

DURHAM BUSINESS AND PROFESSIONAL WOMEN'S CLUB

CONSTITUTION & BY-LAWS, 1987

Updated 2011

Article I Name

The name of this organization shall be "The Durham Business and Professional Women's Club" known as BPW Durham.

Dated September 14, 1987 at Ajax, Ontario.

Article II Objectives

1. To improve the status of women in business, industry and the professions, locally, nationally and internationally.
2. To discover and develop those qualities in our members which will enable them to take their full share in public life.
3. To provide a non-partisan, non-sectarian basis for co-operation.
4. To promote the Purposes and Objectives of the Canadian Federation of Business and Professional Women's Clubs and to co-operate in said organization's projects and activities.

Article III Membership

Membership in BPW Durham shall be limited to business and professional women and will conform to all Canadian legislation.

1. There shall be three classes of member in the club, Active, Associate and Honorary.
 - a. An Active Member shall be one who is at the time of acceptance to membership in this class, or was, engaged in remunerative occupation in business, a profession or industry.
 - b. An Associate member is one who is not engaged in remunerative occupation in business, a profession or industry at the time of acceptance to membership in this class. An Associate Member shall be reclassified as an Active Member upon becoming engaged in a remunerative occupation in business, a profession or industry.
 - c. An Honorary Member is defined as an individual who attains special merit and acknowledgement and is nominated as Honorary Member and endorsed by other members of the club to said status.
2. Seventy-five percent (75%) of the club's membership at any given time should be actively engaged in remunerative occupations.
3. All Active members shall enjoy full privileges of the club. Only Active members shall hold executive office as President or Vice-President, Treasurer and Secretary, and be delegates, alternates or proxies at Conventions or Conferences.
4. Associate and Honorary members shall not hold an elected office, but may serve on committees and in other non-elected capacities.
5. Every application for membership shall be in writing, shall give the full name, address and occupation of the applicant, shall be signed by the applicant and Membership Chair, and shall be accompanied by the membership fee and initiation fee.

6. Candidates for membership shall be recommended to the club by a majority vote of the Membership/Federation Promotion Committee.
7. Written notice of withdrawal from membership shall be sent to the club.

Article IV Fees

1. The annual fee shall include the Canadian Federation fee, the International Federation fee, the Provincial Organization fee, assessments and club operating expenses. The amount of the club fee shall be determined at the May Annual General Meeting and become effective on May 1 the following year.
(See Attachment)
2. Every member, upon joining the club, in return for which the Club supplies a Handbook for Club Members, an emblem pin, Club By-Laws and Roster, shall pay an Initiation fee. The amount of the club fee shall be determined at the May Annual General Meeting and become effective on May 1 the following year.
(See Attachment)
3. Fees shall be payable annually on May 1. Refer to policies regarding fees.
4. As received, the amount to cover the International and Canadian Federations fees are due and payable. The club Treasurer shall send such remittance to the CFBPWC , together with names and addresses for whom fees are being paid using the Club Membership Report (Form 100). Thereafter, Form 100 shall be used to report whenever there are changes in name, address, deletions or additions in membership, together with remittance of fees for new and renewing members.
5. As received, the amount to cover the Provincial Organization fees is due and payable. The club Treasurer shall send such remittance to the Provincial Treasurer, together with names and addresses for whom fees are being paid using the Club Membership Report (Form 100). Thereafter, a Form 100 shall be used to report whenever there are changes in name, addresses, deletions or additions in membership, together with the remittance of fees for new and renewing members.

Article V Fiscal Year

1. The fiscal year shall be from May 1 to April 30.

Article VI Board of Directors

1. The officers of this club shall be the Immediate Past President, President, Vice-President(s), Treasurer and Recording Secretary.
2. The officers, with the chairs of all committees, shall constitute the Board of Directors.
3. Resignation from office shall be in writing to the President.

Article VII Duties of Officers

1. The duties of officers shall be such as are implied by respective titles and such as are specified by the By-Laws. All officers shall keep a permanent record of their work and within one month of relinquishing office shall turn it over to their successors.
2. The President or designate shall preside at all meeting of the club and of the Board of Directors. The President shall be an ex-officio member of all committees. The President shall sign all orders upon the treasurer as directed by the Board of Directors.
3. A Vice President shall perform the duties of the President in her absence.

4. The Recording Secretary shall keep a record of all meetings of the Board of Directors. She shall keep an accurate classified list of the names and addresses of all members of the club. She shall preserve these in a permanent file to be transferred to her successor at the close of her appointment. She shall send all notices from the National and Provincial offices to members and conduct the correspondence of the club, as instructed by its members. Immediately following the Annual Meeting, she shall forward to the National Office and to the Provincial Organization the names and addresses of the new Board of Directors.
5. The Treasurer shall receive and deposit all money on behalf of the club. She shall collect fees and remit to the National and Provincial Treasurers the Club Membership Report (Form 100). She shall pay all bills upon the authorization of the Board of Directors and keep an itemised record in a permanent file of all receipts and expenditures and give a report of same at each business meeting. She shall turn over to her successor, within ten days of leaving office, all books, records and papers.

The Treasurer with the assistance of at least one club member appointed by the Board of Directors, shall prepare and submit a Budget to the members at the Annual General Meeting for approval and make recommendations for maintaining a sound financial position.
6. It shall be the duty of the Board of Directors to consider the affairs of the club in accordance with the By-Laws and the policies laid down by the club and report to the club all relevant matters.

Article VIII Standing Committees

1. There shall be the following Standing Committees; Membership/Federation and Promotion, Program and Projects and Publicity and Public Relations.
2. It shall be the duty of the Membership Committee:
 - a) to improve the membership of the club in quality and quantity;
 - b) to consider and recommend to the Board of Directors the action to be taken on all applications for membership, withdrawals and reinstatements;
 - c) to promote interest in the emblem among club members and the sale of emblem supplies to club members.
 - d) This chair to be held by a member who has served as a Board member for a term of at least two years.
3. It shall be the duty of the Program and Advocacy Committee:
 - a) to develop a program plan for the year, following a theme as outlined at annual brainwaves session, and / or subsequent board meetings.
 - b) to co-ordinate the arrangements for speakers and other forms of entertainment;
 - c) to incorporate the work of other committees into programs and projects.
 - d) this chair to be held by a member who has served as a Board member for a term of at least two years.
4. It shall be the duty of the Publicity and Promotions Committee:
 - a) to extend knowledge of the objectives, program and projects of the club through every information channel available;
 - b) to publicise club activities before and after the events;
 - c) to inform members of club meetings, programs projects and other events.

Article IX Other Committees

1. In order to have the necessary contact to co-ordinate the work of the Canadian Federation and Provincial at least one member shall be elected as chairperson of each of the following committees: International Affairs/Bursary, Personal Development, Public Affairs, and Resolutions and By-Laws.
2. It shall be the duty of the International Affairs/Bursary Committee:
 - a) to attend to matters relating to the International Federation and to International affairs;
 - b) to further the knowledge of the work of the United Nations among the membership.
 - c) to coordinate the February Dinner meeting (the meeting designated for International night.)
3. It shall be the duty of the Personal Development Committee:
 - a) to inform the club on all matters pertaining to education, self-development and the use of leisure time;
 - b) to propose studies and projects for the club to undertake.
4. It shall be the duty of the Public Affairs Committee:
 - a) to keep the club informed of the conditions concerning women's employment in Canada, the province and local community;
 - b) to keep the club informed of existing laws and proposed legislation of interest to business and professional women;
 - c) to encourage women to participate in the business of government at all levels;
 - d) to recognise the contribution that women make in public life.
5. It shall be the duty of the Advocacy/Special Programs Committee:
 - a) to receive from club members subjects for resolutions, to prepare these which meet our mandate and present them to the club in the proper form, and to forward copies of club resolutions to the appropriate individuals at the Provincial and National Board by the due dates;
 - b) .to propose projects for the Club to undertake within the community.
6. Other committees to assist in the club operation and special committees as needs arise, may be set up by the Board of Directors, and when the purposes for such committees have been accomplished, the committees shall be dissolved.

The Bursary Committee is a special Committee whose chair is appointed by the Board based on a recommendation from The Bursary Committee. The Chair's responsibility is to facilitate communication between the Bursary Committee and the Board, and to report monthly on activities and funds. To ensure the Committee's compliance with the Bursary Committee mandate, which is approved by the Board.

Article X Nominations and Elections

1. Officers and Standing Committee Chairpersons shall be elected by ballot at the Annual Meeting and shall continue in office for two years commencing after the May meeting. The Officers may be installed at the Annual Meeting or at the meeting following.
2. No member shall hold the same office for more than two consecutive terms, unless we have called for nominations and no one has come forth. Twenty-four months shall be considered a term in determining the eligibility for re-election. After the initial two year term the individual in office can be elected for one further term not to exceed two terms or 4 years in that office.
3. Vacancies in office may be filled for the unexpired term by the Board of Directors.

4. The immediate Past President will receive and co-ordinate for the elected positions.
5. The Immediate Past President shall notify all club members in writing of officers and committee chairpersons who are not eligible for re-election or whom are not seeking re-election, and ask for nominations. Nominations should be in the hands of the Nominations Committee at least two weeks before the date of the Annual Meeting, to ensure names to be on the list.
6. The Immediate Past President shall forward to each club member a complete list of all eligible nominees who have consented to stand for office, at least several days before the Annual Meeting.
7. The Immediate Past President shall report the nominations received for office at the Annual Meeting. Nominations may also be made from the floor.
8. Candidates receiving the majority of votes cast shall be declared elected.
9. In order to be eligible for election as Vice President(s) an individual must have completed at least two years on the Board of Directors.
10. The President must have served at least two, two year terms and a minimum of one, two year term on the Board of Directors immediately preceding the election, except in extenuating circumstances.

Article XI Meetings

1. Regular meetings shall be held at least once a month from September to June.
2. The President or any five members may call special meetings providing the entire membership notified of the date and place for such meeting. The notice for a special meeting must state the business to be transacted and no business shall be transacted except that stated in the notice of said meeting.
3. The Annual Meeting of the Club shall be in May of each year.
4. The President before each regular meeting shall call meetings of the Board of Directors. Any three members of the Board of Directors may call a meeting of said committee.
5. The Chairperson of each Standing and Other Committees shall call at least one meeting of the committee members during the year.
6. One-Third of the members of the Club shall constitute a quorum at any regular meeting. One-half of the members shall constitute a quorum at any special meeting. Five members of the Board of Directors shall constitute a quorum of that body.

Article XII Voting Body

1. Only Active Members in good standing shall vote. Properly executed proxies may be used providing that they are declared prior to the commencement of any meeting and have been properly recorded.

Article XIII Amendments

1. By-laws may be made, amended or repealed at the Annual Meeting or any regular or special meeting of members by a two-thirds vote of members present in person or by proxy, provided that Notice of Motion has been sent to all members not less than seven days before the meeting.
- 2.

Article XIV Rules of Procedure

1. Protocol of meetings shall institute Bourinot's Rules of Order.
2. The Constitution, by-laws and Regulations of the Canadian Federation of Business and Professional Women's Clubs shall have precedence over any clauses in the by-laws of The Durham Business and Professional Women's Club.

Article XV Financial Review

1. The Board shall appoint no less than 2 members to perform a financial review of the accounts prior to the Annual General Meeting.
2. :

These By-laws and financial reports are adopted and approved at the Annual meeting of the Durham Business and Professional Women's Club dated

_____ 20__ at _____.

Signed: _____ (President)

_____ (Secretary)

These by-laws have been approved on behalf of The Canadian Federation of Business and Professional Women's Clubs dated _____ 19____.

Signed _____ CFBPWC Resolutions and By-Laws Chair.