

BOZEMAN PROFESSIONAL WOMEN'S ORGANIZATION, INC. BYLAWS

ARTICLE I - NAME

The name of this organization shall be the Bozeman Professional Women's Organization, Inc., herein after referred to as BPW.

ARTICLE II - MISSION

Rooted in the historic values of the International Business and Professional Women's Organization, Bozeman Professional Women's mission is to connect, educate and celebrate Bozeman's professional women – through our events and programs, we bring professional women in the Bozeman community together to facilitate building lasting relationships, providing timely and relevant information to assist our members in running and marketing their businesses, and celebrating the contributions our members make to our larger Bozeman community.

ARTICLE III - POLICIES

This organization shall be nonsectarian, nonpartisan, and nonprofit.

ARTICLE IV - MEMBERSHIP

Section I. Membership shall be held by individuals who support the mission of BPW.

In order to fulfill our mission of supporting and advancing the status of women, Bozeman Professional Women recognizes that showing respect and kindness to all people, including women, in every aspect of our work and interactions is of highest importance. As acting members, supporters, and representatives of our mission to the public, all BPW members are expected to conduct themselves, in their public and professional lives, including on social media, professionally and respectfully, with dignity and consideration for others. Failure to meet this expectation could result in revocation of membership by consensus of the BPW board.

Membership categories shall be:

- a) Member – Membership shall be open to all individuals.
- b) Student – Individuals enrolled in college or a university, or any other accredited educational institution above the high school level.
- c) Senior Member – Membership for persons over the age of 55 will be offered at a discount.
- d) Group Membership – Memberships will be available for a company or organization to purchase for 3 or more individuals at a time, dues to be financed by the company.

Section 2. The only criteria for membership shall be per Article IV, Section I and the payment of appropriate dues.

ARTICLE V - ORGANIZATION REQUIREMENTS

Section I. This organization, to remain in existence:

- a) Shall maintain a membership of at least 10 members;
- b) Shall not be an integral part of any other national organization; and
- c) Shall ensure that the organization bylaws are current.

Section 2. Should membership fall below 10 members, this organization shall disband in accordance with Article XVII Dissolution.

ARTICLE VI - DUES

Section 1. Member dues are payable upon application for membership and will auto-renew annually one year from date of original purchase. An option to “opt out” of the auto-renewal will be available. Dues amounts are set by the Board of Directors in accordance with the annual budget.

Section 2. Student and Senior Member annual dues for each student and senior member are a percentage of the Member Dues as determined by the Board of Directors and will auto-renew annually one year from date of original purchase. An option to “opt out” of the auto-renewal will be available.

Section 3. Group Memberships annual dues for group memberships offer a small discount for multiple members under the banner of a single business or organization. Group Memberships can include 3 or more individuals under the membership. The rate for up to 3 individuals in the group membership is a percentage of the Member Dues as determined by the Board of Directors, and each additional member after the initial 3 memberships will be priced at a slightly more significant discount and will auto-renew annually one year from date of original purchase. An option to “opt out” of the autorenewal will be available. If a person who is a BPW member under a group membership; leaves their position with the company part-way through the year, the membership may be transferred to a different employee in the company, at the company’s discretion.

Section 4. A continuing member is one whose dues are paid by their annual auto-renewal date.

Section 5. A member is in good standing only when organization dues are paid.

Section 6. A member who does not pay dues within 60 days of their annual auto-renewal date shall be removed from the organization roster.

Section 7. A person whose membership has lapsed and who has been removed from the organization roster will be able to join again at the full annual dues rate. Exceptions can be reviewed by the executive committee on a case-by-case basis.

ARTICLE VII - FISCAL RESPONSIBILITY

Section 1. The fiscal year shall commence on the first day of January and shall end on the 31st day of December.

Section 2. An auditing committee of 3 members shall be appointed by the executive committee, and the Finance Committee Chair will serve as the Auditing Committee Chair. The committee shall perform a thorough review of the Treasurer’s records within 60 days after the close of the Treasurer’s term of office and shall report to the executive committee at the next meeting.

ARTICLE VIII - OFFICERS

Section 1. The officers shall be: president, programs vice president (VP1 – this position is held by the senior of the two programs committee co-chairs), membership vice president (VP2 – this position is held by the senior of the two membership committee co-chairs), recording secretary, and both treasurers.

Section 2. A term of office shall be 2 years with the option to serve for 3rd year.

Section 3. Officers shall assume their duties immediately following their installation and shall serve until their successors are duly elected.

ARTICLE IX - NOMINATIONS AND ELECTIONS

Section 1. Officers shall be elected annually at an organization meeting set by the board of directors.

Section 2. To be eligible to serve as an officer, a member must be in good standing.

Section 3. The membership committee will call for nominations of officers from the membership at least 60 days in advance of the elections meeting.

Section 4. Officers may be censured or removed from office for improper conduct or dereliction of duties in office. This action requires written notification specifying the reasons, to all members 10 days before a vote is scheduled, and will require a 2/3rds vote of all members present.

Section 5. Vacancies in office shall be handled as follows:

- a) In the event of death, resignation, removal or incapacity of the president, the program vice president (VP1) shall become the president for the unexpired term of the term.
- b) Vacancies in offices other than president shall be filled for the unexpired term by the membership committee.

Section 6. No member shall hold the same office for more than three consecutive years. Should a member have interest in repeating service in the same office, a 1-year gap period must pass in order to be eligible for election into that repeat officer position.

Section 7. If an officer position becomes vacant when 6 months or less remains in that particular year of service within that term of office, a volunteer will step in to fill the position for the remainder of that year. The time served by the volunteer member who steps in for a 6 month or less portion of a year does not count towards their term record. Should they be elected to stay on in the position the next year, the first year of their term would commence with elections at the beginning of the year in line with all other position terms. If a member steps in to fill a position that becomes vacant when more than 6 months remains in the term year, that time served counts as 1 year toward their term record.

Section 8. Wherever possible, all offices and chair positions will be joint positions ensuring that 2 officers or chairs are serving in the position collaboratively, with the exception of the recording secretary, finance, and any others for which the board determines only one representative is needed. It is recommended that the appointment and terms for the joint positions will stagger, so that there is always an outgoing "senior" officer or chair and an incoming "junior" officer or chair. This will encourage overlap and quality dissemination of knowledge and training for the position.

ARTICLE X - DUTIES OF OFFICERS

Section 1. The president shall be the principal officer of the organization and shall:

- a) Preside at all meetings of the organization, the board of directors, and the executive committee.
- b) Appoint the committee chairs with the approval of the executive committee.

- c) Have the authority with the approval of the executive committee to remove any appointee who fails to perform the duties of the assigned position.
- d) Serve as ex-officio member of all committees.
- e) Bring to the attention of the organization all pertinent information from other organizations in which we have an interest.
- f) Authorize all expenditures according to financial policies of the organization.
- g) Communicate with the members on a regular basis about the current status of the organization.
- h) Deliver to the successor all books, records and documents after expiration of term of office.

Section 2. The programs vice president (VP1) shall:

- a) Perform the duties of the president in the absence of the president and act in an advisory capacity at all times.
- b) Become president for the unexpired term in case of the death or resignation, removal, or incapacity of the president.
- c) Deliver to the successor all books, records and documents after expiration of term of office.

Section 3. The membership vice president (VP2) shall:

- a) Become president for the unexpired term in case of the death or resignation, removal, or incapacity of both the president and the programs vice president (VP1).
- b) Serve in such other capacities as assigned by the president.
- c) Deliver to the successor all books, records and documents after expiration of term of office.

Section 4. The recording 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 and see that they are posted on the Bozeman BPW website and in the BPW Google Drive.
- b) Have preserved on the organization website and in the BPW Google Drive all records and letters of value to the organization and its officers, including official corporation documents, such as the Articles of Incorporation and the Bylaws.

Section 5. The Treasurers shall:

- a) Have charge of all monies of the organization and shall report thereon periodically to the board of directors.
- b) Collect all dues from members.
- c) See that a Treasurer's bond is acquired, covering an amount at least equal to budgeted annual revenues.
- d) Pay non-budgeted bills upon the written or email authorization of the president and finance chair and obtain 2 signatures on all cash withdrawals.
- e) Keep an itemized record, in a permanent file, of all receipts and expenditures and give a written report of the same at frequent intervals.
- f) Form an ad-hoc committee to assist the treasurers in budget development and reconciliations.

- g) Serve as ex-officio members on the finance committee.
- h) Deliver to the successor all books, records and documents after expiration of term of office.

Section 6. During the president's final year of their term, it is recommended to elect a "President Elect." The president elect will be in line to take over the position of the president in the following year; the president elect shall not be an acting officer on the executive committee, but will be an acting member on the board like other non-officer committee chairs. The president elect shall attend all board meetings as a board member, shadow the president to learn the position, and collaboratively assist in performing the duties of the president during their term in preparation for taking over the position.

ARTICLE XI - MEETINGS

Section 1. The time and dates of the meetings of the organization will be determined by the board of directors.

Section 2. Participation in any meeting may be held by means of conference telephone or by any other means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 3. Any action required to be taken by the organization may be taken by electronic voting without a meeting so long as each member is given the opportunity, instructions, and adequate notice. Actions taken shall be noted in the minutes of the organization.

Section 4. Special meetings may be called by the president or any 5 members, provided all members are notified of time, place, and purpose of such meeting.

Section 5. A meeting quorum shall consist of 1/4th of BPW members in good standing.

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

ARTICLE XII - BOARD OF DIRECTORS

Section 1. The elected officers and committee chairs shall constitute a board of directors.

Section 2. 80% of the board members must be women.

Section 3. The board of directors shall:

- a) Supervise the affairs of the organization;
- b) Implement programs for the organization's growth and prosperity;
- c) Make recommendations to the organization regarding proposed amendments to the bylaws; and
- d) Transact any business between meetings of the organization and report to the membership.

Section 4. The board of directors shall hold a minimum of 4 meetings during the year, the dates to be determined by the board at its first meeting.

Section 5. Special meetings of the board of directors may be called by the president or by 1/3 of the board members provided 2 are elected officers.

Section 6. A majority of the voting board members shall constitute a quorum.

Section 7. No member shall have more than one vote and no voting by proxy shall be allowed.

ARTICLE XIII - EXECUTIVE COMMITTEE

Section 1. The elected officers of the organization shall constitute the executive committee.

Section 2. The executive committee shall have authority to act for the board of directors between meetings of the board, 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 2 members of the committee, for the consideration of special matters between regular meetings of the local organization and the board of directors.

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.

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

ARTICLE XIV - COMMITTEES

Section 1. The committees of the organization shall include "programs," "membership," "honors awards," "grants," "events," "communications," "finance," "sponsorship & fundraising" and others set up by the executive committee as needed.

Section 2. Committee chairs shall be appointed for a term of 2 years and may be reappointed for an optional 3rd year. Committee chairs will serve as board members during their term. No committee chair shall serve as chair more than 3 consecutive years on the same committee. Committee chairs are required to hold, at a minimum, 1 committee meeting per quarter and no less than 4 committee meetings per year.

Section 3. The Programs Committee shall be composed of two joint co-chairs, the senior of whom holds the programs vice president (VP1) office. In addition to the co-chairs, the committee must have at least 2 other members.

It shall be the duty of the programs committee to plan and implement regular programs for the membership.

Section 4. The Membership Committee shall be composed of 2 joint co-chairs, the senior of whom holds the membership vice president (VP2) office. In addition to the co-chairs, the committee must have at least 2 other members.

It shall be the duty of the membership committee to promote, expand, orient the membership, recruit nominees for board and officer positions, and maintain membership records (in coordination with the treasurers). It shall be the duty of the membership committee to review the term standing of all officers and chairs each fall, organize and call for nominations of chairs and officers from the membership at least 60 days in advance of the elections meeting, finalize a slate of officers to be elected and chairs to be appointed and present it to the board, and to facilitate the transition of new position occupation for the coming year. The membership committee will also work with the president to organize the annual beginning of the year board orientation retreat, and will help recruit members to join BPW committees throughout the year

Section 5. The Honors Awards Committee will be composed of two joint co-chairs. In addition to the co-chairs, the committee must have at least 2 members. It shall be the duty of the honors awards committee to develop and coordinate programs to honor members of the community such as:

- a) Organize and coordinate a Woman of Achievement award.
- b) Organize and coordinate a Young Careerist award.
- c) Organize and coordinate an Employer of the Year award.
- d) Communicate with the Events Committee to ensure that winners of the above listed awards are recognized at the annual October "Honors & Celebration Event."

Section 6. The Communications Committee shall be composed of 2 joint co-chairs. In addition to the co-chairs, the committee must have at least 2 other members.

It shall be the duty of the communications committee to communicate information about the organization to the membership and maintain the website and social media. Communications may be by electronic newsletter, e-mail, newspaper articles, social media content, or other ways.

Section 7. The Sponsorship & Fundraising committee shall be composed of 2 joint co-chairs. In addition to the co-chairs, the committee must have at least 2 other members.

It shall be the duty of the sponsorship & fundraising committee to coordinate, with the input of the board, a fundraising goal for the upcoming year, coordinate with committee members solicitations to achieve the annual fundraising goal, oversee tracking of all sponsorships including in-kind donations, and work as a liaison with the events and communications committees to ensure that all sponsors receive the marketing and other benefits that were promised to them in reciprocity for their sponsorship.

Section 8. The Grants Committee shall be composed of 2 joint co-chairs. In addition to the co-chairs, the committee must have at least 2 other members.

It shall be the duty of the grants committee to communicate with the Montana Women's Foundation about securing that year's Shooting Star Grant moneys, notifying BPW members, community groups, MSU and - other accredited schools or training facilities of the Bozeman Professional Women grants available and how to apply, notifying the community on a Montana state-wide basis about the Shooting Star Grant or any other small business grants available and how to apply, receive and review grant application forms and select finalists, arrange and conduct interviews of finalists, communicate with the events committee to announce grant winner(s) at the annual BPW "Honors & Celebration Event" in the fall, send check(s) and appropriate paperwork to the university/school/small business recipient for application to the winner(s) account(s), and coordinate with the membership committee to register winners and deliver certificates for a complimentary BPW membership according to the guidelines of the BPW Award Membership Policy.

Section 9. The Finance Committee shall be composed of 1 chair, with the president and both treasurers as ex-officio members, along with any other members recommended by the board.

It shall be the duty of the finance committee to prepare the BPW annual budget, provide general supervision of all expenditures, ensure that an internal audit of the previous year's treasurer records is conducted, and assist the organization in developing sound financial policies. For the annual internal audit, a volunteer who has an auditing

background and who is not one of the board members mentioned above should be invited to join the committee as a “third party” to conduct the audit.

Section 10. The Events Committee shall be composed of 2 joint co-chairs. In addition to the co-chairs, the committee must have at least 2 other members.

It shall be the duty of the Events Committee to plan and implement the programming for the annual BPW “Honors & Celebration Event” (including but not limited to securing the venue, caterer, decorations, games & activities and keynote speaker, and structuring time in the evening’s agenda to highlight the honors awardees and the grants awardees), and any other BPW events outside the scope of other committees.

Section 11. Additional committees may be developed to meet the current needs of the organization in promoting special interests of the membership. All committee job descriptions and requirements will be posted to the BPW Google Drive and updated as needed.

Section 12. Special committees are appointed by the president when needed.

ARTICLE XV - PARLIAMENTARY PROCEDURE

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

ARTICLE XVI - AMENDMENTS

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

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

Section 3. All proposed amendments shall be presented to the executive committee and the board of directors prior to presentation to the organization.

Section 4. These bylaws may be amended by a 2/3rds vote of the members present and voting at any meeting.

ARTICLE XVII - DISSOLUTION

Upon dissolution of this organization, all of its assets remaining after payment of all the costs and expenses of such dissolution shall be distributed to another nonprofit charity that has a similar mission to BPW’s mission voted upon by the remaining members. None of the assets will be distributed to any member, officer, or trustee of this organization.

Bylaw amendments: March 12, 2008; April 8, 2009; May 5, 2010; June 19, 2019; Nov. 20, 2019; Dec. 18, 2019; Dec. 16, 2020; August 19, 2021; Dec. 20, 2023.