



BYLAWS

FLORIDA FEDERATION OF BUSINESS & PROFESSIONAL WOMEN'S CLUBS, INC.

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ARTICLE I – NAME

The name of this organization shall be the Florida Federation of Business & Professional Women’s Clubs, Inc. (BPW/FL).

ARTICLE II – MISSION-OBJECTIVES

The mission of BPW/FL shall be to achieve equity for all women in the workplace through advocacy, education, and information.

The objectives of BPW/FL shall be:

- To elevate the standards for women in business and in the professions;
- To promote the interests of business and professional women;
- To bring about a spirit of cooperation among business and professional women of Florida; and
- To extend opportunities to business and professional women through education along lines of industrial, scientific, and vocational activities.

ARTICLE III – EMBLEM

The emblem shall be in the form of a circle in which the symbols of the Nike, Scroll, Torch, Wand and the Ship of Commerce are imposed above the initials NFBPWC.

ARTICLE IV – POLICIES

- Section 1. BPW/FL shall be nonsectarian, nonpartisan, and nonprofit.
- Section 2. The mission and objectives of BPW/FL shall in every case be the mission and objectives of all units thereof.
- Section 3. The policies and procedures of the BPW/FL shall in every case as applicable also be the policies and procedures of the local organizations.

ARTICLE V – MEMBERSHIP

- Section 1. Membership shall be held by individuals who support the mission and objectives of BPW/FL. Membership shall be open to all individuals.
Membership categories shall be:
 - (a) Member of Local
Individuals who support the mission and objectives of BPW/FL and who pay dues to the Local Organization and to BPW/FL.
 - (b) Student Member of Local
Individuals who are members of a Local Organization and enrolled in a college or a university, or any other accredited educational institution above the high school level.

- (c) Member-at-Large
Individuals not affiliated with a local organization, paying only state dues directly to BPW/FL, with voting rights only at the state level.
- (d) Student Member-at-Large
Individuals who are a BPW/FL Education Foundation scholarship recipient, or a resident of a BPW/FL Education Foundation sponsored scholarship house. Student Members-at-Large are not affiliated with a local organization, paying only state dues directly to BPW/FL, with voting rights only at the state level.
- (e) Dual Membership
Members may hold dual local organization memberships and/or dual state memberships. (See Article VII - Dues)

- Section 2. A member in good standing may request a transfer from one local organization to another. A local organization may not refuse to accept the transfer of a member in good standing.
- Section 3. The only criteria for membership shall be per Article V, Section 1, and the payment of appropriate dues.
- Section 4. To remain in good standing, a member's dues must be current.
- Section 5. Membership in this state organization shall be all inclusive for membership in the Education Foundation of the Florida Federation of Business and Professional Women's Clubs, Inc. (EFFFBPWC) and an affiliation with the BPW Foundation.

ARTICLE VI – LOCAL ORGANIZATION REQUIREMENTS

- Section 1. A local organization is eligible for admission to BPW/FL 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 composed solely of students.
 - (b) It is not an integral part of any other organization; and
 - (c) It submits local organization bylaws not in conflict with state bylaws and policies.
- Section 2. To remain in good standing, a local organization must maintain membership of a least five (5) members and/or student members.
- Section 3. A local organization whose membership falls below five (5) members of local and/or student members of local, shall be dropped at the end of the second fiscal year.
- Section 4. The organization of new local organizations shall be only under the direction and with the authorization of BPW/FL acting through its Membership Chair. A local organization applying for membership in BPW/FL shall forward to the State Business Manager all required documents and dues.

- Section 5. The bylaws shall be approved by a person designated by the State President whose responsibility it is to ensure that there are no provisions in conflict with the state bylaws.
- Section 6. When a local organization votes to disband, the local organization President is to send written notification to the State President, the State Membership Chair, and the State Business Manager. A copy of the minutes showing the vote to disband is to be attached to the notification letter. In addition, the original local organization charter is to be sent to the State Business Manager. Any assets belonging to the local organization shall be distributed in accordance with the Article of Dissolution in the local organization bylaws, or BPW/FL Bylaws.

ARTICLE VII – DUES

- Section 1. Dues are payable upon acceptance to membership and renewable annually on the first day of the following month.
- Section 2. The State Business Office will drop from its roster any member whose dues have not been paid within 60 days of the annual renewal date. A former member who renews after being dropped from the state membership roster will be considered a new member. The only exception to this shall be if the member specifically requests to be reinstated back to their original renewal date by paying their membership dues retroactively to that date. In this situation, they will be considered a continuing member.
- Section 3. Dues for members shall be:
- (a) Member of Local
Annual dues for each member of local shall include local and state dues as specified in the current respective bylaws (see Appendix for current amount). State dues shall include a subscription to the *Florida Business Woman*.
 - (b) Student Member of Local
Annual dues for each student member of local shall include local and state dues as specified in the current respective bylaws (see Appendix for current amount). State dues shall include a subscription to the *Florida Business Woman*.
 - (c) Member-at-Large
Annual dues for each member-at-large shall include state dues as specified in the current state bylaws (see Appendix for current amount). State dues shall include a subscription to the *Florida Business Woman*.
 - (d) Student Member-at-Large
Annual dues for each student member-at-large shall include state dues as outlined in the Appendix of the current bylaws (see Appendix for current amount.) State dues shall include a subscription to the *Florida Business Woman*.
 - (e) A member may hold dual local organizational membership, paying local dues to both local organizations, with state dues being paid only to the primary local organization.

- (f) A member may hold multiple State Federation memberships, paying state dues to each State Federation.

Section 4. Amendments to the Dues Appendix shall be subject to the requirements outlined in Article XXII.

ARTICLE VIII – FISCAL YEAR

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

ARTICLE IX – OFFICERS

Section 1. The officers of BPW/FL shall be a President, a President-Elect, a Vice President, a Secretary, a Treasurer, and a Council of Presidents Delegate.

Section 2. To be eligible for all offices, a candidate must:

- (a) Be a member in good standing and;
- (b) Officially and publicly support the state legislative platform.
- (c) To be eligible for the offices of President, President-Elect and Vice President, a member must have been a member for a minimum of three (3) consecutive years and served on a state BPW Board of Directors for at least two (2) years before the beginning of the term for which nominated.

To be eligible for the offices of Secretary and Treasurer, a member must have been a member for a minimum of one (1) full year in BPW/FL and have attended at least two (2) annual state conferences before the beginning of the term for which nominated. To be eligible for the office of Treasurer, a member must meet the bonding requirement.

- (d) A member may not serve in more than one elected position on the state level in the same year.
- (e) An elected officer may be appointed as a committee chair.

Section 3. **Term of Office.** A term of office for President and Treasurer shall be two years. A term of office for President-Elect, Vice President, Secretary and Council of Presidents Delegate shall be one year. A President-Elect will only be elected in even years, in the President's second year in office. No officer shall serve more than two consecutive terms in the same office but may serve again after being out of that office for at least one term. 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 President.

ARTICLE X – NOMINATIONS

The Chair of Nominations shall present the nominations report at the first business meeting of the annual state conference. Nominations may be made from the floor. No candidate shall qualify as a nominee until they have signed a nominations form affirming qualification for the office being sought and an agreement to serve if elected, using a form adopted by the

BPW/FL Board of Directors. The Chair of Nominations, who shall serve as the collector of candidate data, shall be elected at each Annual State Conference in the same manner as the officers. The Chair of Nominations shall facilitate a candidates' forum during a regular business session at a time between the close of nominations and before elections.

ARTICLE XI – ELECTIONS

- Section 1. The election of officers shall be by ballot, and a majority vote shall elect. If there is but one nominee for any office to be filled, that election may be by voice vote. Officers shall be elected at an Annual State Conference.
- Section 2. The Vice President, Secretary, and Chair of Nominations shall be elected at each Annual State Conference. The Council of Presidents Delegate shall be an immediate past LO president or current LO president serving in a consecutive year, and shall be elected by the Council of Presidents at each Annual State Conference.
- Section 3. The President-Elect and Treasurer shall be elected at the Annual State Conference in even-numbered years. The Treasurer shall serve a term of two years. The President-Elect shall serve a term of one year prior to assuming the office of President.
- Section 4. The Chair of the Credentials Committee shall furnish to the Chair of the Elections Committee, not less than one hour before the opening of the polls, a verification of accredited voters.
- Section 5. Polls shall be open during such hours as may be determined by the Executive Committee.
- Section 6. A majority of the votes cast for a particular office shall constitute an election.
- Section 7. The President-Elect assumes the office of President at the close of the Annual State Conference following the Annual State Conference at which elected and continues in office until the close of the Annual State Conference two years later. Beginning in 2014, the Treasurer assumes office at the close of the Annual State Conference at which elected and continues in office until the close of the Annual State Conference two years later. Other elected officers assume their respective duties at the close of the Annual State Conference at which they are elected and shall continue in office for a term of one year, or until their successors are elected.
- Section 8. All vacancies in elective offices, except the President and President-Elect, shall be filled by appointment by the President for the unexpired part of the term with the approval of the State Executive Committee. In the event of a vacancy in the office of the President, the Vice President shall become President for the unexpired term.
- A vacancy in the office of President-Elect shall remain unfilled, and an election for President shall be held at the next Annual State Conference.
- Section 9. In the event it becomes necessary to remove a state officer from office, the State Legal Advisor and State Parliamentarian shall be notified of the action pending and shall advise the Executive Committee on all matters relating to the removal of the officer. An officer can be removed for the following reasons:

- (a) Non-performance of duties
- (b) Actions contrary to purposes of BPW or injurious to the local organizations, BPW/FL or its members
- (c) Conviction of a felony or misdemeanor involving dishonesty or moral turpitude

To remove any officer(s) from office, a unanimous vote of the remaining state officers shall be required. This vote shall be by written ballot and shall be tallied by the Parliamentarian and the State Business Manager.

ARTICLE XII – DUTIES OF OFFICERS

Section 1. The duties of the officers shall be such as are implied by their respective titles and as are specified in these bylaws.

Section 2. The President shall be the principal officer of BPW/FL and shall:

- (a) Preside at the state conferences, at meetings of the Board of Directors and the Executive Committee;
- (b) Appoint a Parliamentarian, Special Committee Chairs and members as needed (except the Chair of Nominations) and Presidential Appointees. When necessary, appoint standing committee chairs and committee members and the editor of the *Florida Business Woman*. All appointments are subject to the approval of the majority of members of the Executive Committee.
- (c) Be a member ex-officio of all committees except the nominating committee;
- (d) Cause to be sent to every local organization having membership in BPW/FL, the call for all state meetings at least thirty (30) days prior to the first day of the meetings;
- (e) Require each local organization to submit names and addresses of local organization officers and chairs by July 1 to the State Business Manager;
- (f) Appoint special committees on program, credentials, elections and general arrangements for all state meetings;
- (g) Fill vacancies in elective offices not otherwise provided for, subject to the approval of the Executive Committee;
- (h) Approve all disbursements from funds of BPW/FL before such disbursements are made by the Treasurer and shall be authorized to countersign checks;
- (i) Be responsible for the completion of unfinished business through July 31 following the term of office;
- (j) Keep the President-Elect informed on all important phases of BPW/FL activities; and
- (k) Serve as liaison to the web services contractor.

Section 3. The President-Elect shall:

- (a) Assist the President when called upon to do so;

- (b) Become familiar with the program, policies, and procedures of BPW/FL;
- (c) Assist in such other capacities as the State Executive Committee shall direct;
- (d) Recommend for the approval of the Executive Committee and for the purpose of planning, Standing Committee Chairs, and members, Special Committee Chairs, Presidential Appointees and the editor of the *Florida Business Woman*. These chairs and the editor of the *Florida Business Woman* will assume their duties at the close of the Annual State Conference at which the President-Elect becomes President;
- (e) Serve as an ex-officio member without vote of all committees;
- (f) Countersign (approve) the President's expense vouchers. This duty is performed by the Vice President in years where there is not a President-Elect.

Section 4. The Vice President shall:

- (a) Perform the duties of the President in the absence or inability to serve;
- (b) In the event of death or resignation of the President, become President for the unexpired term;
- (c) Serve as an advisor to the Standing and Special Committee Chairs and be responsible to the Executive Committee for the direction and coordination of BPW/FL's program;
- (d) Be responsible for coordinating the orientation of the first-time attendees to membership meetings;
- (e) Be responsible for coordinating the presentation of state awards;
- (f) Have oversight of the Breast Cancer Fund to include review and approval of disbursements;
- (g) Assist in such other capacities as the Executive Committee shall direct; and
- (h) Countersign (approve) the President's expense vouchers in years when there is not a President-Elect.

Section 5. The Secretary shall:

- (a) Keep the minutes of the meeting of the Executive Committee, Board of Directors and BPW/FL;
- (b) Furnish all members of the Executive Committee with copies of the minutes of all their meetings within 30 days after a meeting occurs;
- (c) Attach a copy of the adopted program of the Annual State Conference and the Fall Conference to the official file copy of minutes of these meetings, maintain a written record of all awards and/or other forms of recognition presented at these meetings;
- (d) Furnish copies of the minutes for the Board of Directors upon request;
- (e) Deliver all records and property of BPW/FL to their successor within thirty (30) days of the completion of their term; and
- (f) Review and purge files in the State Business Office with the State Business

Manager on even-numbered years.

Section 6. The Treasurer shall:

- (a) Account for all dues and other monies belonging to BPW/FL. All monies shall be deposited by the Treasurer and/or State Business Manager in depositories selected by the Executive Committee. Any other documentation of income shall be forwarded by the Treasurer to the State Business Manager;
- (b) Be bonded;
- (c) Keep a complete and accurate account of all receipts and disbursements, which shall be subject at all times to examination by the Executive Committee;
- (d) Make written reports at all meetings of BPW/FL, the Board of Directors and the Executive Committee; prepare a budget control report on December 31 and April 30 for the Executive Committee;
- (e) Disburse funds only upon original bills and properly executed vouchers for disbursement requests up to \$500. Disbursement requests over \$500 shall require approval by the President. The Treasurer shall be authorized to countersign checks. Disbursement of less than \$1,000 does not require a second signature on checks;
- (f) Have the books audited annually no later than September 30 by a certified public accountant or an auditing committee approved by the Executive Committee, the audit expense to be paid by BPW/FL. The audit report shall be presented at the next scheduled membership meeting for adoption;
- (g) Deliver to the successor all funds, securities, and records of BPW/FL immediately upon completion of the audit; and
- (h) Serve as an ex-officio member of the Budget committee.

Section 7. All officers with the exception of the Secretary (see Section 5 [e]) and the Treasurer (see Section 6 [g]) shall deliver to their successors all files, papers and other property belonging to BPW/FL immediately upon retiring from office.

Section 8. The Council of Presidents Delegate shall serve as an advisor to the local organization presidents, be responsible to the Executive Committee for the direction and coordination of the local organizations, and coordinate training for incoming local organization presidents.

ARTICLE XIII – THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the Presidents of the local organizations or their accredited representative, the elected State officers, the Chairs of State Standing Committees, the President of the Education Foundation of the Florida Federation of Business and Professional Women’s Clubs, Inc. (EFFFBPWC) and the Immediate Past State President.

Section 2 Only individuals who are active members in good standing shall be eligible to serve on the Board of Directors.

Section 3 The Board of Directors shall:

- (a) Transact the business of BPW/FL in the interim between membership meetings, except questions of policy, which shall be left to vote of the membership meeting body;
 - (b) Report at each membership meeting the business transacted since the previous membership meeting; and
 - (c) Amend the budget and State Legislative Platform as deemed necessary.
- Section 4. At the written request of the President, a vote of the Board of Directors may be taken by mail or e-mail, which shall have the force and effect of a vote taken at a meeting.
- Section 5. Individuals holding more than one position on the State Board of Directors shall be entitled to only one vote.
- Section 6. No member shall have more than one vote, and no voting by proxy shall be allowed.

ARTICLE XIV – THE EXECUTIVE COMMITTEE

- Section 1. The Executive Committee shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, Council of Presidents Delegate, State Business Manager, and the Parliamentarian. The State Business Manager and the Parliamentarian shall have no vote.
- Section 2. The Executive Committee shall:
- (a) Have the power to act for the Board of Directors in the interim between meetings of the Board, except on questions of policy or expenditures of money not approved by the Board;
 - (b) Report annually to the Board of Directors the business transacted by the Committee during the preceding year;
 - (c) Designate the dates for membership meetings;
 - (d) Ensure that the Treasurer and other persons entrusted with the handling of funds or property of BPW/FL be sufficiently bonded;
 - (e) Designate the bank or banks in which all BPW/FL funds shall be deposited;
 - (f) If the membership votes to appropriate funds for specific services, the Executive Committee is authorized to make selection and contract decisions for those services, which shall include compensation, counsel of expectations, and oversight;
 - (g) Ratify all appointments of the President or President-Elect. Such appointments shall not become effective until ratified by a majority vote of this committee;
 - (h) Approve all state projects involving solicitation of funds, such approval to be secured in advance and such funds to be handled through the state treasury;
 - (i) Have general supervision of the *Florida Business Woman*, appoint (or employ) the editor of the *Florida Business Woman*, define the duties, (fix the compensation), and provide guidelines concerning editing, printing and mailing the magazine;

- (j) Remove State Officer(s) from office in accordance with Article XI, Section 9; and
- (k) Determine the hours during which the polls shall be open for election.

- Section 3. A vote of the Executive Committee may be taken by mail, telephone conference and/or e-mail at the request of the President. Such votes shall have the force and effect of a vote taken at a meeting. Votes taken by telephone conference or email shall be recorded by the State Recording Secretary or designee. Votes taken by email shall be ratified by the Executive Committee at its next meeting.
- Section 4. The necessary expenses of the Executive Committee for attendance at BPW/FL meetings shall be paid by BPW/FL from funds allocated in the budget for that purpose.

ARTICLE XV – STATE BUSINESS MANAGER

- Section 1. The State Business Manager of BPW/FL shall be contracted by the Executive Committee as specified in Article XIV, Section 2 (f).
- Section 2. The State Business Manager shall be responsible to the Executive Committee for fulfillment of contractual guidelines, which shall be assigned by the President; shall be subject to their direction and shall function under policies established by membership meeting action and interpreted through the Executive Committee.
- Section 3. The term of contract, contractual fees, duties, and separation conditions shall be set forth in a written contract approved by the Executive Committee.
- Section 4. The contractual fees and expense of the business office shall be paid from funds of BPW/FL allocated in the budget.
- Section 5. The State Business Manager shall be authorized to countersign checks authorized or approved by the President. The State Business Manager shall be bonded for an amount set by the Executive Committee in accordance with Article XIV, Section 2 (d).
- Section 6. The State Business Manager shall be a member of the Executive Committee and the Board of Directors without a vote.
- Section 7. The State Business Manager, with the Secretary, shall review and purge state files on even-numbered years.

ARTICLE XVI – STANDING COMMITTEES

- Section 1. The Standing Committees of BPW/FL shall be Bylaws, Leadership, Membership, Public Policy, Public Relations, and Technology.
- Section 2. To be eligible to serve as a chair or member of a Standing Committee, a Special Committee, Presidential Appointee, and/or task force, a member must:
- (a) Be in good standing; and
 - (b) Officially and publicly support the State Legislative Platform

- Section 3. Committee chairs shall be appointed for a term of one year and may be reappointed. No person shall serve more than six (6) consecutive years as chair of the same committee but may serve again after a one-term break in service. One may not serve as a member on the same committee for more than six (6) consecutive years.
- Section 4. The Bylaws Committee shall consist of a chair and at least three (3) committee members. At least one of the committee members shall be a past state president. The parliamentarian shall be an ex officio member of this committee. The duties of the Bylaws Committee shall be:
- (a) Review all proposed amendments to the BPW/FL Bylaws and edit for composition;
 - (b) Originate amendments to the BPW/FL Bylaws;
 - (c) Submit proposed amendments to the membership together with the committee's recommendations for action;
 - (d) Review and submit proposed resolutions to the Board of Directors together with the committee's recommendations for action;
 - (e) Review and approve proposed amendments to local organization bylaws, which must not conflict with BPW/FL bylaws;
 - (f) Review and update model local organization bylaws; and
 - (g) Review and submit amendments to the Handbook of Federation Procedures to the Board of Directors with the committee's recommendation for action.
- Section 5. The Leadership Committee shall be composed of a Chair and at least three members. The Committee shall be responsible for the implementation of BPW's Signature Programs, with subcommittees of Individual Development, Women in Transition and Young Careerist.
- (a) The Individual Development subcommittee shall be composed of a chair whose responsibility is to:
 - (i) Organize and coordinate the Individual Development Programs;
 - (ii) Encourage wider use of the Individual Development Program in local organizations; and
 - (iii) Provide for a State Speak Off
 - (b) The Women in Transition subcommittee shall be composed of a chair whose responsibility is to:
 - (i) Recognize the achievements of women new to the workforce due to a career change or return to the workforce after an absence; and
 - (ii) Coordinate the presentation of Women in Transition programs at state and local levels.
 - (c) The Young Careerist subcommittee shall be composed of a chair whose responsibility is to:
 - (i) Encourage recruitment of young people into membership;

- (ii) Organize and coordinate the Young Careerist program;
- (iii) Promote activities that involve the participation of young people between the ages of 21 and 35 inclusive as of July 31, who are members of BPW/FL in good standing at state conference; and
- (iv) Provide for a State Speak Off at the annual state conference.

Section 6. The Membership Committee shall be composed of a chair and three members. It shall be the duty of the committee to promote, expand, stabilize, and orient the membership.

Section 7. The Public Policy Committee shall be composed of a chair and three (3) members. The Public Policy Committee shall:

- (a) Prepare and submit a copy of the proposed State Legislative Platform to the Board of Directors and post on the state web site for review prior to the annual state conference;
- (b) Prepare and present the proposed State Legislative Platform to the annual state conference body for adoption;
- (c) Plan and coordinate the State Legislative Conference; and
- (d) Submit a copy of the approved State Legislative Platform for publication in the post-conference issue of the *Florida Business Woman* and post a copy on the state web site.

Section 8. The Public Relations Committee shall be composed of a chair whose responsibility is to publicize BPW/FL programs through available communications media; to direct media coverage including, but not limited to, newspaper, radio, and television of BPW/FL activities and announcements; and to encourage wider use of these media within the LOs.

Section 9. The Technology Committee shall be composed of a chair and other members who shall:

- (a) Provide technology workshops;
- (b) Assist local organizations with implementation and development of technology, including but not limited to web sites, e-communications and webinars; and
- (c) Assist BPW/FL in the use and future development of technological applications.

Section 10. Chairs of single-member standing committees may appoint two members to their committees with approval of the Executive Committee.

ARTICLE XVII - MEETINGS

Section 1. **Membership Meetings.** At least one membership meeting shall be held each year at a time and place determined by the Executive Committee.

- (a) Annual State Conference. Annual state conference shall be held in May or June of each year at a time and place determined by the Executive Committee unless otherwise authorized by a two-thirds vote of the Board of Directors. It shall be the purpose of the annual state conference to elect

officers, receive reports of officers and committees, act upon recommendations, and transact any other business that may arise.

- (b) A membership meeting may be held in the fall of each year. This meeting shall not be scheduled for the weekend prior to Election Day.

A quorum for a state membership meeting shall be a majority of the voting members who have been registered with the credentials committee as in attendance.

- Section 2. **Special Meetings.** Special meetings of BPW/FL may be called by a majority vote of the Executive Committee or a majority vote of the Board of Directors. The purpose of the meeting shall be stated in the Call, which shall be sent to all members at least 15 days before the meeting. No matters other than those contained in the Call shall be considered at a special meeting.

A quorum for a special meeting of BPW/FL shall consist of a majority of elected officers and at least one member from one-fourth (1/4) of the local organizations in BPW/FL.

- Section 3. **Board of Directors.** Regular meetings of the Board of Directors shall be held at least annually. The first meeting of the year shall take place immediately following the annual state conference at the site of the annual state conference. Places, dates, and times of subsequent meetings shall be determined by the Board of Directors at the first meeting (post-conference).

Special meetings of the Board of Directors may be held at such times as determined by the Executive Committee or by one-third of the members of the Board of Directors. Notice of special meetings of the Board must designate a time, place and purpose of the meeting, and must be given at least two weeks in advance of the date for which the meeting is called. No matters other than those contained in the call shall be considered at such meeting.

A quorum of the Board of Directors shall be one-fourth (1/4) of its members, provided that three (3) of those present shall be elected members of the Executive Committee.

- Section 4. **Executive Committee.** Meetings of the Executive Committee shall be held at least four times each year. Places, dates, and times shall be established by the president or by a majority of elected officers. Executive Committee meetings may be conducted in person, by telephone conference or through other electronic communications media so long as all of the members may simultaneously hear each other and participate during the meeting.

A quorum of the Executive Committee shall be a majority of its elected members.

- Section 5. **Planning Meeting.** A planning meeting shall be held annually at a place, date and time to be determined by the Board of Directors for the purpose of program planning and officer training for the ensuing year.

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

- Section 7. **Electronic Meetings.** The BPW/FL Board of Directors, Executive Committee, all committees, and subcommittees shall be authorized to meet by telephone

conference or through other electronic communications media so long as all the members can simultaneously hear each other and participate during the meeting. Quorum requirements for electronic meetings are the same as for face-to-face meetings.

- Section 8. **Electronic Notices.** Unless members indicate otherwise to the BPW/FL President in writing, all communication required in these bylaws, including meeting notices, may be sent electronically.

ARTICLE XVIII – RECOMMENDATIONS, ANNUAL REPORTS, AND RECORDS

- Section 1. All Officers and Standing Committee Chairs may present recommendations to the Annual State Conference body for action, which action, if adopted, shall be incorporated in BPW/FL’s program for the ensuing year.
- Section 2. Annual reports of the State Officers, the Board of Directors, the Standing Committee Chairs, the editor of the *Florida Business Woman*, the Special Committee Chairs, and the Presidents of the local organizations shall be filed, in writing (8 ½” x 11”), with the Secretary. The State President shall determine which reports shall be printed in the state publication of the conference program.
- Section 3. All officers shall deliver their files and records to their successors in accordance with Article XII, Section 7.
- Section 4. All Standing Committee Chairs and Special Committee Chairs shall deliver all records, files, and property belonging to BPW/FL to their successors within ten (10) days following the close of the annual state conference.

ARTICLE XIX – REPRESENTATION

- Section 1. Membership Meetings
- (a) The voting body shall be any member who has paid the appropriate membership meeting registration fee and is a member in good standing.
 - (b) No member shall have more than one (1) vote, and no voting by proxy shall be allowed.

ARTICLE XX – PUBLICATIONS

- Section 1. BPW/FL shall publish a magazine under the title of *Florida Business Woman* and a procedure handbook to be named *Florida Handbook of Federation Procedures*.
- Section 2. The editor of the *Florida Business Woman* may be appointed by the Executive Committee on an annual basis. The editor shall be eligible for reappointment for more than two (2) consecutive years and be accountable to the Executive Committee for administrative procedures.
- Section 3. All monies (dues allocated, subscriptions, advertising, etc.) relative to the publishing of the *Florida Business Woman* shall be handled through the office of the State Treasurer. The funds for this publication shall be included in the state budget.

- Section 4. The Executive Committee shall determine the overall size and number of issues per annum; shall approve the contract for printing; and shall determine the policy with regard to advertising.
- Section 5. The Executive Committee shall have overall supervision of the *Florida Business Woman* and shall approve such staff members as are deemed necessary to assist the editor.
- Section 6. The *Florida Handbook of Federation Procedures* shall be published, revised or supplemented at such times as the Board of Directors designates except for editorial changes, which may be made by the Executive Committee.
- Section 7. Other publications may be issued by BPW/FL from time to time upon authorization of the membership meeting body, the Board of Directors or the Executive Committee.

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

ARTICLE XXII – AMENDMENTS

- Section 1. These bylaws may be amended at any state membership meeting by a two-thirds (2/3) vote, provided a copy of the proposed amendments shall have been sent to members at least thirty (30) days prior to a state membership meeting. Electronic communication is acceptable for providing notice. Any member of BPW/FL may propose amendments to the State Bylaws Committee for the *Florida Handbook of Federation Procedures* and bylaws. The proposed amendment must include the proposer’s name, proposed amendment wording, and rationale.
- Section 2. Amendments to these bylaws, proposed too late for the procedure in Section 1, may be adopted at a state membership meeting by unanimous vote.
- Section 3. When an amendment is adopted to the state bylaws that affects local organization bylaws, each local organization shall automatically amend its bylaws to conform.

ARTICLE XXIII – DISSOLUTION

Upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of this dissolution shall be distributed to an organization decided by the Board of Directors, which has qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code and state regulations. None of the assets will be distributed to any member, officer, or trustee of this organization.

ARTICLE XXIV – EMERGENCY BYLAWS

- Section 1. The emergency bylaws provided in this Article XXIV shall be operative during any emergency as defined in Florida Statutes 617.0207. An emergency exists if a quorum cannot readily be assembled because of some catastrophic event. To the extent not inconsistent with these emergency bylaws, the bylaws provided in the preceding Articles shall remain in effect during such emergency and upon the termination of such emergency.
- Section 2. Emergency bylaws shall remain in effect until the declared emergency has terminated.
- Section 3. All meetings of the BPW/FL membership, annual conferences, committees, subcommittees and local organizations shall be authorized to meet by telephone conference or through other electronic communications media so long as all the members can simultaneously hear each other and participate during the meeting.
- Section 4. Unless members indicate otherwise to the President in writing, all communication required in these bylaws, including meeting notices, may be sent electronically, and all notice requirements shall be reduced to 48 hours.
- Section 5. No officer, director or employee shall be liable for any action taken in good faith in accordance with these emergency bylaws.
- Section 6. Upon the termination of such emergency, all actions taken by the BPW/FL membership and local organizations shall be presented to their respective membership for ratification.
- Section 7. The collection of dues from members unable to pay shall be suspended until such time as the emergency has terminated.

**APPENDIX
DUES
Effective June 2019**

Per Member of Local*

To BPW/Florida \$65.00

Per Student Member of Local*

To BPW/Florida \$26.00

Per Member-at-Large*

To BPW/Florida \$90.00

Per Student Member-at-Large

To BPW/Florida \$35.00

Per Dual State Member (Voting privileges)

To BPW/Florida \$30.00

* Member of Local, Student Member of Local, Member-at-Large, and Student Member-at-Large dues include membership in the Education Foundation of the Florida Federation of Business and Professional Women's Clubs, Inc. (EFFFBPW), a subscription to the *Florida Business Woman* and an affiliation with BPW Foundation.