

Bylaws of
Concord-Cabarrus Business and Professional Women
(Concord-Cabarrus BPW)



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ARTICLE I - NAME

The name of this Club shall be the Concord-Cabarrus Business and Professional Women, an affiliate of the North Carolina Federation of Business and Professional Women's Clubs, Incorporated. (hereafter referred to as BPW/NC). This Club shall be known as Concord-Cabarrus BPW.

ARTICLE II - MISSION

The mission of this Club shall be 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 This Club shall be nonsectarian, nonpartisan, and nonprofit.

Section 2 The mission, objectives and policies and procedures of BPW/NC as applicable shall in every case also be the mission, objectives and policies and procedures of this Club.

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.

Section 2 Membership in this Club shall be all-inclusive for membership in BPW/NC.

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

Section 4 A Club may not refuse to accept the transfer of a member in good standing.

Section 5 The only criteria for membership shall be per Article V, Section 1, and the payment of appropriate dues.

ARTICLE VI - CLUB REQUIREMENTS

Section 1 This Club, to remain in good standing:

- (a) Shall maintain a membership of at least five (5) members and/or student members;
- (b) Shall not be an integral part of any other club/organization; and
- (c) Shall insure that Bylaws are current and not in conflict with BPW/NC bylaws and policies.

Section 2 Should membership fall below five (5) members and/or student members, this Club shall be dropped from BPW/NC at the end of the second fiscal year. Current members at that time shall have the option of becoming Members at Large of BPW/NC.

ARTICLE VII - DUES

Section 1 Dues are payable upon application for membership and renewable annually on the first day of the following month.

Section 2 Member Affiliated with a Club

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

Section 3 Student Member Affiliated with a Club

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

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

Section 5 A member is in good standing only when club and BPW/NC dues are paid.

Section 6 Any member who does not pay dues within ninety (90) days of annual renewal date shall be removed from the Club roster.

Section 7 An individual who has been removed from the Club roster for nonpayment of dues may be reinstated upon payment of all delinquent dues for the club and BPW/NC.

ARTICLE VIII - FISCAL RESPONSIBILITY

Section 1 The fiscal year shall commence on the first day of June and shall end on the thirty-first day of May.

Section 2 An auditor or auditing committee of at least two (2) members shall be elected at the May meeting. The committee shall audit the treasurer's records within thirty (30) days after the close of the treasurer's term of office in May and shall report to the Club at the July meeting.

ARTICLE IX - OFFICERS

Section 1 The officers shall be a president, a vice president, a secretary, and a treasurer. The offices of a president-elect, an assistant secretary, and an assistant treasurer are optional.

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

Section 3 Officers shall assume their duties immediately following the May meeting and shall serve for one (1) year or until their successors are duly elected.

Section 4 If any of the optional offices of president-elect, assistant secretary, or assistant treasurer are filled, the term of their office shall be one (1) year and they shall not be required to serve until a successor is duly elected.

ARTICLE X - NOMINATIONS AND ELECTIONS

Section 1 Officers shall be elected at the Club's April meeting and shall be installed at the Club's May meeting.

Section 2 To be eligible to serve as an officer, a member must:

(a). be in good standing; and

(b). officially and publicly support the BPW/NC legislative platform.

Section 3 At a business meeting preceding the April meeting, a Nominating Committee of at least three (3) members shall be elected. The Nominating Committee shall present at the April meeting a slate of one (1) or more nominees for each office. Nominations may also be made from the floor.

- 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 the president for the unexpired portion of the term.
 - (b) Vacancies in offices other than president shall be filled for the unexpired term by the Executive Committee.
- Section 5 No member shall hold the same office for more than two (2) consecutive terms.
- Section 6 Six (6) months or more shall be considered a term of office in determining eligibility for re-election.

ARTICLE XI - DUTIES OF OFFICERS

- Section 1 The president shall be the principal officer of the Club and shall:
- (a) Preside at all meetings of the Club, the Board of Directors, and the Executive Committee;
 - (b) Appoint standing and special committee chairs with the approval of the Executive Committee and may also appoint a parliamentarian;
 - (c) Serve as ex-officio member of all committees, except the Nominating Committee;
 - (d) Bring to the attention of the Club all pertinent information from BPW/NC;
 - (e) Authorize all expenditures in accordance with financial policies of the Club; and
 - (f) Be responsible for sending to the person designated by BPW/NC:
 - (1) The names and addresses of all officers and chairs immediately following their election or appointment;
 - (2) An immediate report of all changes affecting the above items.
- Section 2 The vice president shall:
- (a) Act as representative of the president when requested; and perform the duties of the president in the absence of the president;
 - (b) Become president for the unexpired term in case of death, resignation, or incapacity of the president;
 - (c) Perform other duties as appropriate;

- (d) Serve in such other capacities as assigned by the president; and
- (e) Shall have signing authority in financial matters in the absence of the president.

Section 3 The secretary shall:

- (a) Take and record accurate minutes of the proceedings of all meetings of the Club, the Board of Directors, and the Executive Committee;
- (b) Conduct the correspondence of the Club;
- (c) Preserve in a permanent file all records and letters of value to the Club and its officers; and
- (d) May serve as editor of the Club publication.

Section 4 The treasurer shall:

- (a) Have charge of all monies of the Club and shall report thereon at all meetings;
- (b) Collect all monies coming into the Club from whatever source and give a proper receipt therefore;
- (c) Keep a list of the names, addresses, and occupations of all members;
- (d) Pay all bills upon the written authorization of the president and/or vice president;
- (e) Keep an itemized record, in a permanent file, of all receipts and expenditures;
- (f) Forward promptly to the person designated by BPW/NC all monies payable to BPW/NC; and all BPW/NC dues for all new and renewing members;
- (g) Serve as ex-officio member of the Finance Committee and a member of other select committees dealing with finances:
- (h) Deliver to the successor within fifteen (15) days after expiration of term of office, all books, records, and papers, requesting receipt therefore.

Section 5 The president-elect shall:

- (a) Act as representative of the president when requested:
- (b) Serve as ex-officio member of all committees except the Nominating Committee:
- (c) Perform other duties as appropriate; and

(d) Serve in such other capacities as assigned by the president.

Section 6 The assistant secretary shall:

(a) Take and record accurate minutes of the proceedings of all meetings of the Club, the Board of Directors, and the Executive Committee in the absence of or at the request of the secretary.

Section 7 The assistant treasurer shall:

(a) Fulfill the duties of the treasurer in the absence of the treasurer;

(b) Provide assistance to the treasurer as requested; and

(c) Serve as chair of the Finance Committee.

Section 8 Each officer, except for the treasurer, shall deliver to the successor immediately after retiring from office all accounts, records, books, papers, and other property belonging to the Club.

ARTICLE XII - MEETINGS

Section 1 Regular meetings shall be held monthly on the fourth Tuesday unless otherwise ordered by the Club or the Executive Committee.

Section 2 The regular May meeting of each year shall be designated as the annual meeting, at which time reports summarizing the year's activities shall be given.

Section 3 Special meetings, defined as any meeting other than the regular monthly meeting, may be called by the president or by any five (5) members, provided all members are notified in writing of time, place and purpose of such meeting.

Section 4 A majority of the members present shall constitute a quorum.

Section 5 No member shall have more than one (1) vote, and no voting by proxy shall be allowed.

ARTICLE XIII - BOARD OF DIRECTORS

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

Section 2 The board shall:

a) Supervise the affairs of the Club;

b) Make recommendations for the Club's growth and prosperity;

- c) Make recommendations to the Club regarding proposed amendments to the bylaws;
- d) Transact any business between meetings of the Club and report thereon at the next business meeting of the Club; and
- e) Report at the annual meeting the business transacted by the Board of Directors during the year.

Section 3 The Board of Directors shall hold a minimum of four (4) meetings during the year, dates to be determined by the board at its first meeting.

Section 4 Special meetings of the board may be called by the president or by one-third (1/3) of the board members provided two (2) are elected officers.

Section 5 At the request of the president, a vote of the Board of Directors may be taken by mail, facsimile (fax) or email. Such vote shall have the force and effect of a vote taken at a meeting. The Secretary's records shall contain an accurate record of all such votes.

Section 6 A majority of the voting members shall constitute a quorum.

Section 7 No member shall have more than one (1) vote, and no voting by proxy shall be allowed.

ARTICLE XIV - EXECUTIVE COMMITTEE

Section 1 The elected officers of the Club shall constitute the Executive Committee.

Section 2 The Executive Committee shall have authority to act for the Board of Directors between meetings of the board and shall report thereon at the next meeting of the board.

Section 3 The Executive Committee shall meet on call by the president, or by any two (2) members of the committee, for the consideration of special matters between regular meetings of the Club and the Board of Directors.

Section 4 Standing and special committee appointments made by the president shall be subject to the approval of the Executive Committee.

Section 5 At the request of the president, a vote of the Executive Committee may be taken by mail, facsimile (fax) or email. Such vote shall have the force and effect of a vote taken at a meeting. The Secretary's records shall contain an accurate record of all such votes.

Section 6 A majority of the voting members shall constitute a quorum for a meeting of the Executive Committee.

Section 7 No member shall have more than one (1) vote, and no voting by proxy shall be allowed.

ARTICLE XV - STANDING COMMITTEES

Section 1 The standing committees shall be Finance, Foundation, Issues Management, Legislation, Membership, Public Relations, and Young Careerist.

Section 2 To be eligible to serve as a chair or a member of a standing committee on the Board of Directors, a member must:

(a) Be 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.

Section 4 The Finance Committee shall be composed of a chair and a minimum of two (2) members. It shall be the duty of the Finance Committee to prepare an annual budget, to have general supervision of all expenditures, and to assist in developing a sound financial policy. The Finance Chair shall be a member ex-officio, without vote, of all committees whose programs require the expenditure of monies.

Section 5 The Foundation Committee shall be composed of a chair. It shall be the duty of the Foundation Committee to promote interest in and support of the BPW/NC Foundation and the Business and Professional Women's Foundation (USA).

Section 6 The Issues Management Committee shall be composed of a chair and a recommended minimum of two (2) members. It shall be the duty of the Issues Management Committee to plan and implement a well-coordinated annual program based on the objectives of BPW/NC. The committee shall meet immediately after appointment to consider the annual program suggestions by BPW/NC and develop a program, which shall involve all areas of Club activities. The Issues Management Chair shall present the annual program to the Board of Directors for approval.

Section 7 The Legislation Committee shall be composed of a chair and a recommended minimum of two (2) members. It shall be the duty of the Legislation Committee to carry out the legislative programs adopted by BPW/NC. The committee shall study local legislative needs in order to make recommendations to the Club.

Section 8 The Membership Committee shall be composed of a chair and a recommended minimum of two (2) members. It shall be the duty of the Membership Committee to promote, expand, stabilize, and orient the membership.

- Section 9 The Public Relations Committee shall be composed of a chair and a recommended minimum of two (2) members. It shall be the duty of the Public Relations Committee to present BPW/NC and local programs and activities through available news and social media and publish the monthly Club publication.
- Section 10 The Young Careerist Committee shall be composed of a chair and a recommended minimum of two (2) members. It shall be the duty of the Young Careerist Committee to encourage recruitment of young people into membership, organize and coordinate the Young Careerist Program, and promote activities that involve the participation of young people.

ARTICLE XVI - SPECIAL COMMITTEES/TASK FORCES

- Section 1 Special Committees/Task Forces may be appointed by the President with the approval of the Executive Committee. Examples of Special Committees are: Bylaws Committee, Scholarship Committee, Special Projects Committee, and Hospitality Committee.
- a) Terms of members appointed to temporary committees created for special purposes shall automatically terminate at the end of the local federation year, such members being eligible for reappointment.
- Section 2 The Bylaws Chair shall receive proposed amendments and resolutions and present them to the Executive Committee for action that it deems suitable.
- Section 3 The Scholarship Committee shall coordinate with the activities of the Frances B. Long Scholarship Foundation Inc.
- Section 4 The Special Projects Committee shall organize the Christmas party and such other social events as the Executive Committee requests.
- Section 5 The Hospitality Committee shall be responsible for memorials, cards, gifts, flowers and other such acknowledgments when occasions arise for which such items are appropriate.

ARTICLE XVII - REPRESENTATION

- Section 1 The Club shall have representation at the BPW/NC Annual Convention as follows:
- The voting body shall be members in good standing who have paid the registration fee.
- Section 2 No individual shall have more than one (1) vote and no voting by proxy shall be allowed.
- Section 3 Any member in good standing who has paid the registration fee shall have voting privileges at the BPW/NC Annual Convention.

ARTICLE XVIII - PARLIAMENTARY PROCEDURE

The rules of parliamentary procedure comprised in the current edition of *Robert's Rules of Order Newly Revised* shall govern all proceedings of the Club; the Board of Directors, and the Executive Committee, subject to such special rules as have been or may be adopted.

ARTICLE XIX - AMENDMENTS

- Section 1 Amendments to these bylaws may be proposed by the Board of Directors, the Executive Committee or the Bylaws Committee.
- Section 2 All proposed amendments shall be sent in writing to every member at least fifteen (15) days before they are to be voted upon.
- Section 3 All proposed amendments shall be presented to the Board of Directors prior to presentation to the Club.
- Section 4 These bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at any regular meeting.
- Section 5 The final adoption by the Club of amendments to or revisions of these bylaws shall be contingent upon the approval of the BPW/NC President.
- Section 6 When an amendment is adopted to the BPW/NC bylaws, which affects Club bylaws, the Club shall automatically amend its bylaws to conform. The model Organization/Club bylaws are automatically amended as well. Any conflict shall be resolved in accordance with BPW/NC policy and procedure.

ARTICLE XX - DISSOLUTION

Upon dissolution of this Club 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 Foundation (USA), or a state BPW Foundation that has qualified for exemption under Section 501(c) (3) of the Internal Revenue Code and state tax regulations. None of the assets will be distributed to any member, officer or trustee of this Club.

APPENDIX - DUES

Per Member	Annual Amount (EFFECTIVE September 2014))
Concord-Cabarrus BPW – local amount	\$35
BPW/NC Amount (includes an amount to be applied to the event fund and a subscription to the state publication)	\$25
TOTAL AMOUNT	\$60

Per Student	Annual Amount (EFFECTIVE September 2014)
Concord-Cabarrus – local amount	\$10
BPW/NC Amount (includes an amount to be applied to the event fund and a subscription to the state publication)	\$15
TOTAL AMOUNT	\$25

Addendum to Bylaws of BPW/NC

Use of BPW® Brand Agreement

ASSIGNMENT: UNDERSTANDING TERMS OF USE OF BPW® BRAND AND LOGO

Desired Results:

To clarify and confirm the understanding of the "Terms of Use" for the BPW name, Logo, and Registered brands and trademarks that are the property of the BPW Foundation following the merger of BPW/USA with the BPW Foundation contained in a license agreement signed by BPW/NC.

Guidelines:

BPW/NC has been granted a license ("License") from the BPW Foundation to use certain intellectual property assets owned by the BPW Foundation, including, but not limited to, certain trademarks owned by BPW Foundation (the "Licensed Marks"), within the framework and subject to the terms and conditions specified in a License Agreement between the BPW/NC and the BPW Foundation which has been filed with the Foundation.

In exchange for the payment \$50.00 by BPW/NC, the BPW Foundation grants to each affiliated Club within the State, the rights to use the BPW name, logo and other registered or trademarked "brands and marks" provided that the items are used in a manner that does not compromise or detract from the image or mission of the BPW Foundation.

The BPW Foundation has published a new "Graphics Standards Manual" and the BPW Foundation will provide trademark artwork files upon request. Clubs (Local Organizations) shall use only artwork files provided by BPW Foundation or BPW/NC. Images captured from websites, publications, and other sources may not be used.

Each Club (or BPW member) using the trademarks or brand is responsible for becoming familiar with the acceptable and approved use, and should not use any of the information in an inappropriate manner. Failure to comply could cause the agreement between BPW/NC and the BPW Foundation to be in jeopardy and could cause the Foundation to revoke the rights to use the BPW name.

Resources:

A copy of the Graphics Standard manual in pdf format is available on the BPW/NC Website at <http://www.bpw-nc.org/Resources/Documents/Resources/GraphicStandardsManual%5B1%5D.pdf>. If you have a question about standards or need original logo materials, please contact Business and Professional Women's Foundation at (202) 293-1100.

Accountability:

During the term of the Agreement, BPW Foundation will periodically review the BPW/NC's use of the Licensed Marks and the quality of its services in connection with which BPW/NC uses the Licensed Marks, to which BPW/NC agrees, and will cooperate. As an affiliate, you are expected to monitor and use the BPW name, logo and program responsibly.

Consequences:

Appropriate use of the BPW name, logo and trademarks will allow BPW/NC to benefit from the 91 years of history and our legacy. Incorrect use could cause possible harm to the image that we are asked to preserve and protect.

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