



Business and Professional Women
of
Tennessee, Inc.

(BPW/TN)

BYLAWS

Revised June 2009

Effective July 1, 2009

BYLAWS

BUSINESS AND PROFESSIONAL WOMEN OF TENNESSEE, INC. (BPW/TN)

(Business and Professional Women of Tennessee, Inc, BPW/TN and State are used interchangeably)

ARTICLE I NAME

The name of this organization shall be Business and Professional Women of Tennessee, Inc. (BPW/TN).

ARTICLE II MISSION STATEMENT AND OBJECTIVES

SECTION 1. The mission shall be to achieve equity for all women in the workplace through advocacy, education, and information.

SECTION 2. The objectives shall be:

To elevate the standards for women in business and in the professions;

To promote the interests of business and professional women;

To bring about a spirit of cooperation among business and professional women;

To extend opportunities to business and professional women through education along lines of industrial, scientific and vocational activities.

ARTICLE III EMBLEM

The emblem shall be in the form of a circle enclosing the symbols of the Nike, Scroll, Torch, Wand, and Ship of Commerce.

ARTICLE IV POLICIES

SECTION 1. Business and Professional Women of Tennessee, Inc. (BPW/TN) shall be nonsectarian, nonpartisan, and nonprofit.

SECTION 2. The objectives of BPW/TN shall in every case be the mission and objectives of all units thereof.

SECTION 3. Only districts , regions, and local organizations in good standing may use the name Business and Professional Women (BPW).

ARTICLE V MEMBERSHIP

SECTION 1. Membership shall be held by individuals who support the mission and objectives of BPW/TN
Membership categories shall be:

(a) Member (MOL)

Membership shall be open to all individuals.

(b) Student (SOL)

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

(c) Member at Large (MAL)

Individuals with affiliation at the state level who are not affiliated with a local organization.

SECTION 2. Members affiliated with a Local Organization (MOL) and student members shall belong to local organizations which are members of BPW/TN.

SECTION 3. 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 4. The only criteria for membership shall be per Article V, Section 1, and the payment of appropriate dues.

SECTION 5. To remain in good standing a member's dues must be current.

**ARTICLE VI
LOCAL ORGANIZATION REQUIREMENTS**

SECTION 1. A local organization is eligible for admission to BPW/TN if:

- (a) It has a minimum of five (5) members and/or student members twenty percent (20%) of whom must be employed unless the new local organization is comprised solely of students;
- (b) It is not an integral part of any other organization; and
- (c) It submits local organization bylaws not in conflict with state bylaws and policies.

SECTION 2. To remain in good standing, a local organization must maintain a membership of at least five (5) members and/or student members.

SECTION 3. A local organization whose membership falls below five (5) members and/or student members shall be dropped at the end of the second fiscal year.

SECTION 4. A local organization applying for membership in BPW/TN shall forward to the person designated by the state president all documents and dues required by BPW/TN.

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 Articles of Incorporation and Bylaws. Any conflict shall be resolved in accordance with the BPW/TN policy and procedures.

SECTION 6. When a local organization has met all state requirements, a charter signed by the state president will be presented to the local organization.

SECTION 7. Proposed amendments to the bylaws of any local organization, with the exception of mandatory changes (See Article XXI, Section 8), shall be sent to the person designated by the state president for review and approval. Any conflict shall be resolved in accordance with BPW/TN policy and procedures.

**ARTICLE VII
STATE ORGANIZATION REQUIREMENTS**

If BPW/TN chooses to dissolve or no longer exist, a local organization within the State may choose to affiliate with the BPW Foundation for access to programs and use of trademarks or intellectual property.

**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) Member Affiliated with a Local Organization.
Each member affiliated with a local organization shall **pay state dues of \$50 and local dues** as specified in the current **local** bylaws. State dues shall include a subscription to the official state publication.
- (b) Student Member Affiliated with a Local Organization
Each student member affiliated with a local organization shall **pay state dues of \$15 and local dues as specified in the current local** bylaws. State dues shall include a subscription to the official state publication.
- (c) Member at Large
Each member (not affiliated with a local organization) shall **pay state dues of \$75** Included in the state dues allocation is a subscription to the official state publication.
- (d) Senior members age 65 and older may elect to pay \$45 rather than \$50 in state dues

SECTION 3. Each local organization shall pay district/regional director dues of one dollar (\$1.00) per capita based on records of BPW/TN as of April 30 of the previous year. These dues shall be remitted to the incoming state treasurer by July 1 and collected amount for each district/region shall be distributed to each district/regional director prior to the next interim board meeting. In any region not divided into districts the dues shall be paid to the regional director.

SECTION 4. All dues shall be collected by the local organization; the state portion of the dues shall be remitted to the state treasurer monthly with the funds being due 10 days after the close of the month.

**ARTICLE VII
FISCAL YEAR**

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

**ARTICLE X
ORGANIZATION**

SECTION 1. BPW/TN shall be divided into three (3) regions, for the purpose of promoting state programs and promoting membership work. The regions shall afford a contact between local organizations and the state organization.

SECTION 2. Each region shall have a director who shall be elected at the annual state convention after the endorsement of her local organization. Regional directors shall be members of the state executive committee and the board of directors. A term of office shall be one (1) year, or until a successor is elected. A Regional director shall have served as area coordinator, district director, local organization president, or as a member of the executive committee.

SECTION 3. It shall be the duty of the regional director to:

- (a) Act as a liaison officer between districts and the state organization.
- (b) Serve as a member of the state executive committee.
- (c) Serve as a member of the state board of directors.
- (d) Plan a meeting of district directors to present the yearly organization objectives and submit regional goals to the state president.
- (e) Assist the district directors in organizing the district planning meetings.
- (f) Assist the district director in organizing new local organizations and assisting existing local organizations.

SECTION 4. Regional meetings shall be held in the spring, time and place to be determined by the regional directors, subject to the approval of the state president.

SECTION 5. . Each region shall be divided into such districts as may be set up and approved by the board of directors. The districts shall afford a contact between local organizations and the regional directors. If any region does not contain two (2) or more districts, it shall be considered as having one district, and the regional director shall assume all duties of that district director.

SECTION 6. In any region divided into two (2) or more districts, each district shall have a director who shall be elected at the spring regional meeting after the written endorsement of her local organization. District directors shall be members of the board of directors. A majority of all votes cast shall elect.

SECTION 7. It shall be the duty of the district director to:

- (a) Act as liaison officer between the local organization and the regional directors.
- (b) Serve as a member of the board of directors.
- (c) Maintain a close relationship with presidents in the district.
- (d) Visit each local organization within the district at least once a year other than for installation of officers.
- (e) Plan district meeting(s), help organize new local organizations, assist existing local organizations, work to stabilize and to promote membership, arrange local/district activities and discuss methods of furthering state programs.
- (f) Attend all meetings planned by the regional director.

SECTION 8. District/Regional planning meetings shall be held not later than September 15, time and place to be determined by the district/regional director subject to the approval of the regional director.

**ARTICLE XI
OFFICERS**

SECTION 1. The officers of BPW/TN shall be a president, a president-elect, a vice president, a secretary, and a treasurer.

SECTION 2. A term of office shall be one year. No officer shall serve in the offices of president-elect and vice president more than one term.

SECTION 3. Officers shall take office at the close of the annual convention and shall serve until the close of the following annual convention 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 president-elect 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.
- (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.
- (d) If there is no candidate for the office of president, a past state president may be elected to the office provided that an interval of at least two (2) organization years has elapsed since her previous service as president.

**ARTICLE XII
NOMINATIONS**

SECTION 1. (a) The nominating committee shall be composed of a chair and two (2) members, each of whom must reside in a different region of the state.

- (b) The committee shall be elected by ballot of the board of directors at the Interim Board. If there is no more than one (1) candidate from each region, the vote may be taken *viva voce*.
- (c) Nominations may be submitted to the state president no later than fifteen (15) days prior to Interim Board or nominations may be made from the floor. Candidates must be Members of Local (MOL) in good standing.
- (d) The newly elected committee shall elect its own chair.
- (e) The committee will begin functioning immediately and will cease to exist at the following convention when election results for all offices are completed.

SECTION 2. At least one hundred twenty (120) days prior to the annual convention, the chair of the nominating committee shall send uniform blanks to the president of each local organization with the request for nominations and qualifications of individuals for state office. These blanks shall be returned to the chair of the nominating committee not later than sixty (60) days preceding the next annual convention.

SECTION 3. At least forty-five (45) days prior to the annual convention, the chair of the nominating committee shall compile and submit to the local organizations a list of qualified candidates, with summaries of qualifications and a recent photograph. Any candidate for state office shall have the written endorsement of her local organization.

SECTION 4. The chair of the nominating committee shall notify local organizations statewide within thirty (30) days after the filing date of any office for which no nominations have been received.

SECTION 5. The chair of the nominating committee shall immediately inform local organizations in the event a vacancy occurs in the office of president-elect and request nominations for the office of president.

SECTION 6. The nominating committee shall verify eligibility of candidates endorsed by local organizations. Each member will verify eligibility for candidates from his/her region. For offices with no candidates, committee members may actively solicit candidates and may nominate candidates. The committee must report all candidates who submit the proper forms and meet qualifications for the respective offices indicated on their papers.

SECTION 7. No name may be placed on the ballot without the consent of the individual.

SECTION 8. The chair of the nominating committee shall post the names of the nominees together with brief summaries of their qualifications and a photograph of each in the convention hall not later than three (3) hours prior to the pre-convention board meeting.

SECTION 9. The report of the nominating committee shall be submitted to the convention body at the first business meeting of the convention, following which nominations may be made from the floor. The names of those so nominated shall be placed on the ballot. Candidates for office shall address the convention body for not more than three (3) minutes. Immediately following there shall be held a candidates' forum presided over by the nominating committee chair.

SECTION 10. Summaries of qualifications together with a recent photograph shall be posted within one (1) hour following the close of the first business meeting for those candidates nominated from the floor.

ELECTIONS

SECTION 1. A president-elect, a vice president, a secretary, a treasurer and three (3) regional directors shall be elected by ballot at each annual convention for a term of one year or until their successors are elected. No one shall serve in the offices of president-elect and vice president more than one term.

SECTION 2. To be eligible for all offices, a candidate must:

- (a) Be in good standing and;
- (b) Officially and publicly support the state legislative platform.

SECTION 4. A majority of all votes cast for a particular office shall constitute election.

SECTION 5. Six months or longer shall be a term of office when determining eligibility for re-election, except for the president-elect serving the unexpired term of the president.

SECTION 6. Polls shall be open during hours determined by the executive committee.

ARTICLE XIV DUTIES OF OFFICERS

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

- (a) preside at the annual convention, at meetings of the board of directors and the executive committee;
- (b) be an ex-officio member of all committees except the nominating committee;
- (c) appoint standing committee chairs and members, a parliamentarian and legal advisor, and other appointments as need arises with the approval of the executive committee, notwithstanding the directions given in Article XIV, Section 2(f);
- (d) appoint such committees as are needed to facilitate the board meetings and convention, such as tellers, registration, credentials, etc.
- (e) 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;
- (f) require each local organization to submit names and addresses of local organization officers and chairs immediately following the annual state convention to the secretary;
- (g) Shall perform such other duties as are prescribed in these bylaws, the handbook, and by the parliamentary authority;
- (h) interpret the BPW Foundation programs, policies, procedures and objectives to the state organization;
- (i) insure that a coordinated program, including projects and activities, shall be developed for the ensuing year in accordance with the objectives of BPW Foundation;
- (j) insure the bonding of the treasurer and other persons entrusted with the handling of funds or property of BPW/TN.

SECTION 2. The president-elect 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) act as the representative of the president when requested;
- (d) other than the Nominating Committee, serve as an ex-officio member of all committees and shall have a vote on only the Finance Committee.
- (e) serve as coordinator of programming for meetings of the board of directors and of the annual convention, under the direction of the president;
- (f) appoint a parliamentarian and standing and special committees to serve during the president-elect's term of office as president, subject to the approval of the executive committee sixty (60) days prior to state convention;
- (g) serve in such capacities as assigned by the president.
- (h) hold a meeting of the executive committee-elect after the election at state convention to begin the business of the next term;

- (i) hold a meeting of the executive committee-elect after the election at state convention to begin the business of the next term; and
- (j) perform such other duties applicable to this office prescribed in these bylaws, the handbook, and the parliamentary authority.

SECTION 3 The vice president shall:

- (a) serve as chairman of the standing committee for which best qualified;
- (b) serve in such capacities as assigned by the president;
- (c) perform such other duties applicable to this office prescribed in these bylaws, the handbook, and the parliamentary authority.

SECTION 4. The secretary shall:

- (a) take and record accurate minutes of the proceedings of all meetings of the annual convention, the board of directors and the executive committee;
- (b) transcribe and submit the minutes of the above meetings to a committee composed of the president-elect, vice president, and treasurer for approval within thirty 60 days of the adjournment of the meeting;
- (c) distribute to the executive committee, the board of directors, past state presidents, bylaws chair, handbook chair, and historian copies of appropriate minutes at the direction and approval of the state president who presided at said meeting. Minutes of executive committee meetings will be distributed only to members of the executive committee, except for their inclusion in the complete record of the organization to be submitted to the archives at the end of the organization year.
- (d) conduct the correspondence of the state organization at the direction of the president;
- (e) issue all necessary notices and calls for as directed by the president;
- (g) perform such other duties applicable to this office prescribed in these bylaws, the handbook, and the parliamentary authority.

SECTION 5. The treasurer shall be responsible for all monies of the state organization, and shall:

- (a-1) ensure that all Interim Board/Convention monies are deposited in an account known as the Interim Board/Convention bank account in a bank or banks as selected by the treasurer and approved by the executive committee. First consideration should be given to a banking system with branches across Tennessee. The state president shall be a signatory on this bank account. The Interim Board/Convention bank account will be a separate bank account from all other funds.
- (a-2) deposit other BPW/TN monies in a new account known as the Working Fund in a bank or banks as selected by the treasurer and approved by the executive committee. The state president shall be a signatory on this bank account.
- (a-3) ensure BPW/TN CDs or any other special account(s) shall remain on deposit at the official bank of the organization.
- (b) give a bond, premium to be paid from state funds, sufficient to cover the maximum amount of money anticipated to be in the treasury;
- (c) present written reports at the annual convention and at meetings of the board of directors and executive committee;
- (d) disburse funds only upon presentation of original bills and properly executed vouchers. Ensure appropriate bank accounts are charged. Comply with the auditor's requirements that any check for expenses incurred during the organization year will be dated NO LATER than June 30;
- (e) submit proper tax forms to state and/or the U.S. government in a timely manner;
- (f) serve as an ex-officio member of the finance committee;
- (g) deliver to the successor funds and securities no later than June 30 as designated/authorized by State Convention action(s);
- (h) no later than forty-five (45) days after the close of State Convention, deliver to the Finance committee, per Bylaws Article XVI, Section 2(c), all financial records required for audit; and
- (i) perform such other duties applicable to this office prescribed in these bylaws, the handbook, and the parliamentary authority.

SECTION 6. 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 organization.

SECTION 7. Each officer, standing or special committee chair or task force chair shall know the financial responsibility of her position and shall fulfill that responsibility in a timely fashion so that there will be no penalties suffered by BPW/TN or its membership.

SECTION 8. Each officer shall perform such other duties as are prescribed in these bylaws, the handbook, and by the parliamentary authority.

ARTICLE XV BOARD OF DIRECTORS

SECTION 1. The board of directors shall consist of the executive committee, district directors, standing committee chairs, bylaws chair, immediate past state president, parliamentarian, and the presidents of the local organizations of the state. If the local organization president cannot attend, a representative may be authorized to act in their name. The parliamentarian shall have no vote.

SECTION 2. All members of the board of directors must:

- (a) Be in good standing and;
- (b) Officially and publicly support the state legislative platform.

SECTION 3. The board of directors shall transact business of the state organization between conventions including:

- (a) adopt policies and procedures of the state organization;
- (b) adopt an annual budget at the preconvention board;
- (c) elect annually a nominating committee of three at the interim board;
- (d) determine place and date of the annual convention and regular meetings of the board of directors;
- (e) review proposed amendments to the state bylaws and determine those to be recommended to the convention body for consideration;
- (f) review proposed resolutions and determine those to be recommended to the convention body for consideration;
- (g) consider recommendations arising from committees and recommend disposition of items requiring convention action;
- (h) fix the amount of the bond of the treasurer and other persons entrusted with the handling of funds or property of BPW/TN;
- (i) make recommendations to the convention body regarding regions and districts; and
- (j) when asked, review proposals and award contract on the state publication at the Interim Board immediately preceding the organization year for which the contract is to be in effect.

SECTION 4. Meetings of the board of directors shall be held:

- (a) immediately preceding and immediately following the annual convention;
- (b) in the fall between conventions which shall be referred to as Interim Board,
- (c) when called by the president with approval of the executive committee,
- (d) when called by a petition signed by at least twenty-five (25) percent of the board members,
- (e) notice for regular meetings of the board shall be given in writing through the *Achiever* or through first class mail no less than thirty (30) days prior to the meeting date,
- (f) notice for called meetings of the board shall be given in writing either by e-mail or first-class mail no less than twenty-one (21) days in advance of the meeting date. The notice for a called meeting must state time, date, location, and specific items to be discussed.

SECTION 5 At the request of the President, a vote of the Board of Directors may be taken by mail, facimile (fax), or e-mail. Such vote shall have the force and effect of a vote taken at a face-to-face meeting. The Secretary's records shall contain an accurate record of all such votes.

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

SECTION 7. A quorum shall be the members who are present and registered when the roll is called, provided three (3) 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.

**ARTICLE XVI
EXECUTIVE COMMITTEE**

SECTION 1. The executive committee shall consist of the state officers and regional directors. The parliamentarian may be invited to attend executive committee meetings without vote.

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

- (a) ensure that the treasurer and other persons entrusted with the handling of funds or property of the state organization be sufficiently bonded;
- (b) approve the treasurer's selection of the bank or banks to be used by the state organization;
- (c) ensure that a financial review of the treasurer's records is performed and consider the comments and suggestions of the review committee for changes necessary in financial policies;
- (d) may establish special committees as needed;
- (e) ratify appointments of standing committees, special committees, and other appointments where approval is required;
- (f) establish hours the polls shall be open for election of officers;
- (g) report to the board of directors the business transacted by the executive committee since the previous meeting of the board of directors; and
- (h) approve the method of distribution of the state publication for the ensuing year as proposed by the president-elect at the meeting preceding the Interim Board. If a printing contract is necessary, recommend the best contract for approval by the Board of Directors.
- (i) if fiscally prudent, may hire an administrative assistant, adopt her job description and the bond referenced above covers her as well.

SECTION 3. Meetings of the executive committee shall be held:

- (a) preceding the annual convention and the interim board of directors meeting;
- (b) when called by the president;
- (c) when called by a majority of the executive committee upon written notice to every member; and
- (d) by conference call of the president or by a majority of the members of the executive committee. Minutes shall be prepared and approved as for any other meeting.
- (e) notices for called meetings (paragraphs b, c, and d) shall be given in writing through first-class mail at least ten (10) days prior to the proposed meeting date. This notice must specify the date, time, location and business to be discussed. However, notice may be sent by e-mail and/or telephone so long as each member of the executive committee acknowledges receipt of notice and waives in writing the requirement for written notice of at least ten (10) days. The waivers signed by the committee should be attached to the minutes of the called meeting.

SECTION 4. A majority of the voting members shall constitute a quorum for a meeting of the executive committee.

SECTION 5 At the request of the President, a vote of the Executive Committee may be taken by mail, facsimile (fax), or e-mail. Such vote shall have the force and effect of a vote taken at a face-to-face meeting. The Secretary's records shall contain an accurate record of all such votes.

SECTION 6. In the event of a state or national emergency declared by the Governor of Tennessee or the President of the United States which affects Tennessee, the executive committee will set up the machinery to carry on the business of the state organization.

ARTICLE XVII
STANDING COMMITTEES

SECTION 1. The standing committees of the state organization shall be finance, foundation, issues management/legislation, membership, young careerist, and individual development.

SECTION 2. To be eligible to serve as a chair or member of a standing committee, a special committee, special appointee and/or task force, a member must:

- (a) Be in good standing and
- (b) Officially and publicly support the state legislative platform

SECTION 3. Committee chairs and members shall be appointed for a term of one year and may be reappointed. No person shall serve more than three (3) consecutive years on the same committee.

SECTION 4. The finance committee shall be composed of a chair and at least two (2) members, with each region of the state having representation on the committee.

- (a) the members of the finance committee shall be chosen for their financial experience and knowledge;
- (b) the committee will perform a financial review of the treasurer's records for the previous term and prepare a report of the findings to be presented to the executive committee meeting before the Interim Board, and to the Interim Board. After the Board of Directors' approval of the financial review, the committee will ensure that all proper tax forms are filed;
- (c) the committee will prepare the annual budget for presentation to the board of directors at the pre-convention board meeting, have general supervision of all expenditures, and assist local organizations in developing sound financial policy and procedures;
- (d) the committee will review financial policies and procedures and recommend changes as need arises;
- (e) the president and treasurer shall be ex-officio members of this committee without vote; the president-elect shall be an ex-officio member with vote.

SECTION 5. The foundation committee shall be composed of a chair and at least two (2) members, with each region of the state having representation on the committee.

- (a) The foundation chair and committee members shall promote interest in and support of the National Business and Professional Women's Foundation.
- (b) The foundation committee shall annually prepare and present the foundation program to the state program committee for approval and inclusion in the state program.

SECTION 6. The Issues Management/Legislation committee shall be composed of a chair, a vice-chair for legislation, and three (3) members. The three members shall each reside in a different region of the state. The chair or vice-chair shall reside in close proximity to the State Capital.

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.

The issues management/legislation committee shall prepare and present to the convention body for adoption the legislative platform.

The executive committee, the board of directors, local organizations, or the issues management/legislation committee may propose changes to the state legislative platform.

It shall be the duty of the committee to receive proposed changes to the platform and to make recommendations on all proposed changes.

The committee shall implement the legislative programs adopted by the state organization.

SECTION 7. The membership committee shall be composed of a chair and the regional directors. It shall be the duty of the membership committee to promote, expand, stabilize, and orient the membership.

SECTION 8. The young careerist committee shall be composed of a chair and 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 9. The individual development committee shall be composed of a chair and members. It shall be the duty of the individual development committee to:

- (a) organize and coordinate the individual development program, and
- (b) promote activities that involve members and potential members in personal development activities.

**ARTICLE XVIII
STATE CONVENTION**

SECTION 1. Business and Professional Women, Inc. shall hold an annual state convention, the place and date to be determined by the board of directors.

SECTION 2. Any member may register to attend an annual convention but voting shall be limited to accredited delegates.

SECTION 3. Any member in good standing who has paid a full convention registration fee is eligible to vote.

SECTION 4. No member shall have more than one vote and no voting by proxy shall be allowed.

SECTION 5. One third (1/3) of the voting members shall constitute a quorum provided that four (4) are members of the executive committee and at least one third (1/3) of the local organizations are represented.

SECTION 6. 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 proposed changes in state bylaws;

SECTION 7. All resolutions, except courtesy resolutions, offered for consideration at any meeting of the organization shall have been previously approved by action of a local organization belonging to this organization and shall be assigned to the appropriate committee for consideration. Such committee shall make a report to the voting body on each resolution, giving the recommendation of the board of directors in reference thereto.

SECTION 8. Annual reports of the state officers and reports on meetings of the board of directors and of the work of the standing committee chairs shall be presented to the convention body. They may be published in the state publication or convention folio. Annual reports of local organization presidents shall be provided in sufficient numbers for distribution to the board of directors.

**ARTICLE XIX
PUBLICATION**

SECTION 1. BPW/TN shall publish an official publication.

SECTION 2. The editor of the state organization publication shall be:

- (a) appointed by the president with the approval of the executive committee;
- (b) accountable to the executive committee;

SECTION 3. The president may appoint a circulation manager of the official state publication subject to approval of the executive committee.

SECTION 4. All funds relative to the publication shall be handled through the office of the state treasurer. The funds for the publication shall be included in the state budget.

**ARTICLE XX
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 organization, the board of directors, and the executive committee, subject to such special rules as have been or may be adopted.

**ARTICLE XXI
AMENDMENTS**

SECTION 1. Amendments to these bylaws may be proposed by the board of directors, the executive committee, a region, a district, a local organization or a bylaws committee.

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

SECTION 3. The chair of bylaws shall present all proposed amendments to the board of directors at the next board meeting following submission for consideration and recommendation to the convention body.

SECTION 4. Proposed amendments shall require a two-thirds (2/3) vote for adoption.

SECTION 5. 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 a meeting preceding that at which a vote is to be taken.

SECTION 6. 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 amendment 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 the consideration of the amendment by the convention body is approved, it shall be appended to the call of the next convention.

SECTION 7. When an amendment is adopted to the state bylaws which affects local organization bylaws, each local organization shall automatically amend its bylaws to conform.

SECTION 8. The bylaws committee shall be authorized to correct article and section designations, punctuation, and cross-reference and to make such other technical and conforming changes as may be necessary to reflect the intent of the convention body.

**ARTICLE XXII
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 has qualified for exemption under section 501(c)(3) of the Internal Revenue Code and state tax regulations. None of the assets will be distributed to any member, officer or trustee of this organization.

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