

# **SCHENECTADY BUSINESS & PROFESSIONAL WOMEN'S CLUB INC.**

## **Schenectady Business and Professional Women's Club, Inc. Bylaws**

### **Article I - NAME**

Section 1. The name of this club shall be the Schenectady Business and Professional Women's Club, Inc. and may be referred to as "Schenectady BPW".

### **Article II – VISION & MISSION**

#### Purpose

The Corporation is formed for the following educational and charitable purposes:

- To assist young adults, particularly women who reside in Schenectady County, pursue higher education by providing financial assistance through academic scholarships
- To stimulate the interest in issues that affect women, encourage social awareness, embrace cultural diversity, and promote the general welfare of the community through community service.

#### Vision Statement

It is the goal of the Schenectady Business and Professional Women's Club, Inc. to become a premier organization of the women serving women. We are an active and inclusive club that fosters economic self-sufficiency, professional mentorship and resources, and a diverse network of members supporting each other, the community and those new to the area.

#### Mission Statement

This club shall advance the status of all women through advocacy, education and networking.

The objectives of this club are:

- To extend a warm and welcoming atmosphere within our club as we continue our journey balancing fun and camaraderie with work and commitments.
- To advocate for women's issues, with an emphasis on wage equality, education and economic independence by providing academic scholarships, community outreach and informative programs.
- To embrace and celebrate the diversity of our membership while working toward our common goals through mentorship, career development and life long learning.
- To embody enthusiastic involvement of all our members, cultivating professionalism in attitudes and behavior.

### **Article III - EMBLEM**

This club will use the BPW oval logo, licensed through BPW Foundation, Inc. as our emblem.

### **Article IV - MEMBERSHIP**

Section 1. Membership shall be held by individuals who support the mission and objectives of Schenectady BPW. Membership is available without regard to race, creed, gender, color or national origin. Members may be admitted on an ongoing basis and the membership categories shall be:

(a) Member

Membership shall be open to all individuals.

(b) Student Member

Individuals enrolled in college or university or any other accredited educational institution above the high school level.

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Section 2. A member in good standing has paid their dues and follows the code of professional conduct (Appendix 1), and By-laws, as may be amended from time to time.

Section 3. The board of directors may review and or revoke an individual's membership for repeated violations to the code of professional conduct (Appendix 1) and/or By-laws.

a. They may be reinstated upon board approval.

Section 4. A member may resign from Schenectady BPW by submitting their resignation in writing to the secretary. Paid dues will not be refunded.

Section 5. Only members in good standing are eligible to participate in the club's business meetings, or to serve in any of its elective or appointive positions.

### **Article V - DUES**

Section 1. Dues are to be paid by the first of the month following the member's anniversary date. New members submit dues with the Application for Membership.

Section 2. Annual dues for membership shall be determined by the board of directors.

Section 3. The club shall pay the annual licensing fee to BPW Foundation for the use of logo and programs.

Section 4. A member who does not pay dues within 90 of days of annual renewal date shall be removed from the club roster.

Section 5. A member who has been removed from the roster for non-payment of dues may be reinstated upon payment of delinquent dues.

### **Article VI - FISCAL RESPONSIBILITY**

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

Section 2. An auditing committee consisting of at least three (3) members shall be elected at the April regular business meeting. The committee shall audit the treasurer's records within fifteen (15) days after the close of the treasurer's term of office or by June 15, and shall report to the club at the next regular business meeting; or an auditor may perform the auditing functions.

Section 3. Any funds acquired by Schenectady BPW shall be clearly marked for and promptly deposited to the account of Schenectady BPW.

Section 4. All disbursements of funds of the Schenectady BPW shall be made by checks signed by the treasurer or such other officers as the executive board may designate.

Section 5. The treasurer shall provide quarterly reports to the executive board, at a minimum, an income statement and a report of the financial status of the club and other reports as otherwise requested by the board of directors. The treasurer shall make a full report at the annual meeting.

Section 6. The members of Schenectady BPW shall not be liable for the debts or obligations of the club. No member shall receive compensation for services rendered to the club except otherwise approved by the executive board. A member may be reimbursed for expenses reasonably incurred on behalf of the club if approved by the executive board.

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## **Article VII – OFFICERS & DIRECTORS**

- Section 1. Officers. The officers shall be a president, a first vice-president, a second vice-president, a secretary, and a treasurer.
- Section 2. There shall be three (3) directors, elected annually.
- Section 3. A person shall not be eligible to serve more than two consecutive terms in the same office. No director may hold an elective office during the period of directorship but may be a chair of a standing committee.
- Section 4. To be eligible to serve as an officer, a candidate must be a member in good standing for at least two (2) full years prior to the election.
- Section 5. The immediate past president shall be a voting member of the board of directors.
- Section 6. The officers and directors shall assume their duties immediately following the May regular business meeting and shall serve for one year and/or until their successors are duly elected.
- Section 7. A term of office shall be one year. No member shall hold the same office for more than two consecutive terms with the exception of the treasurer. An interval of two years shall elapse before a member is eligible for reelection to the same office.

## **Article VIII - NOMINATIONS AND ELECTIONS**

- Section 1. Officers shall be elected at the April business meeting. Election shall be by ballot and a majority of all votes cast for a particular office shall constitute an election. All newly elected officers will assume office after being installed as part of "Old Business" during the annual meeting in May. Newly installed officers will then conduct the "New Business".
- Section 2. Only individuals who are members in good standing for two (2) full years at the time of election or appointment shall be eligible for office.
- Section 3. The nominating committee shall consist of three (3) members. At the January meeting the president shall appoint a chair. The two remaining members of the committee shall be elected from the floor. All members of the nominating committee shall be members in good standing and the chair shall have been a member in good standing for two years.
- It is the duty of the nominating committee to present a slate of one or more nominees for each office to the membership at the March meeting. The chair of the nominating committee shall also serve as a non-voting member of the board of directors, and shall attend board meetings as the chair of a special committee. Nominations may also be made from the floor at the April meeting, provided such nominee has consented to serve, if elected, and providing the nominee meets all the qualifications for that office. However, if there is but one nominee for any office, it shall be in order to move that the secretary cast the elective ballot of the club for the nominee.
- Section 4. Vacancies in office shall be handled as follows:
- a. In the event of death, resignation, or incapacity of the president, the first vice-president shall become the president for the unexpired portion of the term.
  - b. In the event of death, resignation, or incapacity of the president and the first vice-president, the second vice-president shall become the president for the unexpired portion of the term.
  - c. Vacancies in offices other than the president shall be filled for the unexpired term by the president with executive committee approval except as outlined in a. and b. above.
- Section 5. Six months or more shall be considered a term of office in determining eligibility for re-election.

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## **Article IX - DUTIES OF OFFICERS**

- Section 1. The duties of the officers shall be such as are implied by their respective titles and such as are specified in these bylaws. Each officer shall keep accurate records of the work to be transferred to the successor upon expiration of the term of office. The annual written reports of all officers of this organization shall be filed with the secretary and become a permanent record of the organization.
- Section 2. The president shall be the principal officer of the club and shall:
- a. preside at all meetings of the club, the board of directors, and the executive committee;
  - b. appoint the standing committee chairs, special committee chairs, and a parliamentarian with the approval of the executive committee;
  - c. appoint the chair of the nominating committee;
  - d. serve as ex-officio member of all committees except the nominating committee;
  - e. approve all funds requisitions as directed by the organization;
  - f. review all correspondence pertaining to Schenectady BPW.
- Section 3. The first vice-president shall:
- a. perform the duties of the president when the president is absent. In the case of the death, resignation or incapacity of the president, the vice-president shall become president for the remainder of the unexpired term;
  - b. serve as program chair;
  - c. serve in such capacities as assigned by the president.
- Section 4. The second vice-president shall:
- a. perform all the duties of the president and first vice-president in their absence. In the case of the death, resignation or incapacity of both the president and the first vice-president, the second vice-president shall become president for the unexpired term;
  - b. serve as chair of the membership committee; keeping a list of name, address, birthday, place of employment and date of membership for all current members.
  - c. serve in such other capacities as assigned by the president.
- Section 5. The secretary shall:
- a. take and record accurate minutes of the proceedings of all meetings of the organization, the board of directors, and the executive committee;
  - b. preserve in a permanent file, all records and letters of value to the organization and its officers;
  - c. conduct the correspondence of the club;
  - d. notify all members of each board and business meeting.
- Section 6. The treasurer shall:
- a. have charge of all monies of the club and shall report thereon at all meetings of the club, the board of directors, and the executive committee;
  - b. pay all bills upon the written authorization of the president and/or an authorized member of the executive committee;
  - c. keep an itemized record, in a permanent file, of all receipts and expenditures;
  - d. invoice members and collect dues;
  - e. forward all membership updates to the membership chair;
  - f. serve as ex-officio member of the finance committee;
  - g. deliver to the successor within 15 days after expiration of term of office, all books, records, and papers requesting receipt therefore.
- Section 7. Each officer, except the treasurer, shall deliver to the successor immediately after retiring from office, all accounts, record, books, papers, and other property belonging to the organization.

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## **Article X - MEETINGS**

- Section 1. Regular meetings shall be held on the fourth Tuesday of each month from September through June with the exception of the November and December meetings, the dates of which shall be determined by the board of directors.
- Section 2. The regular May business meeting of the year shall be designated the annual meeting, at which time reports summarizing the year's activities shall be given, and the election of officers and directors held. The outgoing president will conduct the "Old Business" and following the installation of officers and directors, the newly installed president will conduct the "New Business".
- Section 3. Special membership meetings may be called by the president or by any five (5) members providing that all members are notified in writing of the date, time, place and purpose of such meeting. No matter shall be considered at a special meeting except that stated in the call to the meeting.
- Section 4. One-fourth of the members of this club shall constitute a quorum at any meeting.
- Section 5. No member shall have more than one vote, and no voting by proxy shall be allowed.

## **Article XI - DUTIES OF BOARD OF DIRECTORS**

- Section 1. The board of directors shall perform such duties as are legally required by the laws of the State of New York pertaining to incorporated bodies. Upon taking office, board members shall read "Right From the Start: Responsibilities of Directors of Not-for-Profit Corporations" provided by the New York State Office of the Attorney General, Charities Bureau which can be found at [www.charitiesnys.com](http://www.charitiesnys.com) and which is annexed as Appendix 2.
- Section 2. The elected officers, directors and immediate past president shall constitute the board of directors which shall meet at least four times a year.
- Special meetings of the board may be called by the president or a majority of the board members.
  - It shall be the duty of the elected directors to attend all meetings of the board of directors.
  - Members of the board who are absent for more than three consecutive board meetings may be removed from office by the majority vote of the board.
- Section 3. The board of directors shall transact any business of the organization in the interim between meetings. A report of all regular and special meetings of the board of directors shall be made at the next business meeting of the club.
- Section 4. The board of directors shall make recommendations to the organization regarding proposed amendments to the bylaws.
- Section 5. The board of directors shall consider all recommendations proposed by the committee chairs.
- Section 6. A majority of the members of the executive committee and board of directors shall constitute a quorum of those bodies.
- Section 7. No member shall have more than one vote, and no voting by proxy shall be allowed.

## **Article XII - DUTIES OF THE EXECUTIVE COMMITTEE**

- Section 1. The elected officers shall constitute the executive committee, which shall have power to act for the board of directors in the interim between the meetings of the board, and shall report thereon at the next meeting of the board.
- Section 2. The executive committee shall designate the bank or banks in which all club funds shall be deposited.
- Section 3. The executive committee shall ratify all appointments.

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- Section 4. The executive committee shall meet on call by the president, or by any two members of the committee, for the consideration of special matters between regular meetings of the club and the board of directors.
- Section 5. A majority of the members of the executive committee present during a meeting shall constitute a quorum.
- Section 6. No member shall have more than one vote, and no voting by proxy shall be allowed.

### **Article XIII - STANDING COMMITTEES**

- Section 1. The standing committees of the club shall be finance, foundation, membership, scholarship, program, public relations, status of women and youth leadership.
- Section 2. Only individuals, who are members in good standing at the time of their appointment, shall be eligible as chairs of standing committees and must remain a member in good standing during the period of appointment.
- Section 3. The finance committee shall be composed of the chair, the treasurer, president, and first and second vice-presidents of the club. It shall be the duty of the finance committee to prepare an annual budget for approval by the club, to have general supervision of all expenditures, and to assist the club in developing a sound financial policy. The finance chair shall be a member ex-officio, without vote, of all committees which dispense funds.
- Section 4. The foundation committee shall be chaired by the immediate past president. It shall be the duty of the foundation committee to promote interest in and support of the Business and Professional Women's Foundation by reporting updates at board meetings.
- Section 5. The membership committee shall be composed of a chair that is the second vice-president, and a minimum of two (2) members. It shall be the duty of the membership committee to promote, expand, stabilize and orient the membership.
- a. Prepare and perform the induction ceremony of new members as needed.
- Section 6. The scholarship committee shall consist of the chair, the president and three (3) members. It shall be the duty of the scholarship committee to allocate scholarship funds which have been authorized by the board.
- a. Prepare applications and determine recipients.
- b. Prepare and perform the award ceremony.
- Section 7. The program committee shall be composed of a chair that is the first vice-president and a minimum of five (5) members. It shall be the duty of the program committee to plan and implement a well-coordinated program calendar. The program chair shall present these recommendations to the board of directors for final approval.
- Section 8. The public relations committee shall be composed of a chair and a minimum of three (3) members. It shall be the duty of the public relations committee to market the club through available news media, the Club website and newsletter.
- Section 9. The status of women committee shall be composed of a chair and a minimum of three (3) members. It shall be the duty of the status of women committee to support women through community involvement for women facing hardships including but not limited to economic and domestic.
- Section 10. The youth leadership committee shall be composed of a chair and three (3) members. It shall be the duty of the youth leadership committee to encourage recruitment of young people into membership; organize and coordinate youth leadership programs; and promote activities that involve the participation of young people.

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## **Article XIV – SPECIAL COMMITTEES**

The special committees of the club shall include but not limited to audit, bylaws, career development and nominating.

Section 1. All Special committees are formed under Article IX, Section 2.b.

## **Article XV – PARLIAMENTARY PROCEDURE**

The rules of parliamentary procedure as comprised in the current edition of Roberts Rules of Order, Newly Revised shall govern all proceedings of the organization, the board of directors, and the executive committee, subject to such special rules as has been or may be adopted.

Section 1. The parliamentarian shall serve at all meetings of the organization and upon request shall serve the executive committee and the board of directors without vote.

## **Article XVI – AMENDMENTS**

Section 1. Amendments to these bylaws may be proposed by the board of directors, the executive committee or by the bylaws committees.

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

Section 3. All proposed amendments shall be presented to the board of directors prior to presentation to the club.

Section 4. These bylaws may be amended by a two-thirds vote of the members present and voting at any regular meeting.

## **Article XVII - DISSOLUTION**

Section 1. The club shall maintain a membership of at least five (5) members and/or student members to remain viable.

Section 2. Upon dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to the BPW Foundation or for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

Appendix 1 - Code of Professional Conduct

Appendix 2 – “Right From the Start: Responsibilities of Directors of Not-for-Profit Corporations”

**Revised: 09/24/2013**

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## Code of Professional Conduct - Appendix 1

At the induction ceremony of each member, she agrees:

- To be governed by the rules and regulations in the bylaws;
  - To be faithful in attendance, trying always to be on time;
  - To be loyal in service, willing to serve in any capacity, whereby I can best promote the interests of Schenectady BPW;
  - To be generous, not alone of my money, but of my praise, my time, and my talents;
  - To be tolerant and friendly, knowing that friendliness gives and finds happiness and health;
  - And to be honest with myself, my fellow members, and my local organization.
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A simple and concise definition for professionalism is provided by the Merriam-Webster's online Learner's Dictionary: "the skill, good judgment and polite behavior that is expected from a person who is trained to do a job well." However, to truly understand professionalism, it should be seen as several different qualities that are summed up in a single word.

**Competency** - One of the main qualities that defines professionalism is competency. A professional knows what she's doing, and she does it well. You would not apply the word "professional" to someone who did a bad job, seemed unsure of herself or who left work unfinished. Professionalism means a job or product gets completed on time, is of good quality and meets or exceeds the expectations of everyone involved.

**Reliability and Punctuality** - A professional is dependable. She will be there when she says she will be. She will call when she says she will. And whatever work needs to get done will be done, every single time. Professionals don't make excuses or come up empty-handed when someone is waiting for them. If a professional thinks she won't meet a deadline or won't be able to deliver on a promise, she will call and work something out ahead of time. A professional doesn't leave anyone in the dark.

**Integrity** - Another key characteristic of professionalism is integrity. Professionals are honest and upfront. If a professional messed something up, she would admit to it and try to correct the problem. She wouldn't lie or try to cover up her mistake, and she wouldn't blame someone else. A professional doesn't fudge facts to make the situation seem better than it is; you can depend on her to tell you the truth. Professionalism means you don't have to think twice about trusting someone.

**Courtesy** - Professionalism means you can expect politeness and discretion no matter what. The image people expect from a professional is one that exudes confidence and respect; you would never expect one who is described as professional to yell, roll her eyes or laugh at you. Respect and courtesy are important aspects of professionalism.

**Commitment** - Commitment is another defining quality of professionalism. Those who are not committed to their work stand out from those who are committed. A professional will dedicate herself and her attention to the project at hand or else be perceived as being unprofessional.  
As adopted from the article

*Description of Professionalism*, by Desdemona Delacriox at eHow.com  
[http://www.ehow.com/info\\_8252897\\_description-professionalism.html#ixzz1bj6WuHln](http://www.ehow.com/info_8252897_description-professionalism.html#ixzz1bj6WuHln)