



ARTICLE I – NAME

The name of this incorporated organization shall be Ohio Federation of Business and Professional Women Clubs, Inc., known as and referred to as BPW/Ohio.

ARTICLE II - MISSION

The mission of this federation shall be to achieve equity for all women in the workplace and to empower all women through advocacy, education and information.
(Amended May 2020)

ARTICLE III - EMBLEM

The emblem shall be in the form of an oval pin inscribed with BPW
(picture of pin to be added)
(Amended May 2020)

ARTICLE IV – POLICIES

SECTION 1. The Ohio Federation shall be nonsectarian, non-partisan, and non profit.

SECTION 2. The mission, Legislative Platform and objectives of this federation shall in every case be the mission, Legislative Platform and objectives of all units thereof.
(Amended May 2021)

SECTION 3. The policies and procedures of the state federation shall in every case also be the policies and procedures of all units thereof.

ARTICLE V - MEMBERSHIP

SECTION 1. Membership shall be held by individuals who support the mission, Legislative Platform and objectives of BPW/OHIO. Membership categories shall be:
(Amended May 2021)

(a) Member of Local: Membership shall be open to all individuals.

(b) Student Member: Individuals enrolled in a college or a university, or any other accredited educational institution above the high school level.

(c) Member at Large: Individuals who choose not to belong to a local organization but support the mission, Legislative Platform and objectives.
(Amended May 2021)

SECTION 2. Members of Locals and student members shall belong to local organizations that are members of the state federation. Members at Large shall be members of the state federation.

SECTION 3. 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.

SECTION 4. The only criteria for membership shall be per Article V. Section 1, and the payment of appropriate dues.
(Amended May 2021)

SECTION 5. To remain in good standing a member’s dues must be current.

ARTICLE VI - LOCAL ORGANIZATION REQUIREMENTS

SECTION 1. A local organization is eligible for admission to this federation and will remain in good standing if it has a minimum of five active (5) members and/or student members.

SECTION 2. A local organization whose membership falls below five (5) members and/or students members shall be dropped at the end of the fiscal year in which the membership falls below five (5). Any remaining members will be designated as Member at Large (MAL)
(Amended May 2021)

SECTION 3. The bylaws of a local organization shall be approved by the State Bylaws Chair whose responsibility it is to insure that there are no provisions in conflict with the State Articles of incorporation and Bylaws. Any conflict shall be resolved in accordance with BPW/OHIO policy and procedures.

SECTION 4. A local organization applying for membership in this federation shall forward to the State President all documents and dues required.

SECTION 5. When a local organization has met all BPW/OHIO requirements a charter signed by the state president shall be presented to the local organization.

SECTION 6. Proposed amendments to the bylaws of any local organization with the exception of

mandatory changes shall be sent to the person designated by the state president for review and approval. Any conflict shall be resolved by the state executive committee.

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. Dues for members shall be:

(a) Members of a local organization:

annual dues for each member of a local organization shall include local, region, and state dues as specified in the bylaws and/or annual operating budget of each local, region and state respectively.

(b) Student member of a local organization:

annual dues for each student member of a local organization shall include local, region and state dues as specified in the bylaws and/or annual operating budget of each local, region and state respectively.

(c) Member at Large:

annual dues shall be as specified in the bylaws and/or operating budget of the state federation.

(d) State dues shall include a subscription to the official state publications.

ARTICLE VIII -FISCAL YEAR

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

ARTICLE IX -REGIONAL ORGANIZATION

SECTION 1. The Ohio Federation shall be divided into regions for the purpose of implementing state programs, offering educational opportunities and training BPW/OHIO leaders.

SECTION 2. It is mandatory that each region be governed by its own bylaws which must be in compliance with the BPW/OHIO Model Regional Bylaws. Amendments to the BPW/OHIO Model Regional Bylaws must be approved by the state board of directors.

SECTION 3. The bylaws must be reviewed by the state bylaws chair, whose responsibility it is to ensure that there are no provisions in conflict with state bylaws and policies and procedures.

SECTION 4. BPW/OHIO shall sponsor an annual state leadership training as defined by the written Policies and Procedures of BPW/Ohio.

SECTION 5. The regional president shall serve as a member of the BPW/Ohio Board of Directors.

SECTION 6. The region shall be financed by the region itself.

ARTICLE X- OFFICERS

SECTION 1. The officers of the Ohio Federation shall be a president, a president-elect, a vice president, a secretary, and a treasurer.

SECTION 2. A term of office shall be one year.

SECTION 3. Officers shall take office at the close of the annual meeting and shall serve until the close of the following annual meeting and/or until their successors are duly elected.

SECTION 4. Vacancies in office shall be filled as follows:

(a) If any officer of the Ohio Federation is unable to perform the duties of the respective office for any reason whatsoever, for a period of sixty (60) days, such office may be declared vacant by the board of directors.

(b) If any chair of the Ohio Federation is unable to perform the duties of the respective office for any reason whatsoever, for a period of sixty (60) days, such office may be declared vacant by the executive committee.

(c) If any regional president of the Ohio Federation is unable to perform the duties of the respective office for any reason whatsoever, for a period of sixty (60) days, or if the region does not elect a regional president, such office may be declared vacant by the executive committee.

SECTION 5. Vacancies in the above offices 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) A vacancy in the office of the president-elect shall remain unfilled, and a special election for president shall be held at the next annual meeting.

(c) Vacancies in the any office, chair or regional presidency, other than president and president-elect, shall be filled for the unexpired term by an appointee of the president with the approval of the executive committee.

ARTICLE XI - NOMINATIONS

SECTION 1. The state nominating committee shall consist of a chair who shall be elected by the board of directors at the board meeting preceding the annual meeting and one member elected from each region. The chair of the state nominating committee shall assume duties at the close of the annual meeting and shall serve until the close of the following annual meeting and/or until a successor is duly elected.

SECTION 2. It shall be the responsibility of the state nominating committee to prepare a slate of candidates for elective office in accordance with the Policies and Procedures of the Ohio Federation.

SECTION 3. The chair of the state nominating committee shall report candidates for elective office to the board of directors after the meeting of the nominating committee and at the opening of the annual meeting.

SECTION 4. Nominations for elective office may be made from the floor provided that the permission of the nominee, a statement of qualifications of the nominee, and the endorsement of the nominee by the nominee's local organization, all in writing, are immediately presented to the presiding officer of the annual meeting.

SECTION 5. A vacancy in the chair of the state nominating committee shall be filled for the unexpired term by appointment of the state president with the approval of the board of directors.

ARTICLE XII - ELECTIONS

SECTION 1. A president-elect, a vice president, a secretary, and a treasurer shall be elected by ballot at each annual meeting.

SECTION 2. The president, president-elect, and vice president shall be eligible to serve only one term in the same office. In other offices, no person shall be eligible to serve more than three consecutive

terms in the same office. An interval of one term shall elapse before a member is eligible for re-election to the same office.

(Amended May 2021)

SECTION 3. To be eligible for an elected office, a candidate must:

(a) Be a member in good standing;

(b) Officially and publically support the BPW/OHIO legislative platform.

Amended May 2020

SECTION 4. After the closing of nominations and when only a single candidate has been nominated for an office, the body can vote whether it wishes to take an individual vote of acclamation for each such office.

SECTION 5. A majority of all votes cast for a particular office shall constitute election.

SECTION 6. 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 the president.

SECTION 7. Polls shall be open during hours determined by the conference committee and approved by the executive committee.

(Amended May 2020)

ARTICLE XIII - DUTIES OF OFFICERS

SECTION 1. The duties of the officers shall be such as are implied by their respective titles, and are as specified by these bylaws and the policies and procedures. It is the duty of each officer to ensure the advancement of the mission and objectives of BPW/OHIO.

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

(a) preside at the annual meeting and at meetings of the board of directors and the executive committee;

(b) be an ex-officio member of all committees except the nominating committee;

(c) Send to every member of the Ohio Federation the call to the annual meeting which shall be published in the official state publication and posted at least 30 days prior to the day of said meeting;

(d) Ensure the bonding of those persons deemed necessary by the executive committee to require bonding;

(e) Be the liaison between the standing committees, special committees, and other appointees, and the executive committee;

(f) Appoint a Financial Review Committee at the Pre-Conference Executive Committee meeting.
(Amended May 2021)

(g) Require each local organization to submit names and addresses of local organization officers and chairs by May 1st to person designated by state president, and

(h) Insure that a coordinated program, including projects and activities, shall be developed for the ensuing year.

SECTION 3. The president-elect shall:

(a) Act as the representative of the president when requested;

(b) Serve in such capacities as assigned by the president;

(c) Plan the State Leadership Training;

(d) Plan projects and activities designed to advance the mission and objectives of BPW/OHIO for the year in which the president-elect will serve as president, and

(e) Prepare the federation budget in consultation and cooperation with the State Finance Chair.

SECTION 4. 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 in such capacities as assigned by the president;

(d) Assist the president-elect in the planning and preparation for State Leadership Training, and

(e) Serve as liaison between the Region Presidents and the Executive Committee.

SECTION 5. The secretary shall:

(a) Record the proceedings of the executive committee, board of directors, and annual meeting;

(b) Preserve all records and letters of value to the Ohio Federation.

(c) Maintain a list of all BPW/Ohio assets with descriptions, serial numbers and location/possession.

(Amended May 2021)

SECTION 6. The treasurer shall be responsible for all monies of the state federation, and shall be accountable for all income, expenditures and overall financial management of the state federation:

(a) Present written reports at the annual meeting and at meetings of the board of directors and executive committee;

(b) Deliver to the successor all funds, securities, and records within 60 days after the close of the fiscal year;

(c) Make the accounts available for review by an internal review committee within 60 days after the close of the fiscal year;

(d) Be accountable for all income, expenditures, and overall financial management of the state federation;

(e) Serve as ex-officio member of the finance committee, and

(f) Cooperate in the bonding of the treasurer and ensure that the bonding process is completed within 14 days of taking office.

SECTION 7. Each officer, except the secretary and the treasurer, shall deliver to the successor, immediately after retiring from office, all accounts, records, books, papers, and other property belonging to the state federation.

ARTICLE XIV - BOARD OF DIRECTORS

SECTION 1. The voting members of the board of directors shall be the elected officers, the immediate past state president, the regional presidents, and chairs of standing committees. The parliamentarian shall serve without vote. No more than three voting members of the board of directors shall be members of one local organization.

SECTION 2. To be eligible to serve as state president, a member must:

(a) Be in good standing, and

(b) Officially and publicly support the BPW/OHIO legislative platform.

(Amended May 2021)

SECTION 3. The board of directors shall transact the business of the state federation between annual meetings including:

- (a) Adopt policies and procedures of the state federation;
- (b) Approve revised budgets;
- (c) Consider proposed amendments to the state bylaws and determine those to be presented to the annual meeting for consideration;
- (d) Consider proposed resolutions and determine those to be presented to the annual meeting for consideration;
- (e) Consider all recommendations of the committee chairs before they are presented to the annual meeting;
- (f) Determine the number and geographical boundaries of the regions and review such revision at least once every five years, and
- (g) Approve proposed amendments to the Model Regional Bylaws and Model Local Organization Bylaws.

SECTION 4. Meetings of the board of directors shall be held:

- (a) Preceding the annual meeting;
- (b) Following the annual meeting, as needed;
- (c) Between November 1 and December 15;
- (d) When called by the president with approval of the executive committee or when called by twenty-five (25) percent of the board. Such notice must designate time, place, and purpose of the meeting and be given at least two weeks in advance of the date for which the meeting is called.

SECTION 5. At the written request of the president, a vote of the board of directors may be taken by ordinary mail, facsimile (fax), e-mail, teleconference or web chat which shall have the force and effect of a vote taken at a meeting. The secretary's records shall contain an accurate record of all such votes.

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

SECTION 7. A majority of the voting members shall constitute a quorum provided that two 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 annual meeting.

SECTION 9. In a state or national emergency, declared by the Governor of Ohio or by the President of the United States, the board of directors shall set up machinery to carry on the business of the state federation.

Amended May 2021

ARTICLE XV- EXECUTIVE COMMITTEE

SECTION 1. The elected officers shall constitute the executive committee. The parliamentarian shall serve without vote.

SECTION 2. The executive committee shall transact the business of the state federation between meetings of the board of directors and report to the board the business transacted since the previous board of directors' meeting.

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

- (a) Preceding the annual meeting;
- (b) Following the annual meeting, as needed;
- (c) When called by the president;
- (d) When called by a majority of the executive committee with prior notice to every member, and
- (e) By conference call or web chat initiated by 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 ordinary mail, teleconference, web chat, 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.

ARTICLE XVI- STANDING COMMITTEES

SECTION 1. The standing committees of the state federation shall be finance, individual development, programming, legislation, membership, young careerist.

SECTION 2. To be eligible to serve as a chair or member of a standing committee, a special committee, special appointee and/or task force, a member must:

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

(Amended May 2021)

SECTION 3. Committee chairs and members shall be appointed for a term of one year and may be reappointed. No member shall hold the same chair for more than three consecutive one year terms. An interval of one term shall elapse before the member is eligible for reappointment to the same chair.

(Amended May 2021)

SECTION 4. The legislation committee shall be composed of the legislation chair and one representative from each of the regions. The legislation committee shall:

- (a) Develop and implement legislative and public policy strategies that advance the mission and objective of BPW/OHIO;
- (b) Lead the legislation committee in the development of the legislative platform;
- (c) Present the BPW/Ohio legislative platform to the annual meeting for review and discussion.

SECTION 5. The programming committee shall:

- (a) Develop and implement training opportunities that advance the mission and objectives of BPW/OHIO;
- (b) Promote interest in and support of the Business and Professional Women’s Foundation; and
- (c) Promote interest in and support of the BPW/OHIO Women’s Retirement Foundation.

SECTION 6. The finance committee shall be composed of a chair and the elected officers. The treasurer shall have no vote. The finance chair shall serve as a member ex-officio without vote on all committees whose programs require the expenditure of moneys. It shall be the duty of the committee to:

- (a) Assist the president-elect with preparation of federation budgets;
- (b) Monitor the federation’s financial position, and

- (c) Assist local organizations and regions in developing sound financial policies.

SECTION 7. The membership committee shall:

- (a) Develop and implement a membership marketing and orientation strategy that enrolls more individuals in advancing the mission and objectives of BPW/OHIO;
- (b) Develop and implement a plan that most effectively communicates the mission and objective of BPW/OHIO both internally and externally.

SECTION 8. The young careerist committee shall:

- (a) Encourage recruitment of young people into membership;
- (b) Organize and coordinate the young careerist program, and
- (c) Promote activities that involve the participation of young people.
- (d) The young careerist committee will be composed of the chair and the region young careerist chairs.

SECTION 9. The individual development committee shall:

- (a) Organize and coordinate the individual development program, and
- (b) Promote activities that involve members and potential members in personal development activities.
- (c) The individual development committee will be composed of the chair and the region individual development chairs.

ARTICLE XVII - ANNUAL MEETING

SECTION 1. The federation shall hold an annual meeting between May 1 and June 15, the site to be approved by the board of directors.

SECTION 2. The voting body shall be any individual who has paid a full annual meeting registration fee and is a member in good standing.

SECTION 3. No member shall have more than one vote, and no voting by proxy shall be allowed.

SECTION 4. A majority of the registered members in good standing from at least twenty-five (25) percent of the local organizations 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 annual meeting to:

- (a) Receive the reports of the officers and chairs for the preceding year;
- (b) Elect officers for the ensuing year;
- (c) Adopt a budget, including the annual dues rate;
- (d) Act on recommendations, resolutions and other business presented;
- (e) Adopt a state legislative platform, and
- (f) Be informed about recommendations, bylaws amendments, and other issues pertaining to BPW/OHIO.

ARTICLE XVIII - PUBLICATION

SECTION 1. The Ohio Federation shall publish an official publication.

SECTION 2. All funds (dues allocated, subscriptions, advertising) relative to the publication shall be handled through the office of the state treasurer. The funds for the publication shall be included in the state budget.

SECTION 3. The editor of the state federation publication shall be:

- (a) Appointed by the president with the approval of the executive committee;
- (b) Accountable to the executive committee, and
- (c) A member of the board of directors.

ARTICLE XIX - DISCIPLINE

In the event a member is charged and found guilty of conduct prejudicial to the welfare of the Ohio Federation, of deliberate neglect of duty, or of intentional violation of federation bylaws, the member may be removed from an Ohio Federation office or appointment by a two-thirds vote of the executive committee at a meeting duly called for that purpose by the president or any three members of the executive committee, provided the accused member shall be given at least fifteen (15) days written notice of the charge.

ARTICLE XX - RULES OF PROCEDURE

All standing rules and operating procedures not provided for in these bylaws shall be incorporated into an "Ohio Federation Policies and Procedures Manual," approved by the board of directors.

ARTICLE XXI- PARLIAMENTARY AUTHORITY

The rules of parliamentary procedure comprised in the current edition of ROBERTS RULES OF ORDER NEWLY REVISED, shall govern all proceedings of the state federation, the board of directors, and the executive committee, subject to such special rules as have been or may be adopted, with the exception that the word "chairman" be revised to gender-neutral language.

ARTICLE XXII- AMENDMENTS

SECTION 1. Amendments to these bylaws may be proposed by the board of directors, the executive committee, a region, or a local organization.

SECTION 2. All proposed amendments shall be sent in writing to the state president with a copy to the bylaws chair no later than 30 days prior to a board meeting.

SECTION 3. The bylaws chair shall 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 annual meeting for consideration. Such amendments shall be appended to the call to the meeting.

SECTION 5. An amendment properly presented to the board of directors, but not approved for presentation to the annual meeting, may be brought to the floor by a majority vote. Such proposed amendment shall be submitted in writing to the recording secretary at the beginning of the first business session and shall be read to the voting body before the close of the first business session. If consideration of the amendment by the voting body is approved, it shall be appended to the call of the next meeting.

SECTION 6. Proposed amendments shall require a two thirds vote for adoption.

SECTION 7. A unanimous vote shall be required for approval of any amendment proposed from the floor of the annual meeting without prior consideration by the board of directors. Such amendment must be submitted in writing to the bylaws chair and must be read to the voting body at a session preceding that at which a vote is to be taken.

SECTION 8. When an amendment is adopted to the state bylaws which affects local organization bylaws, each local organization shall automatically amend its bylaws to conform to the state bylaws.

ARTICLE XXIII - DISSOLUTION

Upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to a local organization or a Foundation which has qualified for exemption under Section 501(c)(3) of the Internal Revenue Code and any applicable State tax regulations.

(a) The state treasurer will determine that all costs and expenses are/will be covered;

(b) The state executive committee will recommend dissolution to the state board;

(c) The state board will make the final determination of dissolution and will recommend a vote to dissolve to the state membership;

(d) None of the assets will be distributed to any member, officer or trustee of this organization, and

(e) If funds are distributed to the locals, it should be based on their membership percentage of the whole state.