



**WASHINGTON STATE FEDERATION OF BUSINESS
AND PROFESSIONAL WOMEN, INC.**

BYLAWS

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WASHINGTON STATE FEDERATION OF BUSINESS AND PROFESSIONAL WOMEN, INC.

ARTICLE I NAME

The name of this organization shall be the Washington State Federation of Business and Professional Women, Inc. (BPW/WA).

ARTICLE II MISSION

The mission of this federation shall be to achieve equity for all women through advocacy, education, and information.

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. The Washington State Federation shall be non-sectarian, non-partisan, and nonprofit.

Section 2. The mission and purpose of this federation shall in every case be the mission and purposes of all local organizations thereof.

Section 3. The policies and procedures of BPW/WA, as applicable, shall apply to all local organizations thereof.

ARTICLE V FISCAL YEAR

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

ARTICLE VI STATE FEDERATION REQUIREMENTS

Section 1. The state federation is eligible for affiliation with the BPW Foundation (national) if:

- A. It votes to sign the BPW Foundation (national) licensing agreement.
- B. It pays the designated licensing fee as set forth in the licensing agreement.

Section 2. The state federation maintains at least one (1) or more local organizations.

Section 3. If there is only one remaining local organization, the state federation may choose to dissolve.

Section 4. The BPW/WA federation shall be solely responsible for compliance with applicable state laws regarding corporate mergers and/or dissolutions.

Section 5. If BPW/WA chooses to dissolve, any local organization remaining can vote to become affiliated with the BPW Foundation (national).

ARTICLE VII – LOCAL ORGANIZATION REQUIREMENTS

- Section 1. A local organization (LO) is eligible for admission to the state federation if:
- A. It has a minimum of five (5) members and/or student members.
 - B. It is not an integral part of any other organization; and
 - C. It submits local organization bylaws not in conflict with state bylaws, standing rules, and policies and procedures annually to the BPW/WA Bylaws chair.
- Section 2. To remain in good standing a local organization must maintain a membership of at least five (5) members and/or student members.
- Section 3. A local organization whose membership falls below five (5) members and/or student members shall be dropped at end of the second fiscal year.
- Section 4. A local organization applying for membership in this federation shall forward to the state president all documents and dues required by the state federation.
- 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 Washington State Federation of Business and Professional Women, Inc. Articles of Incorporation. Any conflict shall be resolved in accordance with the BPW/WA Policies and Procedures Handbook.
- Section 6. Bylaws of any local organization shall be sent to the person designated by the state president for review and approval annually. Any conflict shall be resolved in accordance with BPW/WA Policies and Procedures.
- Section 7. When a new local organization has met all state requirements, a charter signed by the state president is transmitted to the new local organization president for counter signature and presentation to the local organization. (See Policies and Procedures Handbook)

ARTICLE VIII MEMBERSHIP

- Section 1. Membership shall be held by individuals who support the objectives of BPW/WA and pay the appropriate dues for their membership category. [See Standing Rule Number fourteen (14. DUES)].
- Membership categories shall be:
- A. Member of a Local Organization (MOL): Individuals who pay dues to BPW/WA and a local organization. Membership shall be open to all individuals.
 - B. Dual Member (DM): Members may belong to more than one local organization by payment of local organization dues only to the second local organization. They will be considered a dual member with all rights at the local organization level only. Members must designate their primary local organization.
 - C. Member-at-large (MAL): Individuals who pay BPW/WA dues for affiliation at the state level only. These members choose not to belong to a local organization and are not eligible to hold office.

D. Student:

1. Student member of a Local Organization (SMOL): Individuals who pay dues to BPW/WA and a local organization and are enrolled in a college, university or other Washington accredited educational institution above the high school level. Proof of current student status is required.
2. Student Member-at-large (SMAL): Individuals who pay BPW/WA student dues only for affiliation at the state level only. These members choose not to belong to a local organization and are not eligible to hold office. Proof of current student status is required.

E. Veteran:

1. Veteran member of a local organization (VMOL): Individuals who pay dues to BPW/WA and a Local Organization plus provide proof of current military duty identification or honorable discharge document stating the branch of service.
2. Veteran Member-at-large (VMAL): Individuals who pay BPW/WA student dues for affiliation at the state level only. These members choose not to belong to a local organization and are not eligible to hold office. Proof of current military duty identification or honorable discharge document stating the branch of service is required.

Section 2. Members, student, and veteran members that belong to a local organization shall also be members of BPW/WA. Any conflict shall be resolved in accordance with Handbook of Policies and Procedures.

Section 3. Members in BPW/WA automatically become affiliated with BPW Foundation (national) through the BPW/WA – BPW Foundation licensing agreement.

Section 4. A member in good standing may request transfer from one local organization to another. A local organization may not refuse to accept the transfer of a member in good standing. [See Handbook of Policies and Procedures].

Section 5. The only criteria for membership shall be ARTICLE VIII, Section 1, and payment of appropriate dues (See Standing Rules).

Section 6. To remain in good standing a member's dues must be current. [See ARTICLE IX – DUES, Section 2. and reference therein].

ARTICLE IX DUES

Section 1. Dues are payable upon acceptance to membership at the local organization level and renewable annually on the first day of the following month, and therefore, every twelve (12) months from that date.

Section 2. Membership shall be delinquent if not paid within 30 days of being due; such a member shall not be in good standing. (See Handbook of Policies and Procedures).

Section 3. Annual dues for each member category are specified in the Standing Rules.

Section 4. Each Local organization shall pay annual state meeting dues as defined in Standing Rules.

ARTICLE X NOMINATIONS AND ELECTIONS

Section 1. The Nominations Chair:

- A. The nominations chair shall be elected at the annual meeting to be designated as a special committee chair.
- B. A vacancy in the nominations chair position shall be filled by the executive committee.
- C. Duties of the nominations chair shall be specified in the Handbook of Policies and Procedures.

Section 2. Nominations:

- A. Any local organization may recommend a qualified member-in-good-standing as a nominee, with consent to serve, if elected. A nomination packet should be sent by the local organization or the nominee to the nominating committee chair no later than 90 days prior to the annual meeting.
- B. Additional nominations from the floor may be made with written consent of the nominee. Qualifications of the nominee shall be read from the floor, and a copy of the consent and the qualifications shall be given to the secretary.

Section 3. Election of BPW/WA Officers:

- A. A president, vice president, recording secretary and treasurer shall be elected by ballot at each annual meeting, except where there is a single nominee for all offices, in which case the president shall instruct the recording secretary to cast an electing ballot of the assembly.
- B. A majority of all votes cast for a particular office shall constitute election.

Section 4. Election of Member-At-Large Representative to the Board of Directors:

- A. A Member-At-Large Representative shall be elected to the board of directors by majority vote of the MALs at the annual meeting. Nominations shall be from the floor; any BPW/WA member in good standing may nominate a member-at-large for this position.
- B. Election shall be by ballot where there are two or more nominees.
- C. The position of Member-At-Large Representative to the board of directors shall become vacant if the incumbent joins a BPW/WA local organization during the term for which elected.
- D. Should the Member-At-Large Representative position become vacant during the term, the executive committee shall have the authority to appoint a replacement from the remaining members-at-large.

ARTICLE XI OFFICERS

Section 1. Officers:

- A. The officers of the BPW/WA shall be a president, vice president, recording secretary and treasurer.
- B. A member shall hold only one BPW/WA elected office at a time.

Section 2. Term of office:

- A. Serve for a term of one year, or until their successors are elected, and take office at the close of the annual meeting.
- B. A president, vice president and recording secretary shall not serve more than two consecutive terms in the same office.
- C. A treasurer shall not serve more than three consecutive terms in the same office.

Section 3. 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. Vacancies in offices other than president shall be filled for the unexpired term by the state president, with the approval of the executive committee.

Section 4. Officer Qualifications:

A. To be eligible for a state office a candidate must:

- 1. Be in good standing for a minimum of 30 days prior to nomination and.
- 2. All officers must remain in good standing during their term, an officer not in good standing will be considered to have vacated their office.
- 3. Be employed, or working in the home or volunteering in their communities; and
- 4. Officially and publicly support the BPW/WA legislative platform.

Section 5. Only individuals who have served as a local organization president, or are completing a term as local president, and are a member in good standing in a local organization shall be eligible for state office. Six months or longer shall be a term of office when determining eligibility for election.

In addition, candidates for president and vice president must have served or be completing the following:

A. President:

- 1. Served one year as a district director¹ **AND** one year as one of the following: state elected officer, state appointed officer or state standing committee chair, OR;
- 2. Served one year as an elected state officer (secretary or treasurer), OR;
- 3. Served one year as an elected state officer and two years as a standing committee chair, OR;
- 4. Served three years as a standing committee chair along with the written recommendation of the state executive committee.

B. Vice President:

- 1. See ARTICLE XI, Section 5.A.1. and Section 5.A.2., OR;
- 2. Served one year as an elected state officer (secretary or treasurer) and one year as a standing committee chair, OR;
- 3. Served two years as a standing committee chair in two different capacities along with the written recommendation of the State Executive Committee.

¹ The District Director (DD) position was removed from the Bylaws in May 2009. District Directors were members of the BPW/WA board of directors and were a liaison between the board and the local organizations. Districts were made up of several local organizations' DDs and were elected by the district members.

ARTICLE XII DUTIES OF OFFICERS

Section 1. It shall be the duty of the officers to implement the mission and objectives of BPW/WA.

Section 2. The president shall be the principal officer of the state federation and shall:

- A. Preside at the annual meeting, at meetings of the board of directors and the executive committee.
- B. Appoint a corresponding secretary, parliamentarian, standing and special committees, subject to the approval of the executive committee; appoint special committees for elections and general arrangements for the annual meeting.
- C. Appoint a three (3) person audit committee, one of whom shall be currently or previously employed as an accountant or a Certified Public Accountant.
- D. Special committees, meeting appointments and task force members shall be appointed by the president as necessary to deal with specific issues of current concern to implement the mission and objectives of BPW/WA. (Handbook of Policies and Procedures)
- E. Serve as ex-officio member of all committees except the nomination committee;
- F. Ensure that each member of the board of directors receives the official call to the annual meeting and/or board of directors meeting forty-five (45) days prior to the scheduled dates.
- G. Require each local organization to submit names and addresses of local organization officers and chairs by June 15th to state president and treasurer via the internet or in hard copy.
- H. Ensure the bonding of the elected officers.
- I. President, or designee, shall be responsible to request a Washington State background check on elected officers.

Section 3. The vice president shall:

- A. 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. Serve as an ex-officio member, without vote, on all committees except the nominating committee.
- D. Serve as coordinator of the local organization presidents.
- E. Act in an advisory capacity at all times.
- F. Serve in such capacities as assigned by the president.
- G. Act as the representative of the president when requested.
- H. Serve as coordinator of all standing and special committees.

Section 4. The recording secretary shall take and record the proceedings of the annual meeting, the board of directors and the executive committee meetings. The recording secretary's duties shall include:

- A. Be custodian of the current corporation minute books.
- B. Minutes of the annual meeting and the board of directors' meetings shall be processed as follows within thirty (30) days:

1. Draft of minutes will be furnished to the minute's approval committee within twenty (20) days of the meeting, allowing seven (7) days for corrections.
 2. Final minutes, approved as corrected or as is, to be furnished to the elected officers, parliamentarian, local organization presidents and chair of the bylaws committee not later than thirty (30) days following the noted meetings.
- C. The retiring recording secretary shall transcribe and submit the minutes to the state president within thirty (30) days of the following meetings:
1. Pre-annual meeting executive meeting.
 2. Pre-annual meeting board of directors meeting.
 3. Annual meeting.

Section 5. The treasurer shall be responsible for all monies of the State Federation and shall:

- A. Be responsible for remittance to BPW Foundation (national) the licensing fee, if any, payable to BPW Foundation by the designated date. These monies are to be submitted with the forms supplied by the BPW Foundation (national) office. [See Handbook of Policies and Procedures].
- B. Present written reports at the annual meeting and at meetings of the board of directors and executive committees.
- C. Disburse funds only upon presentation of properly executed BPW/WA voucher and supporting documents.
- D. Be bonded and have a background check.
- E. Serve as an ex-officio member of the finance committee. If the treasurer is unable to perform the duties of office, funds may be disbursed in an emergency by the president, vice president, or recording secretary whose signatures shall be recorded on the financial institution signature card with that of the treasurer.
- F. Register the Washington State Federation of Business and Professional Women, Inc. with the Washington Secretary of State and be responsible for filing form 990EZ or Form 990-N (e- Postcard), whichever is appropriate, annually with the Internal Revenue Service.
- G. Maintain a database of members in good standing and updated contact information.
- H. Provide updated contact information upon request for publication as needed, as approved by the executive committee.
- I. Retiring treasurer provide books as directed in Article XIX AUDIT.

ARTICLE XIII DUTIES OF IMMEDIATE PAST PRESIDENT

The immediate past president shall gather the records for the previous year and work with the BPW/WA archivist to transfer their records to the University of Washington Manuscript Department to maintain the permanent records of the Washington State Federation of Business and Professional Women, Inc.

ARTICLE XIV BOARD OF DIRECTORS

Section 1. The board of directors shall consist of the elected officers, the immediate past president, local organization presidents (or duly authorized representatives), the bylaws and finance committee chairs and the member-at-large representative.

Section 2. All members of the board of directors must:

- A. Be in good standing and;
- B. Officially and publicly support the state legislative platform.

Section 3. The member-at large representative will be elected by the members-at large in attendance.

Section 4. The board of directors shall transact business of the state federation between annual meetings including:

- A. Adopt policies and procedures for the state federation.
- B. Adopt an annual budget.
- C. Review proposed amendments to the state bylaws, standing rules and handbook of policy and procedures and determine those to be presented to the annual meeting body for consideration.
- D. Review all recommendations of the elected officers and committee chairs before they are presented to the annual meeting.
- E. Consider all recommendations of the elected officers and committee chairs before they are presented to the annual meeting body.

Section 4. Meetings of the board of directors shall be held;

- A. Immediately preceding and following the annual meeting.
- B. Quarterly Meetings. Members may meet in a physical location, or via telephone or video conferencing with at least one in person meeting.
- C. Special Meeting. The board of directors may call a special meeting of the federation, provided notice of the meeting and its purpose is sent to all members at least thirty (30) days prior to the meeting date and to include two (2) elected officers.
- D. Notice of all meetings must designate time, place, and purpose of the meeting and be given at least forty-five (45) days in advance of the date for which the meeting is called.
- E. A majority of the voting members shall constitute a quorum for a meeting of the board of directors to include two (2) elected officers.
- F. Minutes of all meetings may be distributed electronically and will be posted on the website in the members only section.
- G. Report all activities at any state meeting.
- H. Report all activities at any state meeting.

Section 5. Electronic meetings

- A. At the written request of the president, a vote of the board of directors may be taken by mail or electronically which shall have the force and effect of a vote taken at a meeting. The secretary will create minutes and keep records of action taken by the board of directors.
- B. The results of any vote taken by mail or electronically shall be distributed to the board of directors.

Section 6. No member will have more than one (1) vote, and no voting by proxy shall be allowed.

Section 7. A majority of the voting members shall constitute a quorum provided that two (2) are members of the executive committee.

Section 8. The board of directors shall report to the annual meeting body the business transacted by the board since the previous meeting.

ARTICLE XV EXECUTIVE COMMITTEE

Section 1. The elected officers shall constitute the executive committee. The parliamentarian shall attend meetings in an advisory capacity.

Section 2. The executive committee shall transact the business of the state federation between meetings of the board of directors. Specified duties shall include:

- A. Define duties of officers as necessary
- B. Ensure that the treasurer and other persons entrusted with the handling of funds or property of the state federation be sufficiently bonded and have a Washington State background check.
- C. Be responsible for having an annual audit performed by an audit committee of all accounts: checking, annual meeting, board meetings and investment (CD) accounts.
- D. Create a special committee when necessary to conduct a specified task which does not fall within the responsibility of any standing committee.
- E. Ratify appointments of standing committees, special committees, and other appointments where approval is required.
- F. Report to the board of directors the business transacted by the executive committee since the previous meeting of the board of directors.

Section 3. Meetings of the executive committee shall be held:

- A. Immediately preceding and following the state annual meeting.
- B. When called by the president.
- C. When called by a majority of the executive committee upon written and/or electronic notice to every member.
- D. By meeting 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 or electronically at the written request of the president. Such a vote shall have the force and effect of a vote taken at a meeting.

ARTICLE XVI STANDING COMMITTEES

Committees may use telemeeting or means where all may hear at the same time.

Section 1. The standing committees of the state federation shall be as listed below. Each committee shall be composed of a chair and members as the state president shall designate.

- A. Bylaws

1. Follow Parliamentary Authority as designated in Article XXII.
 2. Meet as per a designated calendar.
 3. Follow duties as prescribed in the BPW/WA Handbook of Policies and Procedures.
 4. Are authorized to make grammatical corrections, appendix updates related to membership totals, meeting locations, mandated revisions, etc. without approval of the Board of Directors.
- B. Finance Committee:
1. Be an ex-officio member, without vote, of all committees whose programs require the expenditure of monies.
 2. Have general supervision of all expenditures and may assist local organizations in development a sound financial policy.
 3. The finance committee shall prepare an annual budget for presentation at the state annual meeting to be adopted at the post-meeting board of directors meeting.

ARTICLE XVI COMMITTEES

Committees may use telemeeting or means where all may hear at the same time.

Section 1. The committees of the state federation shall be as listed below. Each committee shall be composed of a chair and members as the state president shall designate.

- A. Individual Development
- B. Information Technology
- C. Legislation
- D. Membership
- E. Speakers
- F. Young Careerist

Section 2. The committee chair shall provide an adopted schedule 10 days prior to the next scheduled meeting in a written record with date, time, and place.

Section 3. At the request of the president, a committee may be unfilled, and no committee chair appointed for a designated term.

Section 4. To be eligible to serve as a chair or member of a standing committee a member must:

- A. Be in good standing, and
- B. Officially and publicly support the BPW/WA legislative platform.

Section 5. 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 6. No person may represent more than one designation at an annual meeting (for voting).

Section 7. Duties of Committees:

- A. Individual Development Committee
 1. Organize and coordinate the individual development program, assist locals in doing the same by providing reference material and guidance, and
 2. Promote activities that involve members and potential members in personal development activities.

- B. Information Technology Committee:
 - 1. Renew the web (bpwwa.org) hosting and domains, along with SSL/TLS secure page encryption for members' only pages, each year before they are due.
 - 2. Acquire newsworthy information from BPW Foundation, WSBPW Foundation, BPW/WA officers, chairs, and local organizations.
 - 3. Update old information and post new information on the web in a timely manner.
 - 4. Approve and edit web information for accuracy and adherence to BPW/WA standards and objectives.
 - 5. New officers and chair information, both for state and local organization, should be posted on the web before June 30.
 - 6. Monitor local organization web sites 3 or 4 times a year for compliance.
 - 7. Obtain approval of the executive committee for any major web format changes.
 - 8. Solicit advertising at a cost approved by the executive committee and bill advertisers in a timely manner.
 - 9. Research and develop new technology for BPW/WA to aid in marketing, membership, and retention.
- C. Legislation Committee:
 - 1. Present the BPW/WA Legislative Platform to the meeting body for discussion and recommendations.
 - 2. Prepare a proposed BPW/WA Legislative Platform for presentation, discussion, and adoption at the post meeting board of directors meeting.
 - 3. The committee shall implement the legislative programs adopted by the state federation.
- D. Membership-Committee:
 - 1. Promote, market, expand, and stabilize BPW/WA.
 - 2. Provide membership orientation.
 - 3. Develop a coordinated education program, projects, and activities for the ensuing year in conjunction with the state president.
 - 4. Implement the programs and education for the year.
 - 5. Utilize the Individual Development Program.
- E. Speakers Committee
 - 1. Develop coordinated speakers, projects, and activities for the imminent year in conjunction with the state president and theme of the year.
 - 2. Implement aforementioned speakers, projects, and activities throughout the upcoming year.
 - 3. Collaborate with the Individual Development (ID) program chair to identify speakers and activities for the ID program.
- F. Young Careerist Committee:
 - 1. Encourage recruitment of young people into membership.
 - 2. Organize and coordinate the young careerist program.
 - 3. Promote activities that involve the participation of young people.

ARTICLE XVIII DUTIES OF APPOINTED POSITIONS

Section 1. The Corresponding Secretary shall perform duties as assigned by the state president.

Section 2. The Parliamentarian shall:

- A. Assist the president in the interpretation of the bylaws.
- B. Assist the members as requested in parliamentary procedures.
- C. Attend meetings of the executive committee and the board of directors in an advisory capacity.

ARTICLE XIX AUDIT

Section 1. The Audit Committee shall complete an audit within thirty (30) days of receipt of transfer of the books and financial records. No longer than a total of ninety (90) days shall elapse between the transfer of all books and records to the executive committee for forwarding to the current treasurer. For unforeseen and reasonable delay, the audit committee may request, and the executive committee shall be empowered to grant, one thirty (30) day extension to the audit. (See Handbook of Policies and Procedures)

Section 2. In the event of a vacancy in the office of treasurer, an audit shall be conducted. The federation books and financial records shall immediately be transferred to the audit committee. Such an audit shall be completed within fifteen (15) days after receipt of records with a written report of the audit submitted to the executive committee. The books and financial records shall be transferred from the audit committee as directed by the executive committee.

Section 3. The financial records of all special committees shall be transferred to the finance chair as soon after the completed event as possible, but no later than thirty (30) days after the event. Following the examination, the records will be transferred to the treasurer for filing, the final audit at the end of the fiscal year to be performed by the audit committee. The original written report of the examination shall be submitted to the executive committee with a copy provided to the chair of the special committee.

ARTICLE XX ANNUAL MEETING

Section 1. The federation shall hold an annual meeting, the place and date during May to be determined by the president with the approval of the executive committee.

Section 2. The voting body shall be any registered member in good standing.

Section 3. No member shall have more than one (1) vote, and no voting by proxy shall be allowed.

Section 4. A majority of voting members present, and attendance from at least one-third (1/3) of the local organizations in the state federation shall constitute a quorum.

Section 5. The order of business shall be determined by a program adopted at the beginning of the meeting.

Section 6. It shall be the purpose of the state meeting to:

- A. Receive reports of the officers and chairs for the preceding year.

- B. Elect officers for the ensuing term.
- C. Act on recommendations, resolutions and other business presented.
- D. Formulate a state legislative platform to be adopted at the post annual meeting of the Board of Directors.
- E. Consider recommendations from BPW Foundation (national).

ARTICLE XXI MID-YEAR MEETING

Section 1. The federation shall hold a mid-year meeting, the place and date will be determined by the executive committee with the approval of the board of directors.

- A. The mid-year meeting place and date will be determined by the executive committee with the approval of the board of directors.
- B. Notice of the mid-year meeting will be sent to all members at least forty-five (45) before the meeting.
- C. No business of the federation will be conducted at the mid-year meeting, except by the board of directors at its meeting, unless a concurrent special meeting of the federation has been called by the executive committee.
- D. The purpose of the mid-year meeting will be to fulfill the mission statement (Article II as above).
- E. A mid-year meeting may be held in the months of September, October, or November.

ARTICLE XXI PUBLICATION

The BPW/WA publish an official publication, the Washington Business Woman (WBW). Since the WBW is made available through the BPW/WA website, every member with an Internet Service Provider (ISP) address included in the BPW/WA annual roster shall receive email notification as soon as the current issue is available. A member without an ISP address, or who does not want to receive email notification that the *WBW* is available, shall be responsible for annually advising the current *WBW* editor that the member wishes to receive a printed and mailed copy of the publication through use of the United States Postal Service.

ARTICLE XXII PRIVACY STATEMENT

Washington State Federation of Business and Professional Women, Inc. is dedicated to protecting the privacy of members, donors and visitors to BPW/WA's website, www.bpwwa.org, BPW/WA is the sole owner of such information and will only share information with outside parties in ways that are described in the Privacy Statement in the Washington State Federation of Business and Professional Women, Inc. Handbook of Policies and Procedures.

ARTICLE XXIII PARLIAMENTARY AUTHORITY

The rules of parliamentary authority comprised in the current edition of Robert's Rules of Order, Newly Revised, shall govern all proceedings of the state federation, the board of directors and the executive committee, subject to special rules as have been or may be adopted.

ARTICLE XXIV AMENDMENTS

- Section 1. Amendments to these bylaws may be proposed by the board of directors, the executive committee, a local organization, or the bylaws committee.
- Section 2. All proposed amendments shall be sent in writing to the state president, with a copy to the bylaws chair by January 15.
- Section 3. The chair of the bylaws committee will present all proposed amendments to the board of directors.
- Section 4. The board of directors shall review all proposed amendments. It shall determine those amendments to be presented to the meeting body for consideration. Such amendments shall be appended to the call to meeting.
- Section 5. An amendment properly presented to the board of directors, but not approved for presentation to the meeting body, may be brought to the meeting floor by a majority vote. Such a proposed amendment shall be submitted in writing to the recording secretary at the beginning of the first business meeting and shall be read to the meeting body before the close of the first business meeting. If consideration of the amendment by the meeting body is approved, it shall be appended to the call of the next meeting.
- Section 6. Proposed amendments shall require a two-thirds (2/3) vote for adoption.
- Section 7. A nine-tenths (9/10) affirmative vote shall be required for approval of any amendment proposed from the floor of the meeting without prior consideration by the board of directors. Such amendments must be submitted in writing to the chair of the bylaws committee and notice of the proposed amendment must be given to the meeting at the meeting at which it is to be considered.
- Section 8. When an amendment is adopted to the state bylaws, which affects local organizations' bylaws, each local organization shall automatically amend its bylaws to conform.
- Section 9. The bylaws committee shall be authorized to correct article and section designations, punctuation, and cross references, and to make such other technical and conforming changes as may be necessary to reflect the intent of the meeting body.

ARTICLE XXV DISSOLUTION

Upon dissolution of this organization (BPW/WA), all of its assets remaining after payment of all costs and expense of such dissolution shall be distributed as follows to a non-profit which has qualified for exemption under section 501(c)(3) of the Internal Revenue Code and state tax regulations:

1. Washington State Business and Professional Women Foundation.
2. Business and Professional Women Local Organization in the state of Washington.
3. Business and Professional Women's Foundation (BPW Foundation).
4. A non-Washington state Business and Professional Women Foundation.

None of the assets will be distributed to any member. [RCW 24.03.225, 24.03.230, 24.03.245]

APPENDIX A CERTIFICATE OF INCORPORATION



STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

WASHINGTON STATE FEDERATION OF BUSINESS & PROFESSIONAL WOMEN'S CLUBS

a Washington Non Profit corporation. Articles of Incorporation were filed for record in this office on the date indicated below.

UBI Number: 601 034 577

Date: June 13, 1996



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

RALPH MUNRO
Ralph Munro, Secretary of State

2-536677-4

1996 3223 6942 001-005

APPENDIX B DEFINITIONS

| | |
|-------|--|
| DD | District Director: State officer that acted as liaison between the state and the local organizations. This position was eliminated in May of 2009 as outdated. |
| IDP | Individual Development Program |
| IT | Information Technology |
| LO | Local Organization |
| MAL | Member At Large |
| MOL | Member of a Local Organization |
| Parli | Parliamentarian |
| Pres | President |
| P&P | Handbook of Policies and Procedures |
| RONR | Robert's Rules of Order Newly Revised |
| Secy | Secretary |
| SMAL | Student Member At Large |
| SMOL | Student Member of a Local Organization |
| SR | Standing Rules |
| Treas | Treasurer |
| VMAL | Veteran Member At Large |
| VP | Vice President |
| VMOL | Veteran Member of a Local Organization |
| WBW | Washington Business Woman |
| YC | Young Careerist Program – Member between ages of 21 and 35 who has been employed in their chosen specialty for a minimum of one year |