



# BPW/OHIO MODEL REGION BYLAWS



[Document subtitle]

**DECEMBER 1, 2023**

BPW/OHIO REGION MODEL BYLAWS

All underlined text is mandated by BPW/OHIO to be included as written in Region Bylaws.

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## **ARTICLE I – NAME**

This region shall be Region (insert Region Number ) of the Ohio Federation of Business and Professional Women’s Clubs, Inc., known as and hereinafter referred to as BPW/OHIO.

## **ARTICLE II – MISSION**

The mission of this region 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. This regional organization shall be nonsectarian, nonpartisan, and nonprofit.

SECTION 2. The mission, Legislative Platform and objectives of this region 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 as applicable shall in every case also be the policies and procedures of this region. and all units thereof.

## **ARTICLE V – MEMBERSHIP**

Membership in this region shall be held automatically by individuals who belong to local organizations within the region.

## **ARTICLE VI – DUES**

SECTION 1. Dues are payable annually on July 1<sup>st</sup> and are based on the previous fiscal year’s membership as of May 31st.

SECTION 2. The annual dues rate per member shall be determined at the first meeting of the Board of Directors.

SECTION 3. A local organization is in good standing only when region dues are paid.

## **ARTICLE VII – FISCAL RESPONSIBILITY**

SECTION 1. The fiscal year shall commence on the 1<sup>st</sup> day of June and shall end on the 31<sup>st</sup> day of May.

SECTION 2. A reviewing committee of three (3) members shall be appointed by the Executive Committee prior to the close of the fiscal year. The committee shall review the treasurer’s records within forty-five (45) days after the close of the treasurer’s term of office and shall report to the Board of Directors at the next meeting.

## **ARTICLE VIII – OFFICERS**

SECTION 1. The officers shall be a president, a vice president, a recording secretary, and a treasurer and an optional president-elect.  
(Amended December, 2023)

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

SECTION 3. Officers shall take office at the close of the annual state convention and shall serve for one year and/or until their successors are duly elected. Six months or more of an uncompleted term shall be considered a term of office in determining eligibility for re-election.

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

- (a) In the event of death, resignation, or incapacity for more than ninety (90) days of the President, the Vice President shall become President for the unexpired portion of their 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 regional election. In the event said vacancy occurs after December 1 and before the annual state convention, a special election for President-Elect shall be held.

(c) Vacancies in offices other than president and president-elect shall be filled for the unexpired term by the President with the approval of the Executive Committee.

## **ARTICLE IX – NOMINATIONS**

**SECTION 1.** At the first Board of Directors' meeting of the Federation year, a nominating committee, consisting of 25 percent of the local organization presidents shall be elected. The chair shall be the Region's Member of the State Nominating Committee.

**SECTION 2.** By November 1<sup>st</sup> the Chair of the Region Nominating Committee shall forward copies of the candidate data forms and duties and qualification information sheets for each office to the local organization presidents.

**SECTION 3.** By December 1<sup>st</sup> the local organization presidents shall submit the candidate data forms of nominees to the Chair of the Region Nominating Committee.

**SECTION 4.** By January 1<sup>st</sup> the Region Nominating Committee shall review all candidate data forms to be sure that they are in order and shall prepare a ballot and mail it to all local organization presidents.

**SECTION 5.** By February 1<sup>st</sup> Local Organization presidents, with the approval of their membership, shall cast the ballot of their local organization and return it to the Chair of the Region Nominating Committee.

**SECTION 6.** By March 1<sup>st</sup> Chair of the Region Nominating Committee shall advise the local organization presidents and the State Vice President of the election results.  
(Amended December, 2023)

## **ARTICLE X – ELECTIONS**

**SECTION 1.** A president-elect, a vice president, a recording secretary, a treasurer, a region legislation chair, and a region chair. shall be elected by ballot prior to February 1<sup>st</sup> of each year. Both region legislation and region nominating committee chairs serve as members of the State Legislative and Nominating Committees, respectively. (see Article XI Duties of Officers and Other Elected Offices, Sections 6 and 7).

**SECTION 2.** The President and President-Elect shall be eligible to serve only one term in the same office. In other offices no person shall be eligible to serve more than two consecutive terms in the same office.

**SECTION 3.** Only individuals who are members in good standing shall be eligible for office.  
(Amended May 2020)

**SECTION 4.** In any given year, no more than two members of a local organization may serve as region officers.

**SECTION 5.** Only candidates who officially and publicly support the BPW/OHIO State Legislative Platform shall be eligible for election to office. (Candidate to complete and sign EXHIBIT B in BPW/OHIO Policies and Procedures.)  
(Amended May 2020)

**SECTION 6.** Each local organization is entitled to one vote which represents the majority opinion of its membership. A majority of all votes cast for a particular office shall constitute an election.

**SECTION 7.** Six months or longer shall be a term of office when determined eligibility for reelection, except for the Vice President serving the unexpired term of the President.

## **ARTICLE XI – DUTIES OF OFFICERS AND OTHER ELECTED OFFICES**

**SECTION 1. The president shall be the principal officer of the region and shall:**

- (a) preside at all meetings of the region, the Board of Directors, and the Executive Committee;**
- (b) be an ex-officio member of all committees except the Nominating Committee;**
- (c) appoint a parliamentarian and committees as needed, subject to the approval of the Executive Committee;**
- (d) (d) serve as a member of the State Board of Directors as the official representative of the region;**
- (e) (e) prepare written reports to the State Board of Directors, in accordance with the Board Training Manual;**
- (f) (f) coordinate local organization visits with said visits being distributed equally among the 5 elected officers. All local organization visits must be completed by April 1<sup>st</sup> and mileage vouchers and documentation submitted no later than 30 days after the visit;**
- (g) (g) appoint committees to plan and implement the annual region career enhancement/personal development seminar;**
- (h) send to each local organization the official calls to the annual region training conference and the annual region career enhancement/personal development seminar at least 30 days prior to the first day of each event;**
- (i) insure that the names and addresses of all region offices and chairs are sent to the State Office immediately after their election or appointment; (Amended December, 2023)**
- (j) bring to the attention of the local organizations all pertinent information from the state federation;**
- (k) approve all bills over budget and nonbudgeted items, as directed by the Region Board of Directors;**
- (l) appoint another member(s) from the region to serve, in case the region representative on the State Nominating**

Committee or State Legislation Committee is unable to serve.

**SECTION 2. The President-Elect shall:**

- (a) act as the representative of the President when requested;**
- (b) serve as an ex-officio member, without vote, of all committees, except the Nominating Committee;**
- (c) insure that a coordinated program, including projects and activities, shall be developed for the ensuing year in accordance with objectives of the State federation;**
- (d) conduct local organization visits as assigned by the President; All local organization visits must be completed by April 1<sup>st</sup>, and mileage vouchers and documentation submitted no later than 30 days after the visit;**
- (d) participate in the annual State Leadership Training;**
- (e) in cooperation with the state representative and the Region Executive Committee, plan and conduct the Region Leadership Training Conference;**
- (g) serve in such other capacities as assigned by the President.**

**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) conduct local organization visits as assigned by the President. All local organization visits must be completed by April 1<sup>st</sup>, and mileage vouchers and documentation submitted no later than 30 days after the visit;**
- (d) serve in such capacities as assigned by the President.**
- (e) participate in the annual State Leadership Training.**

**SECTION 4. The Recording Secretary shall:**

- (a) take and record accurate minutes of the proceedings of all meetings of the region, the Board of Directors, and the Executive Committee, and distribute same within four (4) weeks;
- (b) preserve in a permanent file all records and letters of value to the region and its officers;
- (c) conduct local organization visits as assigned by the President. All local organization visits must be completed by April 1<sup>st</sup>, and mileage vouchers and documentation submitted no later than 30 days after the visit.

**SECTION 5. The Treasurer shall:**

- (a) have charge of all monies of the region and shall report thereon at all meetings;
- (b) collect all dues from local organizations giving proper receipt therefore;
- (c) pay all bills within budget and/or as authorized at a regular meeting of the region;
- (d) keep an itemized record, in a permanent file, of all receipts and expenditures;
- (e) prepare all tax forms as required by law; deliver to the successor within 15 days after expiration of term of office, all books, records, and papers, requesting proper receipt thereof;
- (f) conduct local organization visits as assigned by the President. All local organization visits must be completed by April 1<sup>st</sup>, and mileage vouchers and documentation submitted no later than 30 days after the visit.

**SECTION 6. The Region Nominating Committee Chair shall:**

- (a) serve as a member of the State Nominating Committee as the official representative of the region;

- (b) carry out the procedure defined in Article IX, Nominations.

**SECTION 7. The Region Legislation Chair shall:**

- (a) serve as a member of the State Legislation Committee as the official representative of the region;
- (b) educate the membership regarding current legislative activity at the state and national levels of government. Promote the state legislative programs;
- (c) participate in the annual state legislative platform meeting and training session.

(Amended December, 2023)

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

**ARTICLE XII – GENERAL MEMBERSHIP FUNCTIONS**

**SECTION 1.** At a minimum, a career enhancement/personal development seminar and a region leadership training conference shall be held annually.

**SECTION 2.** The region leadership training conference shall be held between June 1<sup>st</sup> and August 31<sup>st</sup> in accordance with BPW/OHIO Policies and Procedures [Article]IV Section D1(f) (Amended May 2022)

**ARTICLE XIII – BOARD OF DIRECTORS**

**SECTION 1.** The elected officers and local organization presidents shall constitute the Board of Directors.

**SECTION 2.** The Board shall:

- (a) supervise the affairs of the region;
- (b) approve all bills over budget and nonbudgeted items;

(c) make recommendations for the region's growth and prosperity; (d) approve proposed amendments to the bylaws.

**SECTION 3.** The Board of Directors shall hold a minimum of two meetings during the year, one of which shall be designated the annual meeting. The dates shall be determined by the Board at its first meeting.

**SECTION 4.** Special meetings of the Board of Directors may be called by the President with the approval of the Executive Committee or by twenty-five percent (25%) of the Board members. Such notice must designate time, place and purpose of the meeting and be given at least 15 days in advance of the date for which the meeting is called.

**SECTION 5.** A majority of the voting Board members shall constitute a quorum.

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

**SECTION 7.** In a regional, 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 region.  
(Amended May 2021)

#### **ARTICLE XIV – EXECUTIVE COMMITTEE**

**SECTION 1.** The elected officers of the region shall constitute the Executive Committee.

**SECTION 2.** The Executive Committee shall transact the business of the region between meetings of the Board of Directors 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 three members of the committee.

**SECTION 4.** Committee appointments 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.

#### **ARTICLE XV – PARLIAMENTARY PROCEDURE**

The rules of parliamentary practice comprised in ROBERT'S RULES OF ORDER, NEWLY REVISED shall govern all proceedings of the region, 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 XVI – AMENDMENTS**

**SECTION 1.** Amendments to these bylaws may be proposed by the Board of Directors, the Executive Committee, or a bylaws committee.

**SECTION 2.** All proposed amendments shall be sent in writing to every Board member at least ten (10) days before they are to be voted upon.

**SECTION 3.** All proposed amendments shall be presented to the Executive Committee prior to presentation to the Board of Directors.

**SECTION 4.** These bylaws may be amended by a two-thirds vote of the Board members present and voting.

**SECTION 5.** The final adoption by the region of amendments to or revisions of these bylaws shall be contingent upon the approval of the State Bylaws Chair and the State President.  
(Amended December, 2023)

**SECTION 6.** When an amendment is adopted to the State bylaws which affect regional bylaws, the region shall automatically amend its bylaws to conform. Any conflict shall be resolved in



accordance with State Federation policies and procedures.

## **ARTICLE XVII – REGION REORGANIZATION**

In the event of a region reorganization, all assets of this region remaining after payment of all costs and expenses shall be distributed to the Ohio Federation, region or 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) None of the assets will be distributed to any member, officer or trustee of this organization,

(Amended December, 2023)