who support the mission of BPW/NC. Membership categories shall be: (a) Member Membership shall be open to all individuals. (b) Student member Individuals enrolled at least half time in a college, a university, or any other accredited educational institution above the high school level. (c) Member at Large (d) Life member	Section 1 Membership shall be held by individuals who support the mission of BPW/NC. Membership categories shall be: (a) Member Membership shall be open to all individuals. (b) Student member Individuals enrolled at least half time in a college, a university, or any other accredited educational institution above the high school level. (c) Member at Large (d) Life member (e) Past State President Adoption of this amendment predicates a new line item in Appendix 1 – Dues: <table><tr><td>BPW/NC PAST STATE PRESIDENT</td><td>Effective 7/01/2017</td></tr><tr><td>BPW/NC Amount</td><td>Annual Amount</td></tr><tr><td></td><td>\$0.00</td></tr></table>	BPW/NC PAST STATE PRESIDENT	Effective 7/01/2017	BPW/NC Amount	Annual Amount		\$0.00	In recognition of service.
BPW/NC PAST STATE PRESIDENT	Effective 7/01/2017							
BPW/NC Amount	Annual Amount							
	\$0.00							
Article VI: Club Requirements, New Section 8								
	Liability Policy/Insurance. Each local Club that occupies or owns premises, where meetings and/or other events are held or rented for, shall purchase and maintain insurance or indemnity protection. This includes, but is not limited to, Property Liability Protection and Personal Liability Protection, that covers the property, any incidents or occurrences on the property, any bodily harm and medical limits per person and/or occurrence. The limit of liability for such coverage shall be no less than one (1) million dollars per claim/occurrence. The insurance obtained should protect any premises referenced above, as well as any claim that may extend to BPW/NC and its agents, due to the operation and possessing the premises. This includes, but is not limited to, from and against all costs, losses, claims, demands, suits, actions, payments and judgments, including legal and attorney fees, arising from personal or bodily injuries, property damage or otherwise, however caused, brought or recovered against any of the above that may arise for any reason from or during or be alleged to be caused by the local Club's use/occupancy of said facility. The local Club shall be required to have guests and/or visitors of the property, who are participating in any activity (i.e. including but not limited to dancing, aerobics, construction, repair of premises, parties, celebratory events, etc.), sign a waiver of liability that encompasses the local Club and BPW/NC against any loss.	To protect the interest of BPW/NC and its members						

Current	Proposed	Rationale
Article VII: Dues, Section 1		
Dues are payable upon acceptance to membership and renewable annually on the first day of the following month.	Dues are payable upon acceptance to membership and renewable annually on the last day of the month the member joined.	To align the local and state membership documents.
Article X: Officers, 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 and installed	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 installed	Correct typographical that impacts intent/meaning.
Article X: Officers, Section 4(b)		
In case of the death or resignation of the President, President-elect , and the Vice President, creating concurrent vacancies in these three (3) offices, a meeting of the Board of Directors shall be called by the Secretary to elect a successor to the presidency.	In case of the death or resignation of the President, President-elect , and the Vice President, creating concurrent vacancies in these two (2) offices, a meeting of the Board of Directors shall be called by the Secretary to elect a successor to the presidency.	To remove reference to President-elect office <u>which no longer exists</u> , and clarify references in the Section.
Article X: Officers, Section 4(c)		
Vacancies in offices other than President and President-elect , except as provided for in ARTICLE X, Section 4(c), shall be filled for the unexpired term by the President with the approval of the Executive Committee	Vacancies in offices other than President and Vice President , except as provided for in ARTICLE X, Section 4(c), shall be filled for the unexpired term by the President with the approval of the Executive Committee	To remove reference to President-elect office <u>which no longer exists</u> .
Article XI: Nominations, Section 5		
No name shall be presented for an office unless the nominee had given written consent and has been endorsed by the nominee's Club. Members at Large may be endorsed by the BPW/NC Executive Committee.	No name shall be presented for an office unless the nominee had given written consent.	Historical issues with obtaining the endorsement documents have prompted the removal of this step in the nominations process.
Article XII: Elections, Section 4		
Article XII – Elections Section 4 – Only candidates who have served as Club President and/or at least one (1) term on the BPW/NC Board of Directors shall be eligible for election to the BPW/NC office of President-elect or Vice President	Article XII – Elections Section 4 – Only candidates who have served as Club President and/or at least one (1) term on the BPW/NC Board of Directors shall be eligible for election to the BPW/NC office of President or Vice President	To remove reference to President-elect office which no longer exists, and providing for active election of the office of President.

Current	Proposed	Rationale
Article XII: Elections, Section 7		
The Chair of the Credentials Committee shall furnish to the Elections Committee, not less than two (2) hours before the opening of the polls, verification of the accredited voters. This Committee shall consist of not less than three (3) members appointed by the President.	The Chair of the Credentials Committee shall furnish to the Elections Committee, not less than forty-eight (48) hours before the opening of the polls, verification of the accredited voters. This Committee shall consist of the Treasurer and at least two (2) members appointed by the President. This Committee shall consist of not less than three (3) members appointed by the President.	Time change is in keeping with modern methods of communication. Change of Committee members streamlines the process by including the main "go-to" person from whom information about the nominees is required.
Article XIII: Duties of Officers, Section 1(e)		
Require each Club to submit names and addresses of Club Officers and Chairs by June 1 (or another designated date) to the President Elect .	Require each Club to submit names and addresses of Club Officers and Chairs by June 1 (or another designated date) to the Secretary ;	To remove reference to President-elect office which no longer exists, and aligning with assigned duties.
Article XIII: Duties of Officers, Section 6		
All Officers, and the Chairs of Standing and Special Committees, and Task Force members shall submit a written annual report to the President by a date specified by the President.	All Officers, Chairs of Standing and Special Committees, Task Force Chairs and Chair of the Board of Trustees shall submit a written annual report to the President by a date specified by the President.	Consistency of Report Requirements (see Article XX Section 2).
Article XV: Board of Directors, New Section 4		
	<p>Terms of Service:</p> <ul style="list-style-type: none"> (a) All board terms are for one year. (b) All board members can only serve for a maximum of three (3) years consecutively without taking a hiatus for at least one year. (c) During the hiatus from the original board position, that board member can serve in a different capacity. (d) After the hiatus of at least one year, the individual is eligible to serve on that original board position. (e) On the board roster, the person's term will be noted next to their name, to make it easier for everyone to remember how long they've been on the board and/or when their term ends. <p>Example: Jane Moon (Term 2 ends January 2012)</p>	<p>Term limits provide a non-confrontational way to ease ineffective board members off the board; also, to ease burnout and to provide continuity in the board.</p> <p>On the board roster, the person's term will be noted right next to their name, to make it easier for everyone to remember how long they've been on the board and/or when their term ends.</p>
Article XV: Board of Directors, New Section 13		
	<p>Any board member may be removed at any time with or without cause by a majority vote of the board of directors. The removal process should only be utilized after the alternate options listed below have been exhausted, to no avail.</p> <p>1. Alternate options to removal:</p> <ul style="list-style-type: none"> (a) Personal Intervention: In lieu of removal, the President and/or the Executive Committee may request the board member in question to resign. (b) Leave of Absence: In lieu of removal, the President and/or the Executive Committee may request that the board member in question take a leave of absence, in order to resolve the issues. <p>Term limits. See Article XV Section 4</p>	Occasionally, a board member may need to be removed, due to a conflict of interest (whether personal or otherwise), unethical behavior, or behavior that has become so obstructive that the board is prevented from functioning effectively. Removal procedures need to be implemented so that the board can operate effectively.

Current	Proposed	Rationale
Article XVI: Board of Trustees, Section 3		
A duly called meeting of the Board of Trustees Nominating Committee shall be hold prior to April 30. The Chair shall stipulate the time and place for such meeting and shall notify members in writing at least seven (7) days in advance of the meeting. The Committee must meet as a body at least once .	A duly called meeting of the Board of Trustees Nominating Committee shall be hold prior to April 30. The Chair shall stipulate the time and place for such meeting and shall notify members in writing at least three (3) days in advance of the meeting. The Committee must meet as a body at least one time .	To give other members the opportunity to serve the membership in a leadership capacity and to bring a "fresh set of eyes" to the Board of Directors.
Article XVI: Board of Trustees, Section 5		
The Board of Trustees shall meet during the Annual Convention at a time approved by the President for the purpose of organizing and electing a Chair and Secretary from its membership. The Chair of the Board of Trustees shall attend all meetings of the Board of Directors. In the event the Chair cannot attend, another Trustee may be designated to represent the Board of Trustees, without vote	The Board of Trustees shall meet at a time designated by the President for the purpose of organizing and electing a Chair and Secretary from its membership. The Chair of the Board of Trustees shall attend all meetings of the Board of Directors. In the event the Chair cannot attend, another Trustee may be designated to represent the Board of Trustees, without vote	Not all Board of Trustees members attend convention.
Article XVI: Board of Trustees, Section 7		
The Board of Trustees shall meet at least twice annually, other than the organization meeting held during the Annual Convention , and for such special meetings, subject to the call of the Chair, as may be required for the fulfillment of all duties, keeping accurate minutes of all meetings. The ex-officio members shall be given the same notification of all meetings and in the same manner as given to elected members of the Board of Trustees.	In addition to the organization meeting called by the President the Board of Trustees shall meet at least twice annually and for such special meetings, subject to the call of the Chair, as may be required for the fulfillment of all duties, keeping accurate minutes of all meetings. The ex-officio members shall be given the same notification of all meetings and in the same manner as given to elected members of the Board of Trustees.	To clarify intent and meaning.
Article XVI: Board of Trustees, Section 9		
Whenever the Board of Trustees becomes aware by notice or otherwise that the unappropriated cash in the BPW/NC general operating account exceeds \$10,000 the Board of Trustees may request and receive from the BPW/NC Treasurer all the unappropriated monies in excess of \$10,000 , giving a receipt therefore, and shall deposit the funds in one of the accounts selected for investment purposes by direction of the Board of Directors.	Whenever the Board of Trustees becomes aware by notice or otherwise that the unappropriated cash in the BPW/NC general operating account exceeds \$25,000 the Board of Trustees may request and receive from the BPW/NC Treasurer all the unappropriated monies in excess of \$25,000 , giving a receipt therefore, and shall deposit the funds in one of the accounts selected for investment purposes by direction of the Board of Directors.	The rising cost of doing business combined with necessary pre-convention funding commitments necessitates this change.

Current	Proposed	Rationale
Article XVI: Board of Trustees, Section 10		
The Board of Trustees shall exercise general supervision over the property of BPW/NC, including any sale, lease, purchase, exchange, gifts, bequests, memorials, or substantial alteration of BPW/NC's real estate, keeping an account of the same which shall show in detail the estimated value of such properly ; and shall make such additions or deletions as approved or ordered by Board of Directors	The Board of Trustees shall exercise general supervision over the property of BPW/NC, including any sale, lease, purchase, exchange, gifts, bequests, memorials, or substantial alteration of BPW/NC's real estate, keeping an account of the same which shall show in detail the estimated value of such property ; and shall make such additions or deletions as approved or ordered by Board of Directors	Correct typographical error that impacts meaning/intent.
Article XVI: Board of Trustees, Section 11		
The Chair of the Board of Trustees shall present a written report of activities at the Board of Directors meeting and to the Annual Convention body.	The Chair of the Board of Trustees shall present a written report of activities at the Board of Directors meeting and to the Annual Convention body as stated in Article XIII, Section 6.	Make the membership more aware of the function of the Board of Trustees and consistency with required reports.
Article XVI: Board of Trustees, New Section 14		
	Releasing a Board of Trustees member Refer to Article XV Section 13	Occasionally, a board member may need to be removed, due to a conflict of interest (whether personal or otherwise), unethical behavior, or behavior that has become so obstructive that the board is prevented from functioning effectively. Removal procedures need to be implemented so that the board can operate effectively.
Article XVII: Standing Committees, Section 1		
The Standing Committees of BPW/NC shall be Finance, Foundation, Issues Management , Legislation, Membership , Public Relations, and Young Careerist. <i>Section 6 The Issues Management Committee shall be composed of a Chair and the Club Issues Management Committee Chairs. The Issues Management Committee shall: (a) Develop and implement the coordinated programs, projects, and activities for the ensuing year in accordance with the objectives of BPW/NC.</i>	The Standing Committees of BPW/NC shall be Finance, Foundation, Legislation, Recruitment and Retention , Public Relations, and Young Careerist NOTE: Adoption of this amendment will predicate two additional, automatic changes to the Bylaws: (1) Removal of Section 6 from Article XVII, and renumbering the remaining sections (2) Changing all references of the "Membership" Committee to the "Recruitment and Retention" Committee	Rename Membership committee to be more in line with the duties of the committee. Further aligning the Bylaws work previously done.

Current	Proposed	Rationale
Article XVII: Standing Committees, Section 3		
Committee Chair and members shall be appointed for a term of one (1) year and may be reappointed. No person shall serve more than three (3) consecutive years on the same committee.	Committee Chair and members shall be appointed for a term of one (1) year and may be reappointed. No person shall serve more than three (3) consecutive years on the same committee and to not exceed more than six (6) years on the Board of Directors	To give other members the opportunity to serve the membership in a leadership capacity and to bring a "fresh set of eyes" to the Board of Directors.
Article XVII: Standing Committees, Section 8		
	New Subsections (c) Assist clubs with marketing messages and materials that are congruent with the BPW/NC Marketing message and plan; (d) Work closely with the Young Careerist Chair to encourage recruitment of young people into membership;	To further increase the interaction and benefits between the State and Local Clubs.
Article XVII: Standing Committees, Section 9		
The Public Relations Committee shall be composed of a Chair and the Club Public Relations Committee Chairs. The Public Relations Committee shall: (a) Interpret the BPW/NC programs through available communications media; (b) Direct the press, radio, and television services of BPW/NC; (c) Encourage wider use of the media. The Chair of the Public Relations Committee shall: (a) Publicize the Annual Convention; (b) Prepare a comprehensive report on the Annual Convention for publication in the TAR HEEL WOMAN.	The Public Relations Committee shall be composed of a Chair and the Club Public Relations Committee Chairs. The Public Relations Committee shall: (a) Work with the President and other committees to develop the marketing plan, message and suggested program calendar based on the goals and initiatives of the BPW/NC; (b) Assist state and local clubs with marketing messages and materials that are congruent with the BPW/NC marketing message and plan; (c) Direct press, radio, television and media services of BPW/NC; (d) Mentor state and local club members on wider use of media. The Chair of the Public Relations Committee shall: (a) Publicize the Annual Convention; (b) Prepare a comprehensive report on the Annual Convention for publication in the TAR HEEL WOMAN; (c) Prepare the annual programs calendar for publication/distribution.	To further increase the interaction and benefits between the State and Local Clubs.
Article XVII: Standing Committees, Section 10(a)		
Encourage recruitment of young people into membership;	Work closely with Recruitment and Retention Committee to encourage recruitment of young people into membership;	Coordinate efforts between committees.
Article XIX: Annual Convention, Section 2		
Expenses of the Annual Convention shall be defrayed by a registration fee, the amount to be established each year by the Annual Convention Planning Committee. The full registration fee shall be paid by all members attending any session of the Annual Convention.	Annual Convention expenses shall be defrayed by a registration fee, the amount to be established each year by the Annual Convention Planning Committee. A registration fee shall be paid by all members attending any session of the Annual Convention.	To make attending convention flexible and more affordable.

Current	Proposed	Rationale
Article XIX: Annual Convention, Section 6		
The order of business shall be determined by a program approved at the beginning of the Annual Convention by the convention body.	The order of business shall be determined by a program presented at the beginning of the Annual Convention.	In the interest of time at convention minor changes (e.g., spelling and grammatical errors) should not need approval; however, announcements will be made concerning larger changes (e.g., room changes, changes in the schedule, etc.).
Article XX: Annual Reports, Section 2		
Annual reports of the BPW/NC Officers, Standing Committee Chairs, Special Committee Chairs, Task Forces and the Chair of the Board of Trustees shall be distributed to the Board of Directors at the discretion of the BPW/NC President	Annual reports of the BPW/NC Officers, Standing Committee Chairs, Special Committee Chairs, Task Forces and the Chair of the Board of Trustees shall be distributed to the Board of Directors at the discretion of the BPW/NC President. Annual reports will also be submitted to and published in the Tar Heel Woman.	To be consistent with changes made in Article XIII, Section 6
Article XXIII: Amendments, Section 2		
Proposed amendments shall be documented and sent to the President and the Bylaws or Governance Chair at least thirty (30) days prior to a meeting of the Board of Directors. A special meeting of the Board of Directors may be called for the purpose of reviewing proposed bylaws amendments	Proposed amendments shall be documented and sent to the President and the Bylaws or Governance Chair at least fifteen (15) days prior to a meeting of the Board of Directors. A special meeting of the Board of Directors may be called for the purpose of reviewing proposed bylaws amendments.	To expedite the process at which business is conducted.

All proposed changes were passed by a vote of the BPW membership body through online and paper ballot.

The new Federation By Laws are officially in force as of June 10, 2017.



BY-LAWS

NORTH CAROLINA FEDERATION OF BUSINESS AND PROFESSIONAL WOMEN'S CLUBS, INCORPORATED

TABLE OF CONTENTS

ARTICLE I - NAME	3
ARTICLE II - MISSION.....	3
ARTICLE III - EMBLEM.....	3
ARTICLE IV - POLICIES.....	3
ARTICLE V - MEMBERSHIP	3
ARTICLE VI - CLUB REQUIREMENTS	4
ARTICLE VII – DUES.....	5
ARTICLE VIII - FISCAL YEAR	6
ARTICLE IX – REGIONAL EVENTS.....	6
ARTICLE X - OFFICERS	6
ARTICLE XI - NOMINATIONS.....	7
ARTICLE XII - ELECTIONS	7
ARTICLE XIII - DUTIES OF OFFICERS.....	8
ARTICLE XIV - EXECUTIVE COMMITTEE	10
ARTICLE XV - BOARD OF DIRECTORS	11
ARTICLE XVI - BOARD OF TRUSTEES.....	13
ARTICLE XVII - STANDING COMMITTEES	15
ARTICLE XVIII - SPECIAL COMMITTEES/TASK FORCES.....	17
ARTICLE XIX - ANNUAL CONVENTION.....	17
ARTICLE XX - ANNUAL REPORTS.....	18
ARTICLE XXI - <i>TAR HEEL WOMAN</i>	18
ARTICLE XXII - PARLIAMENTARY AUTHORITY	18
ARTICLE XXIII – AMENDMENTS	19
ARTICLE XXIV - DISSOLUTION	19

APPENDIX 1

BYLAWS OF
THE NORTH CAROLINA FEDERATION
OF
BUSINESS AND PROFESSIONAL WOMEN'S CLUBS, INCORPORATED

ARTICLE I - NAME

The name of this organization shall be the North Carolina Federation of Business and Professional Women's Clubs, Incorporated, hereinafter referred to as BPW/NC.

ARTICLE II - MISSION

The mission of BPW/NC is to provide personal and professional growth opportunities and to promote equity in the workplace.

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 BPW/NC shall be nonsectarian, nonpartisan, and nonprofit.

Section 2 The mission of BPW/NC shall in every case be the mission and objectives of all units thereof.

Section 3 BPW/NC shall be solely responsible for compliance with applicable state laws regarding corporate mergers and/or dissolutions.

ARTICLE V - MEMBERSHIP

Section 1 Membership shall be held by individuals who support the mission of BPW/NC.

Membership categories shall be:

- (a) Member
Membership shall be open to all individuals.
- (b) Student member
Individuals enrolled at least half time in a college, a university, or any other accredited educational institution above the high school level.
- (c) Member at Large
- (d) Life member
- (e) Past State President

Section 2 Members and student members shall belong to Clubs which are members of BPW/NC.

In the absence of a Club within a reasonable geographic area, an individual may apply to BPW/NC for status as a Member at Large with voting rights and all other privileges of membership.

Section 3 A member in good standing may request transfer from one Club to another. A Club 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.

Section 6 The membership roster of BPW/NC is for the exclusive use of BPW/NC and shall not be released for commercial purposes.

ARTICLE VI - CLUB REQUIREMENTS

Section 1 A Club is eligible for admission to BPW/NC 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 Club is comprised solely of student members;
- (b) It is not an integral part of any other club and;
- (c) It submits its bylaws not in conflict with BPW/NC bylaws and policies.

Section 2 To remain in good standing, a Club must maintain a membership of at least five (5) members and/or student members.

Section 3 A Club whose membership falls below five (5) members and/or student members shall be dropped at the end of the second fiscal year. Current members of a Club that is dropped shall have the option of becoming a Member at Large.

Section 4 A Club applying for membership in BPW/NC shall forward to the person designated by BPW/NC all documents and dues required.

Section 5 The Club bylaws shall be approved by a person designated by the President whose responsibility it is to insure that there are no provisions in conflict with the BPW/NC Articles of Incorporation and Bylaws. Any conflict shall be resolved in accordance with BPW/NC policies and procedures.

Section 6 When a Club has met all BPW/NC requirements, a charter shall be signed by the BPW/NC President for presentation to the Club.

Section 7 Proposed amendments to the bylaws of any Club, with the exception of mandatory changes referred to in Article XXIII, Section 6, shall be sent to the person designated by the President for review and approval. Any conflict shall be resolved in accordance with BPW/NC policies and procedures.

Section 8 **Liability Policy / Insurance.** Each local chapter that occupies or owns premises, where meetings and/ or other events are held or rented for, shall purchase and maintain insurance or indemnity protection. This includes, but is not limited to, Property Liability Protection and Personal Liability Protection, that covers the property, any incidents or occurrences on the property, any bodily harm and medical limits per person and/or occurrence. The limit of liability for such coverage shall be no less than one (1) million dollars per claim/occurrence.

The insurance obtained should protect any premises referenced above, as well as any claim that may extend to BPW/NC and its agents, due to the operation and possessing the premises. This includes, but is not limited to, from and against all costs, losses, claims, demands, suits, actions, payments and judgments, including legal and attorney fees, arising from personal or bodily injuries, property damage or otherwise, however caused, brought or recovered against any of the above that may arise for any reason from or during or be alleged to be caused by the local chapter's use/occupancy of said facility.

The local chapter shall be required to have guests and/or visitors of the property, who are participating in any activity (i.e. including but not limited to dancing, aerobics, construction, repair of premises, parties, celebratory events, etc.), sign a waiver of liability that encompasses the local chapter and BPW/NC against any loss.

ARTICLE VII - DUES

Section 1 Dues are payable upon acceptance to membership and renewable annually on the last day of the month the member joined.

Section 2 Dues for members shall be:

(a) Member affiliated with a Club

1. Annual dues for each member affiliated with a Club shall include Club and BPW/NC dues as specified in the current respective bylaws. BPW/NC dues shall include an amount to be applied to the event fund and a subscription to the official state publication. (See Appendix 1 for current amount.)

(b) Student Member affiliated with a Club

1. Annual dues for each student member affiliated with a Club shall include Club and BPW/NC dues as specified in the current respective bylaws. BPW/NC dues shall include an amount to be applied to the event fund and a subscription to the official state publication. (See Appendix 1 for current amount.)

(c) Member at Large

1. Annual dues for each Member at Large not affiliated with a Club shall include BPW/NC dues as specified in the current respective bylaws and an additional amount as determined by the BPW/NC Board of Directors. BPW/NC dues shall include an amount to be applied to the event fund and a subscription to the official state publication. (See Appendix 1 for current amount.)

ARTICLE VIII - FISCAL YEAR

The fiscal year shall commence on the 1st day of July and shall end on the 30th day of June.

ARTICLE IX – REGIONAL EVENTS

Section 1 The state of North Carolina shall be divided into regions for various purposes, including, but not limited to promoting BPW/NC programs, organizing events, and organizing new clubs.

Section 2 The state of North Carolina shall be divided into three (3) regions.

Section 3 The amount stipulated in Appendix 1 shall be designated to fund the events provided for in this article.

Section 4 In one or each of the two (2) regions in which the Annual Convention will not be held, an event can be scheduled annually. One (1) of these regions can host an event in the fall, and the other region can host an event in the spring. The date(s) of such event(s) shall be identified in the annual BPW/NC calendar.

Section 5 The Club hosting the event shall be responsible for planning and executing the event, with the guidance and approval of the Special Committee Chair appointed for such purpose (if any), the Executive Committee liaison, and other BPW/NC committees as required.

Section 6 Budgets for events shall be developed annually by the hosting Club, with the approval of the Executive Committee, separate from the BPW/NC operating budget. This event budget shall include, as an expenditure, a one hundred dollar (\$100) expenditure to be made to each Club who hosts an event.

Section 7 Each member in good standing of a Club who hosts an event shall receive a twenty-five dollar (\$25) discount for the cost of their registration to that year's Annual Convention.

ARTICLE X - OFFICERS

Section 1 The officers of BPW/NC shall be a President, a Vice President, a Secretary, a Treasurer and an Immediate Past President.

Section 2 A term of office shall be one (1) year.

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 installed.

Section 4 Vacancies in office shall be filled as follows:

(a) In the event of death, resignation, or incapacity of the President, the Vice President shall become President for the unexpired portion of the term;

(b) In case of the death or resignation of the President, and Vice President, creating

concurrent vacancies in these two (2) offices, a meeting of the Board of Directors shall be called by the Secretary to elect a successor to the presidency;

- (c) Vacancies in offices other than President and Vice President, except as provided for in ARTICLE X, Section 4(c), shall be filled for the unexpired term by the President with the approval of the Executive Committee.

ARTICLE XI - NOMINATIONS

- Section 1 The State Nominating Committee shall be composed of the Chair elected at the Annual Convention, the Immediate Past President (ex-officio with vote), and the number of members necessary to ensure that all regions are represented. These members are to be elected by the Board of Directors at the summer Board meeting.
- Section 2 The State Nominating Committee shall meet at the Annual Convention and at such other times as may be deemed necessary to transact the business of the Committee.
- Section 3 The Chair of the State Nominating Committee shall have published in the *TAR HEEL WOMAN* at least thirty (30) days prior to the date of the opening of the polls a list of nominees for Officers and Chair of the State Nominating Committee, together with a brief statement of the qualifications of each nominee. The names of the nominees, with a brief statement of experience and qualifications, shall be posted on the BPW/NC website no later than twenty-four (24) hours prior to the opening of the polls.
- Section 4 Nominations may be made until nominations are officially closed.
- Section 5 No name shall be presented for an office unless the nominee has given written consent.

ARTICLE XII - ELECTIONS

- Section 1 A President, a Vice President, a Secretary, a Treasurer, and a Chair of the State Nominating Committee shall be elected annually for a term of one (1) year.
- Section 2 Only employed individuals or individuals who have been employed within the last five (5) years who are members in good standing shall be eligible for election to office.
- Section 3 Only candidates who officially and publicly support the BPW legislative platform shall be eligible for election to office.
- Section 4 Only candidates who have served as Club President and/or at least one (1) term on the BPW/NC Board of Directors shall be eligible for election to the BPW/NC office of President or Vice President.
- Section 5 Only candidates who have met the specific qualifications as outlined in the BPW/NC Handbook shall be eligible for election to the BPW/NC office of Secretary or Treasurer.
- Section 6 The election shall be under the supervision of the Elections Committee, consisting of

three (3) or more members appointed by the President.

Section 7 The Chair of the Credentials Committee shall furnish to the Elections Committee, not less than forty-eight (48) hours before the opening of the polls, verification of the accredited voters. This committee shall consist of the Treasurer and at least two (2) members appointed by the President. This Committee shall consist of not less than three (3) members appointed by the President.

Section 8 Polls shall be open during dates and hours determined by the Executive Committee and may vary depending on whether voting will be by mail, e-mail, facsimile, or electronic proxy using software designed for this purpose.

Section 9 No member shall have more than one (1) vote and no voting by proxy shall be allowed. At the request of the Elections Committee and with the approval of the Board of Directors, ballots may be cast by mail, e-mail, facsimile, or electronic proxy using software designed for this purpose.

Section 10 Officers are eligible to hold the same office for up to two consecutive terms.

Section 11 For purposes of determining eligibility for re-election, a term of office shall be six (6) months or longer, except for the Vice President serving the unexpired term of the President.

ARTICLE XIII - DUTIES OF OFFICERS

Section 1 The President shall be the principal officer of BPW/NC and shall:

- (a) Preside at the Annual Convention, meetings of the BPW/NC Board of Directors and the Executive Committee;
- (b) Be an ex-officio member of all committees, except the State Nominating Committee;
- (c) Appoint a Parliamentarian, Chairs of Standing Committees, Special Committees (if needed) and Task Forces (if needed) with the approval of the Executive Committee;
- (d) Send to Clubs the official call to the Annual Convention at least thirty (30) days prior to the first day of the Annual Convention;
- (e) Require each Club to submit names and addresses of Club Officers and Chairs by June 1 (or another designated date) to the Secretary;
- (f) Appoint Special Committees for the Annual Convention;
- (g) Interpret the BPW/NC programs, policies, procedures, and objectives to the Clubs;
- (h) Ensure that a coordinated program, including projects and activities, shall be developed for the ensuing year in accordance with the objectives of BPW/NC;

- (i) Sign all orders for disbursements of funds, as included in the budget, and submit them to the Treasurer (except expenses that have been approved for bank draft);
- (j) Prepare a written report for presentation at each meeting of the Executive Committee.

Section 2 The Vice President shall:

- (a) Perform the duties of the President in her absence;
- (b) Become President for the unexpired term in case of death, resignation, or incapacity of the President;
- (c) Accept responsibilities as assigned by the President;
- (d) Prepare a written report for presentation at each meeting of the Executive Committee;
- (e) Serve as an Executive Committee liaison as assigned by the President.

Section 3 The Secretary shall:

- (a) Take and record accurate minutes of all meetings of BPW/NC, the Executive Committee, and the Board of Directors;
- (b) Send copies of the minutes to the President and Parliamentarian for approval within two (2) weeks following a meeting;
- (c) Send copies of such minutes to all members of the Executive Committee within four (4) weeks following a meeting;
- (d) Serve as an Executive Committee liaison as assigned by the President;
- (e) Send a report of all interim action taken by the Board of Directors to the editor of the *TAR HEEL WOMAN*.

Section 4 The Treasurer shall be responsible for all BPW/NC funds unless otherwise specified in these bylaws. The Treasurer shall:

- (a) Be bonded before handling BPW/NC funds. This bond to be provided by BPW/NC in an amount sufficient to cover the maximum amount of money which will possibly be under the Treasurer's supervision;
- (b) Be responsible for the receipt and processing of BPW/NC dues;
- (c) Prepare a monthly financial report and distribute it to the Executive Committee, Finance Chair, and the Chair of the Board of Trustees;
- (d) Present written reports at the Annual Convention and at meetings of the Board of Directors and Executive Committee;
- (e) Disburse funds only upon presentation of original bills and properly executed vouchers signed by the President, subject to budgetary limitations;

- (f) Deliver to the Audit Committee all financial records by July 31;
- (g) Serve as ex-officio member of the Finance Committee;
- (h) Deliver to the newly elected Treasurer all funds, securities, and records following audit;
- (i) Prepare three (3) copies of an itemized listing of all records transferred to the newly elected Treasurer. Each copy of this itemized list is to be signed by both parties with each retaining a copy. A file copy is to be placed in permanent file at the BPW/NC headquarters building;
- (j) Be responsible for membership transmittals (including lists and monies) received at the Annual Convention;
- (k) Serve as Executive Committee liaison to the Finance and Foundation Committees.

Section 5 The Immediate Past President shall:

- (a) Serve as the Executive Committee liaison to the Nominating Committee;
- (b) Perform other duties as assigned by the President.

Section 6 All Officers, Chairs of Standing and Special Committees, Task Force Chairs and Chair of the Board of Trustees shall submit a written annual report to the President by a date specified by the President.

Section 7 Each Officer, except the Treasurer, shall deliver to a successor, immediately after retiring from office, all accounts, records, books, papers, and other property belonging to BPW/NC.

ARTICLE XIV - EXECUTIVE COMMITTEE

Section 1 The Executive Committee shall consist of the Officers and a Parliamentarian. The Parliamentarian shall be appointed by the President.

Section 2 The Executive Committee shall transact the business of BPW/NC 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 BPW/NC be sufficiently bonded;
- (b) Appoint an Audit Committee of no less than three (3) individuals, with one being a CPA, to perform an annual audit;
- (c) Create a Special Committee when necessary to carry out a specified task which does not fall within the responsibility of any Standing Committee;
- (d) Ratify appointments of the Parliamentarian, Standing Committees, Special Committees, Task Forces and other appointments where approval is required;
- (e) Establish the dates and hours the polls shall be open for voting in person, by mail,

- e-mail, facsimile, or electronic proxy;
- (f) Serve as governing board of the *TARHEEL WOMAN*;
- (g) Determine the place and date of all BPW/NC meetings;
- (h) Report to the Board of Directors the business transacted by the Executive Committee since the previous meeting of the Board of Directors;
- (i) Approve the Annual Convention budget;
- (j) Approve the event(s) budget(s).

Section 3 The Executive Committee shall meet at least three times annually, and for such special meetings, subject to the call of the President, as may be required for the fulfillment of all duties.

Special meetings may be held:

- (a) When called by the President, with three (3) days written notice;
- (b) When called by a majority of the Executive Committee upon three (3) days written notice;
- (c) By convention 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 a meeting of the Executive Committee.

Section 5 A vote of the Executive Committee may be taken by mail, facsimile, or email at the written request of the President. Such vote shall have the force and effect of a vote taken at meetings. The Secretary's records shall contain an accurate record of all such votes.

Section 6 The Executive Committee may not adopt any statewide project without the approval of the Board of Directors prior to its inception.

ARTICLE XV - BOARD OF DIRECTORS

Section 1 The Board of Directors shall consist of the Executive Committee, Chairs of Standing Committees and Special Committees, Chair of the North Carolina Business and Professional Women's Foundation, Inc., and the Chair of the Board of Trustees.

Section 2 Club Presidents and members of Standing Committees may attend Board of Directors meetings as observers, without vote. Chairs and members of a Task Force may attend Board of Directors meetings as observers and for the purpose of reporting on their Task Force, without vote.

Section 3 Only employed individuals or individuals who have been employed within the last five (5) years, who are members in good standing, shall be eligible to serve on the Board of Directors in positions requiring election at the BPW/NC level. All other

members of the Board of Directors must be members in good standing. All members of the Board of Directors must officially and publicly support the BPW/NC legislative platform. The Parliamentarian shall serve without vote.

Section 4 Terms of Service:

- (a) All board terms are for one year.
- (b) All board members can only serve for a maximum of three (3) years consecutively without taking a hiatus for at least one year.
- (c) During the hiatus from the original board position, that board member can serve in a different capacity.
- (d) After the hiatus of at least one year, the individual is eligible to serve on that original board position.
- (e) On the board roster, the person's term will be noted next to their name, to make it easier for everyone to remember how long they've been on the board and/or when their term ends.

Example: Jane Moon (Term 2 ends January 2012)

Section 5 The Board of Directors shall transact business of BPW/NC between Annual Conventions including:

- (a) Adoption of policies and procedures of BPW/NC;
- (b) Review of proposed amendments to the BPW/NC Bylaws to determine those to be presented to the membership for consideration;
- (c) Review of proposed resolutions to determine those to be presented to the membership for consideration;
- (d) Review of recommendations of the Committee Chairs to determine those to be presented to the membership for consideration;
- (e) Elect the number of members to the State Nominating Committee necessary to ensure that all regions are represented on the committee.

Section 6 The Board of Directors shall meet at least three times annually, and for such special meetings, subject to the call of the President, as may be required for the fulfillment of all duties. Special meetings may be held:

- (a) When called by the President, with at least three (3) days written notice;
- (b) When called by a majority of the Board of Directors with at least three (3) days written notice;
- (c) By convention call of the President or by a majority of the members of the Board

Section 7 At the written request of the President, a vote of the Board of Directors may be taken by mail, facsimile, or email, which shall have the force and effect of a vote taken at a meeting. The Secretary's records shall contain an accurate record of all such votes.

- Section 8 No member shall have more than one (1) vote and no voting by proxy shall be allowed.
- Section 9 A majority of the voting members shall constitute a quorum, provided that two (2) are members of the Executive Committee.
- Section 10 The Board of Directors shall report to the convention body all business transacted by the Board since the previous Annual Convention except interim action reported in the *TAR HEEL WOMAN*.
- Section 11 In a state or national emergency declared by the Governor of North Carolina or by the President of the United States, the Board of Directors shall set up procedures to carry on the business of BPW/NC.
- Section 12 Members of the Board shall submit a documented requisition for reimbursement of budgeted expenses to the President by the date of the completion of the Annual Convention. No reimbursement will be made after that event.
- Section 13 Any board member may be removed at any time with or without cause by a majority vote of the board of directors. The removal process should only be utilized after the alternate options listed below have been exhausted, to no avail.
1. Alternate options to removal:
 - (a) Personal Intervention: In lieu of removal, the President and/or the Executive Committee may request that the board member in question to resign.
 - (b) Leave of Absence: In lieu of removal, the President and/or the Executive Committee may request that the board member in question take a leave of absence, in order to resolve the issues.

Term limits. See Article XV Section 4

ARTICLE XVI - BOARD OF TRUSTEES

- Section 1 The Board of Trustees shall consist of twelve (12) members of BPW/NC. Six (6) members are to be elected by the Board of Directors. The Executive Committee shall serve as ex-officio members with vote. The Parliamentarian may attend without vote.
- Section 2 At the winter Board meeting, the Board of Directors shall elect a Nominating Committee consisting of three (3) members from its membership to nominate members to serve as Trustees. Annually three (3) members, one from each region, shall be elected for a term of two (2) years.
- Section 3 A duly called meeting of the Board of Trustees Nominating Committee shall be held prior to April 30. The Chair shall stipulate the time and place for such meeting and shall notify members in writing at least three (3) days in advance of the meeting. The Committee must meet as a body at least one time.
- Section 4 The general purpose of the Board of Trustees shall be:
- (a) To serve as financial advisors to BPW/NC;

- (b) To administer and safeguard the investments and properties of BPW/NC;
- (c) To assure the proper use of all BPW/NC financial assets.

Section 5 The Board of Trustees shall meet at a time designated by the President for the purpose of organizing and electing a Chair and Secretary from its membership. The Chair of the Board of Trustees shall attend all meetings of the Board of Directors. In the event the Chair cannot attend, another Trustee may be designated to represent the Board of Trustees, without vote.

Section 6 The Board of Trustees shall have the following powers, subject to the approval of the Board of Directors:

- (a) Have control of all unappropriated funds and all properties of BPW/NC, real or personal;
- (b) Receive and collect the income from investments;
- (c) Execute all leases, contracts, and other papers, necessary or proper, where authorized by the Board of Directors.

Section 7 In addition to the organization meeting called by the President, the Board of Trustees shall meet at least twice annually, other than the organization meeting held during the Annual Convention, and for such special meetings, subject to the call of the Chair, as may be required for the fulfillment of all duties, keeping accurate minutes of all meetings. The ex-officio members shall be given the same notification of all meetings and in the same manner as given to elected members of the Board of Trustees.

Section 8 In addition to the minutes book, the Board of Trustees shall keep separate records of all investments made as directed or approved by the Board of Directors. The records shall carry the original cost of each investment, the date and amount of all receipts arising as interest or profit for such investments and the date and amount of any drafts initiated.

Section 9 Whenever the Board of Trustees becomes aware by notice or otherwise that the unappropriated cash in the BPW/NC general operating account exceeds \$25,000, the Board of Trustees may request and receive from the BPW/NC Treasurer all unappropriated monies in excess of \$25,000, giving a receipt therefore, and shall deposit the funds in one of the accounts selected for investment purposes by direction of the Board of Directors.

Section 10 The Board of Trustees shall exercise general supervision over the property of BPW/NC, including any sale, lease, purchase, exchange, gifts, bequests, memorials, or substantial alteration of BPW/NC's real estate, keeping an account of the same which shall show in detail the estimated value of such property; and shall make such additions or deletions as approved or ordered by the Board of Directors.

Section 11 The Chair of the Board of Trustees shall present a written report of activities at the Board of Directors meeting and to the Annual Convention body and as stated in

Article 13, Section 6.

Section 12 Any vacancies on the Board of Trustees created by the death, resignation, or incapacity of a member shall be filled for the unexpired term by the President with the approval of the Board of Directors.

Section 13 Any of the powers and duties hereby granted to the Board of Trustees shall take precedence over any other provisions of these bylaws where there is a conflict.

Section 14 Releasing a Board of Trustees member

Refer to Article XV Section 13.

ARTICLE XVII - STANDING COMMITTEES

Section 1 The Standing Committees of BPW/NC shall be Finance, Foundation, Legislation, Recruitment and Retention, Public Relations, and Young Careerist.

Section 2 To be eligible to serve as a Chair or member of a Standing Committee on the Board of Directors, a member must:

- (a) Be a member in good standing; and
- (b) Officially and publicly support the BPW/NC legislative platform.

Section 3 Committee Chairs and members shall be appointed for a term of one (1) year and may be reappointed. No person shall serve more than three (3) consecutive years on the same committee and not to exceed more than six (6) years on the Board of Directors.

Section 4 The Finance Committee shall be composed of a Chair and the following members: the President, Vice President, Immediate Past President, Treasurer, Financial Advisor, and the Chair of the Board of Trustees. The Finance Committee shall:

- (a) Prepare an annual budget for BPW/NC;
- (b) Have general supervision of all expenditures;
- (c) Assist Clubs in developing a sound financial policy.

The Finance Chair shall serve as ex-officio member, without vote, on all Committees whose programs require the expenditure of monies.

Section 5 The Foundation Committee shall be composed of a Chair and the Club Foundation Committee Chairs. The Foundation Committee shall:

- (a) Promote interest in and support of the BPW/USA Foundation.

Section 7 The Legislation Committee shall be composed of a Chair and the Club Legislation Committee Chairs. The Legislation Committee shall:

- (a) Receive suggestions for proposed changes in the BPW/NC legislative platform

from the Executive Committee, the Board of Directors, and Clubs;

- (b) Prepare and present the proposed legislative platform to the Annual Convention body for adoption;
- (c) Implement the legislative programs adopted by BPW/NC;
- (d) Plan and/or participate in a public policy event to be held in odd-numbered years when the North Carolina Legislature is in regular session.

Section 8 The Recruitment and Retention Committee shall be composed of a Chair and the Club Recruitment and Retention Committee Chairs. The Recruitment and Retention Committee shall:

- (a) Promote, stabilize, and orient the membership;
- (b) Be responsible for membership expansion;
- (c) Assist clubs with marketing messages and materials that are congruent with the BPW/NC marketing message and plan;
- (d) Work closely with the Young Careerist Chair to encourage recruitment of young people into membership.

Section 9 The Public Relations Committee shall be composed of a Chair and the Club Public Relations Committee Chairs. The Public Relations Committee shall:

- (a) Work with the President and other committees to develop the marketing plan, message and suggested program calendar based on the goals and initiatives of the BPW/NC;
- (b) Assist state and local clubs with marketing messages and materials that are congruent with the BPW/NC marketing message and plan;
- (c) Direct press, radio, television and media services of BPW/NC;

Mentor state and local club members on wider use of media

1. The Chair of the Public Relations Committee shall:

- (a) Publicize the Annual Convention;
- (b) Prepare a comprehensive report on the Annual Convention for publication in the *TAR HEEL WOMAN*.
- (c) Prepare the annual programs calendar for publication/distribution.

Section 10 The Young Careerist Committee shall be composed of a Chair and the Club Young Careerist Committee Chairs. The Young Careerist Committee shall:

- (a) Work closely with Recruitment and Retention Committee to 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 XVIII - SPECIAL COMMITTEES/TASK FORCES

- Section 1 Special Committees/Task Forces may be appointed by the President with the approval of the Executive Committee.
- (a) A Special Committee/Task Force continues to exist until its duties as assigned or its task is completed. The President, with the approval of the Executive Committee, has the ability to appoint a new Chair, appoint new members, or add members to benefit the function of the Special Committee/Task Force or discontinue it if its purpose is no longer relevant to BPW/NC.
 - (b) To be eligible to serve as a Chair or member of a Special Committee on the Board of Directors, or of a Task Force, a member must:
 - (1) Be a member in good standing; and
 - (2) Officially and publicly support the BPW/NC legislative platform.

ARTICLE XIX - ANNUAL CONVENTION

- Section 1 BPW/NC shall hold an Annual Convention in June. The President, with the approval of the Executive Committee, shall determine the place and date of the Annual Convention.
- Section 2 Expenses of the Annual Convention shall be defrayed by a registration fee, the amount to be established each year by the Annual Convention Planning Committee. A registration fee shall be paid by all members attending any session of the Annual Convention.
- Section 3 The voting body at the Annual Convention shall be all duly registered members in good standing based on the records of the BPW/NC Treasurer as of fifteen (15) days prior to the opening day of the Annual Convention.
- Section 4 No member shall have more than one (1) vote, and no voting by proxy shall be allowed.
- Section 5 A quorum for the Annual Convention and any special meeting of BPW/NC shall consist of a majority of the duly accredited delegates registered, provided these delegates represent at least one-third of the Clubs of BPW/NC.
- Section 6 The order of business shall be determined by a program presented at the beginning of the Annual Convention.
- Section 7 It shall be the purpose of the Annual Convention to consider any of the following business matters not already approved by the membership via electronic elections and votes:
- (a) Receive reports of the Officers and Chairs for the preceding year;

- (b) Elect Officers and the State Nominating Committee Chair for the ensuing term;
- (c) Act on recommendations, resolutions, and other business presented;
- (d) Adopt a BPW/NC legislative platform;
- (e) Consider proposed changes in BPW/NC bylaws;
- (f) Present the BPW/NC program for the ensuing year;
- (g) Adopt an annual budget.

Section 8 The Annual Convention Planning Committee has overall responsibility for planning, coordinating, and implementing the Annual Convention. The Committee's membership shall consist of the Annual Convention Planning Chair, the President, and the Vice President.

The Annual Convention Planning Chair shall:

- (a) Be responsible for overall arrangements and promotion of the Annual Convention;
- (b) Serve as an ex-officio member of all Annual Convention committees;
- (c) Act as liaison between the Annual Convention Planning Committee and the Executive Committee;
- (d) Convey all records, including the financial report, to the Immediate Past President within forty-five (45) days following the close of the Annual Convention.

ARTICLE XX - ANNUAL REPORTS

Section 1 The Secretary shall send requests for annual reports by April 1 to all BPW/NC Officers, Chairs of Standing and Special Committees, Task Forces and Club Presidents. These reports shall be submitted to the President by the dates specified. BPW/NC Chairs shall request annual reports from their Club counterparts by a date suitable for the preparation of their own annual reports.

Section 2 Annual reports of the BPW/NC Officers, Standing Committee Chairs, Special Committee Chairs, Task Forces and the Chair of the Board of Trustees shall be distributed to the Board of Directors at the discretion of the BPW/NC President. Annual reports will also be submitted to and published in the *Tar Heel Woman*.

ARTICLE XXI - TAR HEEL WOMAN

The official publication of BPW/NC shall be the *TAR HEEL WOMAN*.

ARTICLE XXII - 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 BPW/NC, the Board of Directors, and the Executive Committee, subject to such special rules as have been or may be adopted.

ARTICLE XXIII – AMENDMENTS

- Section 1 These bylaws may be amended at a business meeting at the Annual Convention, or by a special voting session called at the request of the Executive Committee and approved by the Board of Directors. Amendments may be proposed by the Executive Committee, the Board of Directors, by a Club, or by the Bylaws or Governance Committee.
- Section 2 Proposed amendments shall be documented and sent to the President and the Bylaws or Governance Chair at least fifteen (15) days prior to a meeting of the Board of Directors. A special meeting of the Board of Directors may be called for the purpose of reviewing proposed bylaws amendments.
- Section 3 The Board of Directors shall review all proposed amendments and shall determine those amendments to be presented to eligible voters for consideration. Such amendments shall be printed in the *TAR HEEL WOMAN* prior to the call for a vote.
- Section 4 An amendment properly presented to the Board of Directors but not approved for presentation to the convention body or amendments proposed too late for the procedures in Sections 2 and 3, may be brought to the Annual Convention 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/presented to the convention body prior to the close of the first business session. If consideration of the amendment by the convention body is approved, it shall be appended to the agenda for a following business session.
- Section 5 Proposed amendments shall require a two-thirds vote for a adoption.
- Section 6 When an amendment is adopted to the BPW/NC and Model Club Bylaws which affects Club bylaws, each Club shall automatically amend its bylaws to conform.

ARTICLE XXIV - 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 Club, the BPW/USA 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.

APPENDIX 1

DUES

Member (Affiliated With A Club)	Effective 7/01/2010 Annual Amount
BPW/NC Amount (Includes \$3 for event fund and subscription to state publication)	\$25.00
Student Member (Affiliated With A Club)	Effective 7/01/2010 Annual Amount
BPW/NC Amount (Includes \$3 for event fund and subscription to state publication)	\$15.00
BPW/NC Member at Large	Effective 7/01/2010 Annual Amount
BPW/NC Amount (Includes \$3 for event fund and subscription to state publication)	\$45.00
BPW/NC Life Member	Effective 5/05/2016 Annual Amount
BPW/NC Amount	\$0.00
BPW/NC PAST STATE PRESIDENT	Effective 7/01/2017 Annual Amount
BPW/NC Amount	\$0.00

NOTE: Local dues for the Clubs are not reflected above.

The Federation By Laws

**can be found on the website in the
Resources and Publications section
under**

Operational Tools

<http://bpw-nc.org/page-1856077>

***please note this is in the
“members only”
section of the website.**

**You must be logged in for the link to
function.**



EMBLEM BENEDICTION

***This emblem binds us all
In one great sisterhood.
It bids us hear our conscience call,
For nobler womanhood.***

***God guide us when we wear
this emblem o'er our heart.
Keep us true and always fair***

GOD BLESS US AS WE PART.