

BYLAWS

SOUTH DAKOTA BUSINESS

AND

PROFESSIONAL WOMEN, INC.

BPW/SD

(Revised Fiscal Year 2003-2004)

Current as of March 2005

**BPW/SD BYLAWS
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**BYLAWS OF THE
SOUTH DAKOTA BUSINESS AND PROFESSIONAL WOMEN, INC.**

ARTICLE I

Name

The name of this organization shall be the South Dakota Business and Professional Women, Inc., a/k/a BPW/SD.

ARTICLE II

Mission

The mission of this federation shall be to achieve equity for all women in the workplace 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 South Dakota Federation shall be nonsectarian, nonpartisan, and nonprofit.

Section 2: The mission and objectives of this federation shall in every case be the mission and objectives of all units thereof.

Section 3: The policies and procedures of BPW/USA as applicable to state federations shall in every case also be the policies and procedures of this federation and all units thereof.

ARTICLE V

Membership

Section 1: Membership shall be held by individuals who support the mission and objectives of BPW/USA.

Membership categories shall be:

(a) Active.

Membership categories shall be open to all individuals.

(b) Student.

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

- (c) Member-at-large.
Individuals with affiliation at the national and/or state levels.
- (d) Business Affiliate.
A business association, including but not limited to a corporation, partnership, or company with affiliation at the state level.
- (e) President's Council – An individual with affiliation.
 - 1. At the Local, State and National Level
 - 2. Who pays lifetime National dues for this Designation.

Section 2: Active and student members shall belong to local organizations which are members of BPW/USA through the state federations.

Section 3: Local organizations acquiring membership in the state federation automatically become affiliated with The National Federation of Business and Professional Women's Clubs, Inc. of the United States of America (BPW/USA).

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.

Section 5: The only criteria for membership shall be per Article V, Section 1, and the payment of appropriate dues.

ARTICLE VI

Local Organization Requirements

Section 1: A local organization is eligible for admission to this federation if:

- (a) It has a minimum of ten (10) active members twenty percent (20%) of whom must be employed.
- (b) It is not an integral part of any other organization; and
- (c) It submits local organization bylaws not in conflict with state and national bylaws and policies.

Section 2: To remain in good standing, a local organization must maintain a membership of at least five (5) active members.

Section 3: A local organization whose membership falls below five (5) shall be dropped at the end of the second fiscal year.

Section 4: A local organization applying for membership in this federation shall forward to the president of the state federation all documents and dues required by state and national federations.

Section 5: The bylaws shall be approved by a person designated by the state president whose responsibility it is to insure that there are no provisions in conflict with the National Articles of Incorporation and Bylaws. Any conflict shall be resolved in accordance with the National Federation policy and procedures.

Section 6: When a local organization has met all state and national requirements, a charter signed by the national president is transmitted to the state president for counter signature and presentation to the local organization.

Section 7: Proposed amendments to the bylaws of any local organization with the exception to mandatory changes (see Article XX, Section 9) shall be sent to the person designated by the state president for review and approval. Any conflict shall be resolved in accordance with National Federation policy and procedures.

ARTICLE VII

State Federation Requirements

A state federation to remain in good standing shall:

- (a) Maintain three (3) or more local organizations, and
- (b) Maintain state bylaws not in conflict with National bylaws and policies.

ARTICLE VIII

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) Annual dues for each active member shall include local, state and national dues as specified in the current respective bylaws. (See Appendix for current amount.) State dues shall include a subscription to the official state publication.
- (b) Dues for each student member shall include local, state and national dues as specified in the current respective bylaw. (See Appendix for current amount.) State dues shall include a subscription to the official state publication.
- (c) Annual dues for each member-at-large with affiliation at the state level shall include dues as specified in the current state bylaws. (see Appendix for current amount.) Included in the state dues allocation is a subscription to the official state publication.
- (d) Annual dues for each business affiliate shall be as specified in the current state bylaw. (See Appendix for current amount.)

- (e) President's Council Dues. Currently dues are paid at the National level only. (See Appendix for current amount.)

Section 3: Each local organization shall pay national annual convention dues of ten dollars (\$10.00). National convention dues shall be postmarked to BPW/USA by June 30th of each year.

ARTICLE IX

Fiscal Year

The fiscal year shall commence on the 1st day of July and shall end on the 30th day of June.

ARTICLE X

Officers

Section 1: The officers of the South Dakota Federation shall be president, a president-elect, a vice president, a recording secretary, and a treasurer. The president with the approval of the executive committee shall appoint a corresponding secretary.

Section 2: A term of office shall be one year.

Section 3: Officers shall take office at the close of the annual convention and shall serve until the conclusion of the following annual convention and/or until their successors are duly elected.

Section 4: 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) 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 convention; and
- (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 XI

Nominations

Section 1: The chair of nominations shall be appointed by the president with the approval of the executive committee at the pre-convention executive committee meeting. The immediate Past State President shall serve as an advisor to the chair of nominations.

Section 2: The chair of nominations, which shall serve as collector of candidate data, shall serve only one term.

Section 3: No later than December 1, after the annual state convention, the chair of nominations shall send uniform blanks to the president of each local organization with request for information concerning persons qualified for state office and chair of nominations. The blanks shall be returned to the chair of nominations not later than March 1. Each candidate for state office shall have the written endorsement of her/his local organization and s shall have given her/his written consent.

Section 4: Each local organization sponsoring a candidate or candidates shall submit to chair of nominations a recent photograph of the candidate or candidates, and a summary not exceeding 200 words of such candidate's qualifications, including name, occupation, local organization endorsement, and office for which she/he is endorsed. Summaries of qualifications of all candidates and the offices for which endorsed shall be compiled by the chair of nominations and shall be published in the "South Dakota Business Women".

Section 5: The chair of nominations shall not recommend any person for office.

Section 6: The report of the nominations chair shall be made at the first business session of the convention, and the chair shall post the names of the nominees together with a brief statement of experience and qualifications of each at the delegates' registration desk immediately following the report.

Section 7: Nominations may also be made from the floor. Such nominees shall have the written endorsement of the local organization attendees and shall have given written consent.

Section 8: Candidates for all elected offices of the South Dakota State Federation shall have served as an officer of a local organization before being nominated.

ARTICLE XII

Elections

Section 1: A president-elect, vice president, recording secretary and treasurer shall be elected at each annual convention. Election shall be by ballot except if there is but one candidate for each office, in which event Robert's Rules of Order Newly Revised will govern.

Section 2: The president and president-elect shall be eligible to serve consecutive terms in the same office. In other offices no person shall be eligible to serve more than two consecutive terms in the same office, except the recording secretary.

Section 3: Only employed individuals who are active members in good standing shall be eligible for office.

Section 4: Only candidates who officially and publicly support the National Legislative Platform shall be eligible for election to 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 un-expired term of the president.

Section 7: Polls shall be open during hours determined by the executive committee.

ARTICLE XIII

Duties of Officers

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

Section 2: The president shall be the principal officer of the state federation, shall preside at the annual convention, at meetings of the board of directors and the executive committee, and shall be an ex-officio member of all Committees.

- (a) Serve as a member of the national board of directors as the official representative of the state ;
- (b) Send to each local organization the official call to the state convention at least thirty (30) days prior to the first day of the convention.
- (c) Insure that the names and addresses of all state officers and committee chairs are sent to the national executive office immediately after their election or appointment.
- (d) Require each local organization to submit names and addresses of the local organization officers and chairs to the state president and corresponding secretary immediately after their election or appointment, who shall forward the names of local organization presidents to the National Executive Offices promptly.
- (e) Appoint special committees on programs, credentials, elections and general arrangements for the annual convention.
- (f) Inform the national chair of nominations of the names and qualifications of members in the state endorsed for national office.
- (g) Interpret the BPW/USA program, policies, procedures and objectives to the state federation.
- (h) Insure that a coordinated program, including projects and activities, shall be developed for the ensuring year in accordance with the objectives of BPW/USA.
- (i) Insure the bonding of the treasurer.
- (j) Appoint a parliamentarian, standing and special committees, subject to the approval of the executive committee.

Section 3: 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.
- (c) Serve in such capacities as assigned by the president.
- (d) Appoint a parliamentarian and standing and special committees to serve during her/his term of office as president, subject to the approval of the executive committee.

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 as chair of a standing committee.
- (d) Serve in such capacities as assigned by the president.

Section 5: The recording secretary shall

- (a). Take and record accurate minutes of the proceedings of the annual convention, the board of directors, and the executive committee. The retiring secretary shall transcribe and submit the minutes of the following listed meetings to the state president within thirty (30) days of the adjournment of the annual convention:
 - Pre-convention executive committee meetings;
 - Pre-convention board of directors meetings;
 - Annual Convention.
- (b) Serve as ex-officio member of such committees and task forces as approved by the executive committee.

Section 6: The treasurer shall be responsible for all monies of the state federation and shall:

- (a) Be responsible for immediate remittance to the BPW/USA of convention dues, and all other monies sent to the treasurer and payable to BPW/USA. These monies are to be submitted with the forms supplied by the national executive office.
- (b) Serve as ex-officio member of the finance committee and such committees and task forces as approved by the executive committee.
- (c) Present written reports at the annual convention and at the meetings of the board of directors and executive committee.
- (d) Disburse funds only upon presentation of original bills and properly executed vouchers.
- (e) Be bonded.
- (f) Deliver to the successor all funds, securities, and records not later than thirty (30) days after the close of the fiscal year.

Section 7: The corresponding secretary shall conduct the general correspondence of the state federation as directed by the president, executive committee, or board of directors.

The corresponding secretary shall:

- (a) Give notice, by order of the president, at least thirty (30) days in advance of the date of the state convention.

- (b) Issue all other necessary notices and calls for meetings of the state federation.
- (c) Notify all members of the executive committee and/or board of directors at least two (2) weeks in advance of their meetings.
- (d) Prepare a roster of all state and local organization officers and chairs as soon as possible after the annual convention and send a copy to each member of Board of Directors.

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 state federation.

ARTICLE XIV

Board of Directors

Section 1: The board of directors shall consist of the elected officers, the immediate past state president, state corresponding secretary, the historian, parliamentarian (without vote), chair of the standing committees, chair of special committees and task forces, the editor of the “South Dakota Business Woman,” and the president of each local organization or duly authorized representative.

Section 2: Only employed individuals, who are active members in good standing, shall be eligible to serve on the board of directors in positions requiring election at the state level. All other members of the board of directors shall be active members in good standing.

Section 3: The board of directors shall transact business of the state federation between conventions, including:

- (a) Adopt policies and procedures of the state federation.
- (b) Review proposed amendments to the state bylaws and determine those to be presented to the convention body for consideration.
- (c) Consider all recommendations of officers and committee chairs before they are presented to the state convention.

Section 4: Meetings of board of directors shall be held:

- (a) Immediately preceding the annual convention.
- (b) When called by the president with approval of the executive committee or when called by twenty percent (20%) of the board. Such notice must designate time, place, purpose of the meeting and is given at least fifteen (15) days in advance of the date for which the meeting is called.
- (c) In the fall when called by the president.

Section 5: At the written request of the president, a vote of the board of directors may be taken by mail, which shall have the force and effect of a vote taken at a meeting.

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 convention body the business transacted by the board since the previous convention.

Section 9: In a state or national emergency, declared by the Governor of South Dakota 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.

ARTICLE XV

Executive Committee

Section 1: The elected officers shall constitute the executive committee. The parliamentarian may be invited to attend without vote.

Section 2: The executive committee shall transact the business of the state federation between meetings of the board of directors. Specific duties shall be to:

- (a) Make any necessary appointments.
- (b) Create a special committee when necessary to carry out a specified task that does not fall within the responsibility of any standing committee.
- (c) Ratify appointments of standing committees, special committees, and other appointments where approval is required.
- (d) Establish hours the polls will be open for election of officers.
- (e) Report to the board of directors the business transacted by the executive committee since the previous meeting of the board of directors.
- (f) Periodically review policies and procedures.

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

- (a) Preceding and following the annual convention.
- (b) When called by the president.
- (c) When called by a majority of the executive committee upon written notice to every member.
- (d) By conference 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 by telephone at the request of the president. Such vote shall have the force and effect of a vote taken at a meeting.

ARTICLE XVI

Standing Committees, Special Committees and Task Forces

Section 1: The standing committees of the federation shall be finance, legislation, membership, issues management, public relations, bylaws, foundation, individual development and young careerist.

Section 2: Only individuals, who are active members in good standing, shall be eligible to serve as chairs of standing committees.

Section 3: Only members who officially and publicly support the National Legislative Platform shall be eligible to serve on a standing committee.

Section 4: Committee chairs and members shall be appointed for a term of one (1) year and may be re-appointed. No person shall serve more than three (3) consecutive years on the same committee.

Section 5: The finance committee shall be composed of a chair and at least 3 members. The finance chair shall serve as member ex-officio without vote on all committees whose program requires the expenditure of monies. It shall be the duty of the chair to prepare an annual budget for the state federation, to have general supervision of all expenditures, and to assist local organizations in developing a sound financial policy.

Section 6: The foundation committee shall be composed of a chair and at least 3 committee members. The foundation chair shall promote interest in and support of the National Business & Professional Women's Foundation.

Section 7: The legislation committee shall be composed of a chair and at least three members. The legislation chair shall prepare and present to the convention body for adoption the state legislative platform. The executive committee, the board of directors, local organizations or the legislation committee may propose changes to the state legislative platform. It shall be the duty of the chair to implement the state legislative platform, including the coordination of a telephone exchange during the legislative session. It shall be the duty of the chair to receive proposed changes to the platform and to make recommendations on all proposed changes. The chair shall present the National Legislative Platforms to the convention body for discussion and recommendations. The chair shall implement the legislative programs adopted by BPW/USA and the state federation.

Section 8: The membership committee shall be composed of a chair. It shall be the duty of the committee to promote, expand, stabilize, and orient the

membership. At all times maintain an accurate list of the membership of the State Organization.

Section 9: The issues management committee shall be composed of a chair and at least three members. It shall be the duty of the committee to implement the program for the current year. The committee shall develop a coordinated program, projects and activities for the ensuing year in accordance with the objectives of BPW/USA; promote the interests of business and professional women in the area of career attitudes and opportunities and in the elevation of career standards.

Section 10: It shall be the duty of the public relations chair to interpret the national and state programs through available communications media; to direct press, radio, and television services of the state federation, BPW/USA, and to encourage wider use of these media.

Section 11: The young careerist committee shall be composed of a chair and at least three members. It shall be the duty of the young careerist committee to (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.

Section 12: The chair of bylaws shall receive proposed amendments and shall prepare them for presentation to the board of directors. Members may be appointed to the bylaws committee when, in opinion of the executive committee, special circumstances so require.

Section 13: The individual development committee shall be composed of a chair and at least 3 members. It shall be the duty of the committee to ensure local organizations receive current and up to date information about the individual development programs from BPW/USA National office and to coordinate the state individual program/speak off at the state convention.

Section 14: It shall be the duty of each standing committee chair to prepare and submit its annual report by April 1 to the state president.

Section 15: Task Forces and special committees may be appointed by the president as necessary to deal with specific issues of current concern to implement the mission and objectives of BPW/USA with the approval of the executive committee.

ARTICLE XVII

State Convention

- Section 1:** The state federation shall hold an annual convention, the place and date to be determined by the executive committee.
- Section 2:** The voting body shall be any individual who has paid conference registration fee and is a member in good standing.
- Section 3:** No member shall have more than one (1) vote and no voting proxy shall be allowed.
- Section 4:** A minimum of 10% of the state federation membership from at least a majority of local organizations shall constitute a quorum.
- Section 5:** The order of business shall be determined by the program adopted at the beginning of the convention.
- Section 6:** The proposed legislative and proposed resolutions shall be distributed to the convention body at least the meeting preceding that at which action is to be taken.
- Section 7:** It shall be the purpose of the state convention 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) Adopt a state legislative platform.
 - (e) Consider recommendations from BPW/USA.
 - (f) Take action on any proposed endorsement of members from the state federation for national office.
 - (g) Elect a representative and an alternate to serve on the national legislative platform committee.
 - (h) Consider proposed changes in national bylaws.
 - (i) Consider proposed changes in current National Legislative Platform.
 - (j) Present the National program for the ensuing year.
 - (k) Adopt the Proposed Annual Budget.

ARTICLE XVIII

Publication

- Section 1:** The state federation shall publish an official publication.
- Section 2:** The editor of the state federation publication shall be:
- (a) Appointed by the president with approval of the executive committee.
 - (b) Accountable to the executive committee.
 - (c) A member of the board of directors.
- Section 3:** The funds for the publication shall be included in the state budget, and the cost of the publication and mailing of the bulletin shall not exceed the budget amount.

ARTICLE XIX

Parliamentary Authority

The rules of parliamentary procedure 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 such special rules as have been or may be adopted.

ARTICLE XX

Amendments

Section 1: Amendments to these bylaws may be proposed by the board of directors, the executive committee, a district, a local organization, or the state bylaws chair.

Section 2: All proposed amendments shall be sent in writing to the state bylaws chair, with a copy to the state president, at least sixty (60) days before the annual convention.

Section 3: The chair of bylaws 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 convention body for consideration. Such amendments shall be appended to the call of the convention.

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

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 convention without prior consideration by the board of directors. Such amendment must be submitted in writing to the chair of bylaws and must be read to the convention at the beginning of the annual meeting.

Section 8: When an amendment is adopted to the National bylaws, which affect state bylaws, the state bylaws shall be automatically amended to conform.

Section 9: When an amendment is adopted to the National or state bylaws which affects local organization bylaws, each local organization shall automatically amend its bylaws to conform.

Section 10: All amendments to these bylaws, with the exception of mandatory changes, shall be sent to the national bylaws chair for review, then forwarded to the national executive office for filing. Any conflict shall be resolved in accordance with National Federation policy and procedure.

ARTICLE XXI

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 BPW state federation, a BPW district (region), a BPW local organization, the BPW foundation, or a state BPW foundation which have qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code and the state tax regulations. None of the assets will be distributed to any member, officer, or trustee of this organization.

ARTICLE XXII

Effect

These bylaws shall become effective immediately upon adoption.

APPENDIX

Dues

Per Active Member

Annual Amount

Total Amount	\$63.00
(Beyond local)	
To BPW/USA	\$50.00
To BPW/SD	\$13.00
including – State Publication	
Per Student Member	Annual Amount
Total Amount	\$23.00
(Beyond local)	
To BPW/USA	\$15.00
To BPW/SD	\$ 8.00
including – State Publication	
Per National and State	Annual Amount
Member-At-Large	
Total Amount	\$100.00
To BPW/USA	\$75.00
To BPW/SD	\$25.00
including - State Publication	
Per State Only	Annual Amount
Member-at-Large	
Total Amount	\$13.00
To BPW/SD	\$13.00
Per State Business Affiliate	Annual Amount
Zero to twenty-four employees	\$25.00
Twenty-five to fifty employees	\$50.00
Fifty-one or more employees	100.00
To be affiliated with BPW/USA as a Business Member dues are an additional ---	\$150.00
President’s Council	Total Amount Due Payable at Designation
Total Amount	\$2,000.00
To BPW/USA	\$2,000.00
To BPW/SD	-0-