

**Northern Mines Business & Professional Women,  
Local Organization  
dba Business & Professional Women of Nevada County**

**BYLAWS**

*(All references in these Bylaws to "she" or "her" should be read to include the masculine as well as the feminine gender.)*

**ARTICLE I – NAME AND AFFILIATIONS**

- SECTION 1 The name of this organization shall be Northern Mines Business & Professional Women, Local Organization, dba Business & Professional Women of Nevada County (hereafter BPW-NC or Club).
- SECTION 2 BPW-NC is a non-profit corporation under the laws of the State of California.
- SECTION 3 BPW-NC sponsors a subsidiary 501(c)(3) corporation, Northern Mines Business and Professional Women's Education Fund, dba Business and Professional Women of Nevada County Education Fund.

**ARTICLE II – MISSION AND OBJECTIVES**

- SECTION 1 Mission. The mission of the Business & Professional Women of Nevada County is to support and promote equity for women in all aspects of their lives.
- SECTION 2 Objectives. The objectives of the Business & Professional Women of Nevada County are:
- (a) To promote personal and professional development for working women.
  - (b) To advocate on National, State, and Local legislative issues of importance to working women.
  - (c) To support reproductive freedom, including choice and access to family planning, as an absolute right for all women.
  - (d) To support the California Commission on the Status of Women.
  - (e) To promote the education of our members and the community in matters of women's equality as it relates to economics, employment, health, education, housing, civil rights, and other issues of equal opportunity.

**ARTICLE III - POLICIES**

- SECTION 1 BPW-NC shall be nonsectarian, nonpartisan, and nonprofit.

SECTION 2 BPW-NC will, from time-to time, adopt a limited legislative platform focusing on progressive women's issues as a basis for action.

#### **ARTICLE IV – MEMBERSHIP AND DUES**

SECTION 1 On payment of applicable dues, membership may be held by all individuals who support the mission and objectives of BPW-NC. Membership categories shall be:

(a) Member.

(b) Student Member. A student member is an individual enrolled in a college or university, or other accredited educational institution above the high school level, for a minimum of six (6) semester units or the equivalent number of hours. Student members have all the rights and responsibilities of members.

SECTION 2 The Membership Year shall run from July 1 through June 30 of each year.

SECTION 3 Dues are payable upon acceptance to membership and renewable annually on the first day of the Club's Membership Year.

SECTION 4 (a) Dues for members shall be set by the Board of Directors, and are payable upon joining and thereafter by July 1 of each year.

(b) Student member. Annual dues for each student member shall be one-half the current dues amount for full members.

SECTION 5 Members joining on or after January 1 of each year shall pay one-half the annual dues for the first year.

SECTION 6 A member is in good standing only when the applicable BPW-NC dues have been paid.

SECTION 7 Any member who does not pay dues within 90 days of annual renewal date shall be removed from the BPW-NC roster.

SECTION 8 A person who has been removed from the BPW-NC roster for nonpayment of dues may be reinstated in the same membership year upon full payment of current dues.

#### **ARTICLE V - FISCAL RESPONSIBILITY**

SECTION 1 The Fiscal Year shall run from July 1 through June 30 of each year.

SECTION 2 A Fiscal Review Committee shall be appointed by the President at the beginning of the Fiscal Year. This Committee shall review the Treasurer's records within thirty (30) days after the close of the Fiscal Year and at such other times during the year as may be requested by the President or the Finance Chair. Results of all reviews shall be reported to the Board of

Directors at its next regular meeting.

## **ARTICLE VI - OFFICERS**

- SECTION 1 (a) The elected officers shall be a President, a Vice President, a Secretary, and a Treasurer.
- (b) A Parliamentarian shall be appointed by the incoming President and shall serve without vote.

SECTION 2 The term of office for elected and appointed officers shall be one year.

SECTION 3 Officers shall assume their duties as of July 1 of each year, and shall serve for one year or until their successors are duly elected and installed.

## **ARTICLE VII - NOMINATIONS AND ELECTIONS**

SECTION 1 Officers shall be elected by the members at BPW-NC's May meeting and shall be installed at the June meeting.

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

SECTION 3 At the first Board of Directors meeting each Fiscal Year, the Board may elect a Nominations Chair, who may select one or two other members to serve as her Committee, no more than one of whom shall be a member of the Executive Committee. At the April Membership Meeting the Nominating Committee shall present a slate of candidates consisting of one or more nominees for each office, at which time nominations may also be made from the floor. The election shall be held at the May Membership Meeting.

SECTION 4 Vacancies in office shall be handled as follows:

(a) In the event the President is unable to fulfill the duties of the office, 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 portion of the term by appointment by the Executive Committee.

SECTION 5 No member shall hold the same elective office for more than two (2) consecutive terms. Six months or more shall be considered a term of office in determining eligibility for re-election.

## **ARTICLE VIII - DUTIES OF OFFICERS**

SECTION 1 The President shall be the principal officer for BPW-NC, and shall:

(a) Preside at all meetings of the BPW-NC membership, Board of

- Directors, and/or Executive Committee.
- (b) Appoint all BPW-NC Committee Chairs and Co-Chairs, with the approval of the Executive Committee.
  - (c) Appoint the President of the BPW-NC Education Fund from among the members of BPW-NC.
  - (d) Serve as member *ex officio* of all committees except the Nominating Committee.
  - (e) Authorize all expenditures in accordance with the financial policies and approved budget of BPW-NC.
  - (f) Serve as agent for service for the Club Corporation for up to two years, in coordination with the biennial filing of the Statement of Information required by the California Secretary of State.

SECTION 2 The Vice President shall:

- (a) Act as the representative of the President when requested.
- (b) Serve as member *ex-officio*, without vote, of all committees except the Nominating Committee.
- (c) Perform the duties of the President in the absence of the President, act in an advisory capacity at all times, and serve in such other capacities as assigned by the President.
- (d) Become President for the unexpired term in case the President can no longer fulfill the duties of her office.

SECTION 3 The Secretary shall:

- (a) Take and record accurate minutes of the proceedings of all meetings of the Board of Directors, the Executive Committee, and the membership.
- (b) Conduct the official correspondence of BPW-NC.
- (c) Preserve in a permanent file all records and letters of value to BPW-NC and its officers.
- (d) File the biennial and any amended Statement of Information forms with the California Secretary of State in a timely manner.

SECTION 4 The Treasurer shall:

- (a) Have charge of all BPW-NC funds and shall report quarterly thereon at meetings of the Board of Directors and to the membership.
- (b) Keep an itemized record, in a permanent file, of receipts and expenditures.
- (c) Pay all bills authorized in the budget or approved by the membership.
- (d) Keep a record of the names and addresses of all members, and their dues status.
- (e) Serve as an *ex officio* member of the Finance Committee.
- (f) Make available to the Fiscal Review Committee, within 15 days after the expiration of her term of office, all accounts, books, papers, and records.
- (j) Prepare and file all tax returns as required for BPW-NC.

SECTION 5 The Parliamentarian shall:

- (a) Be familiar with BPW-NC Bylaws and Standing Rules, and have them available at all meetings.
- (b) Be familiar with parliamentary procedure as outlined in the current edition of *Robert's Rules of Order, Newly Revised*.
- (c) Advise the President, Committee Chairs, and members, as requested, on parliamentary law and procedure.

SECTION 6 Each officer, except the Treasurer, shall deliver to her successor, immediately after retiring from office, all books, papers, records, and other property belonging to BPW-NC.

**ARTICLE IX - MEETINGS**

SECTION 1 Regular Membership Meetings shall generally be held on the third Wednesday evening of each month, unless otherwise ordered by vote of the membership or by the Executive Committee.

SECTION 2 Special meetings may be called by the President or by any five (5) members, provided all members are notified by mail, fax, email, or telephone, of time, place, and purpose of such meeting. At least 72 hours notice shall be provided.

SECTION 3 The Membership Meeting in May of each year shall be designated the Annual Meeting, at which time the election of officers is held. Reports summarizing the year's activities may be given.

- SECTION 4 One-sixth (1/6) of the members of BPW-NC shall constitute a quorum.
- SECTION 5 No member shall have more than one vote, and no voting by proxy shall be allowed.

### **ARTICLE X - BOARD OF DIRECTORS**

- SECTION 1 (a) The elected and appointed officers and standing committee chairs (or co-chairs) shall constitute the Board of Directors of this Club. Committee co-chairs are welcome at all Board of Directors meetings, but each committee shall have only one voting representative at each Board meeting.
- (b) The BPW-NC Education Fund shall be represented on the BPW-NC Board of Directors by its current President or her designee, as provided in the Bylaws of the BPW-NC Education Fund, as a voting member.
- SECTION 2 The Board of Directors shall:
- (a) Supervise BPW-NC's affairs.
- (b) Make recommendations for BPW-NC's growth and prosperity.
- (c) Make recommendations to BPW-NC members regarding proposed amendments to the bylaws.
- (d) Transact all business of BPW-NC, and report on significant items regularly in the club newsletter.
- (e) Approve fund-raising programs when and if needed.
- (f) Report at the Annual Meeting a summary of the year's accomplishments.
- SECTION 3 The Board of Directors shall hold a minimum of two meetings during the year:
- (a) One meeting, to be held after the June installation, to plan and direct the Club's program for the year.
- (b) The second meeting, prior to and in preparation for the Annual Meeting, to review and summarize the year's accomplishments.
- SECTION 4 Special meetings of the Board may be called by the President or by one-third (1/3) of the Board members.
- SECTION 5 A majority of the voting Board members shall constitute a quorum, provided at least two of the elected officers are present.
- SECTION 6 No Board member shall have more than one vote, and no voting by proxy

shall be allowed.

## **ARTICLE XI - EXECUTIVE COMMITTEE**

- SECTION 1 The elected and appointed officers of BPW-NC shall constitute the Executive Committee.
- SECTION 2 The Executive Committee shall have the 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 as needed on call by the President, or by any two voting members of the Committee, for the consideration of special or urgent matters between regular meetings of the Board of Directors.
- SECTION 4 Appointments of standing and special committee chairs made by the President shall be subject to the approval of the Executive Committee.
- SECTION 5 A majority of the voting members shall constitute a quorum for a meeting of the Executive Committee.
- SECTION 6 No Executive Committee member shall have more than one vote, and no voting by proxy shall be allowed.
- SECTION 7 At the request of the President, a vote of the Executive Committee may be taken by mail, fax, email, or telephone conference call. Such a vote shall have the force and effect of a vote taken at face-to-face meetings. The Secretary's records shall accurately reflect all such votes.

## **ARTICLE XII – STANDING COMMITTEES**

- SECTION 1 BPW-NC shall have the following standing committees: Finance, Advocacy and Community Partnerships, Membership, Program, and Public Relations.
- SECTION 2 Only individuals who are active members in good standing shall be eligible to serve as standing committee chairs and co-chairs.
- SECTION 3 Committee chairs and co-chairs shall be appointed by the President for a term of one year and may be reappointed. As used hereafter, the term chair shall include co-chairs where the President deems shared responsibility is appropriate.
- SECTION 4 The Finance Committee shall be composed of a chair and two (2) members, one of whom is the Treasurer and the other a member appointed by the Board of Directors. This committee is responsible for preparing BPW-NC's annual budget; having general supervision of all expenditures; and helping to develop and maintain a sound financial policy. The Finance Chair shall be a member *ex officio*, without vote, of all committees which disburse money.

- SECTION 5 The Program Committee shall be composed of a chair and her committee. Working with the President and Board of Directors, this committee is responsible for planning and implementing a well-coordinated annual program based on BPW-NC's mission, objectives, and legislative platform.
- SECTION 6 The Advocacy and Community Partnerships Committee shall be composed of a chair and her committee. This committee is responsible for formulating and carrying out approved action plans based on the legislative platform adopted by BPW-NC, and for reporting to members pertinent current legislative developments. The Committee shall study legislative needs and issues at the local, State, and national levels in order to make recommendations for action.
- SECTION 7 The Membership Committee shall be composed of a chair and her committee. This committee is responsible for maintaining a healthy level of membership through actions that promote and support the recruitment of new members and the retention of existing members. The committee shall also plan and carry out the orientation of new members.
- SECTION 8 The Public Relations Committee shall be composed of a chair and her committee. This committee is responsible for promoting recognition of BPW-NC and its programs and activities through print, broadcast, and social media, and the Club's web site and monthly newsletter.

### **ARTICLE XIII – SPECIAL COMMITTEES**

- SECTION 1 Special Committees appointed by the President may include, but are not limited to, the following:
- (a) Bylaws
  - (b) Fiscal Review. The duties of the Fiscal Review Committee are as stated in Article V, Section 2.
  - (c) Foundation Liaison (with national BPW Foundation)
  - (d) Historian
  - (e) National Business Women's Week
  - (f) Nominations Committee. The duties of the Nominations Committee are as stated in Article VII, Section 3.
  - (g) Reservations
  - (h) Sunshine
  - (i) Ways and Means
  - (j) Woman of the Year (non-member)
  - (k) Woman of Achievement (BPW-NC member)
- SECTION 2 Scholarship programs are the responsibility of the BPW-NC Education Fund.

### **ARTICLE XIV - 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 BPW-NC, its Board of Directors

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

#### **ARTICLE XV - 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 presented to the Executive Committee, which may refer such proposed bylaws amendment to the Bylaws Committee or to any other committee for recommendations, and to the Board of Directors before presentation to the Club membership.
- SECTION 3 All proposed amendments shall be sent via email, fax, or mail to every member at least fifteen (15) days before they are to be voted upon.
- SECTION 4 These bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at any membership meeting at which a quorum is present.

#### **ARTICLE XVI - DISSOLUTION**

- SECTION 1 If BPW-NC membership drops below six (6) members, the President, or next ranking officer, shall call a special meeting of the remaining members to consider the matter and determine disposition of assets, if applicable.
- SECTION 2 Upon dissolution of BPW-NC, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to an educational or charitable organization that has qualified for exemption under section 501(c)(3) of the Internal Revenue Code and California State tax regulations.
- SECTION 3 None of the assets will be distributed to any member, officer, or director of this organization.

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Bylaws Committee: Susan Rogers, Chair, 2012-16