

Minnesota Business Women

MODEL CLUB BYLAWS

The model club bylaws are for your use in preparing your own bylaws.

[The provisions underlined in the model club bylaws are mandatory to insure that club bylaws shall be in conformity with state bylaws. **These mandatory items should also be underlined in your club bylaws.**]

NOTE: Many Articles and sections are NOT required, but offered for your consideration.

[Notes boxed or designated in [...] are for guidance only and need not be included in the official bylaws of a club.]

	Page #
ARTICLE I NAME	2
ARTICLE II MISSION	2
ARTICLE III POLICIES	2
ARTICLE IV MEMBERSHIP	2
ARTICLE V CLUB REQUIREMENTS	2
ARTICLE VI DUES	3
ARTICLE VII FISCAL RESPONSIBILITY	3
ARTICLE VIII OFFICERS.....	3
ARTICLE IX NOMINATIONS AND ELECTIONS	4
ARTICLE X DUTIES OF OFFICERS	4
ARTICLE XI MEETINGS	5
ARTICLE XII BOARD OF DIRECTORS.....	6
ARTICLE XIII EXECUTIVE COMMITTEE	6
ARTICLE XIV STANDING & SPECIAL COMMITTEES	6
ARTICLE XV REPRESENTATION	7
ARTICLE XVI PARLIAMENTARY PROCEDURE.....	7
ARTICLE XVII AMENDMENTS	7
ARTICLE XVIII DISSOLUTION	8
SAMPLE APPENDIX -- DUES	8

ARTICLE I -- NAME

The name of this club shall be (insert name here).

Note: It is suggested that the club name be the name of the community or be of geographic or historic interest or have some identifiable meaning to those who are not members.

ARTICLE II – MISSION

Working women working together to promote personal empowerment, professional development and political awareness for the women of Minnesota.

ARTICLE III -- POLICIES

Section 1 This club shall be nonsectarian, nonpartisan, and nonprofit.

Section 2 The mission, objectives and policies and procedures of the state organization as applicable shall in every case also be the mission, objectives and policies and procedures of this club.

ARTICLE IV -- MEMBERSHIP

Section 1 Membership shall be held by individuals who support the mission and objectives of MBW. 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.

Note: Student membership is not mandatory at club levels. Clubs having student members should make provisions for club membership privileges. As an example, clubs may wish to spell out that only full-time students are eligible for student membership; or that only day-time students are eligible for student membership; or that only non-working students are eligible for student membership; or whatever criteria the clubs deem appropriate.

Section 2 Membership in this club shall be all-inclusive for membership in Minnesota Business Women:

Section 3 A member in good standing may request transfer from one club to another.

Section 4 A club may not refuse to accept the transfer of a member in good standing.

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

ARTICLE V -- CLUB REQUIREMENTS

Section 1 This club, to remain in good standing:

(a) Shall maintain a membership of at least five (5) members.

(b) Shall insure that the club bylaws are current and not in conflict with state bylaws and policies.

(c) Shall submit bylaws to the state for review when changes occur in state or club bylaws.

(d) Shall pay all dues and fees to Minnesota Business Women when due.

(e) Shall report to the state president, no later than June 1, which member(s) has(have) been elected or appointed to serve on the board of directors.

Note: See Article XV, section 2 for details on state board of directors representation.

Section 2 Should membership fall below five (5) members, this club shall be dropped from the state organization at the end of the second fiscal year.

ARTICLE VI -- DUES

Section 1 Dues are payable upon application for membership and renewable annually on the first day of June.

Section 2 Member

Annual dues for each member affiliated with a club shall include club and state dues as specified in the current respective bylaws. (See Appendix for current amount.) State dues shall include a subscription to the official state publication.

Note: For clubs adopting a student membership category, the following is a mandatory provision. State and clubs having student membership should make provisions for state and club dues.

Section 3 Student

Annual dues for each student affiliated with a club shall include club and state dues as specified in the current respective bylaws. (See Appendix for current amount.) State dues shall include a subscription to the official state publication.

Section 4 A new member fee of \$... shall be paid by each new member. (See Appendix for current amount.)

Section 5 A continuing member is one whose dues are paid in the same club through the close of the previous fiscal year.

Section 6 A member is in good standing only when club and state dues and fees are paid.

Section 7 Any member who does not pay dues within ... (number) days of annual renewal date shall be removed from the club roster.

Note: Each club should determine its own date for removal of names from the roster.

Section 8 A person who has been removed from the club roster for nonpayment of dues or fees may be reinstated upon payment of all delinquent dues and fees for the club and state.

ARTICLE VII -- FISCAL RESPONSIBILITY

Section 1 The fiscal year shall commence on the 1st day of June and shall end on the 31st day of May.

Section 2 An auditor or auditing committee of ... members shall be elected at the ... (specify month) meeting. The committee shall audit the treasurer's records within forty-five (45) days after the close of the treasurer's term of office and shall report to the club at the next regular meeting.

ARTICLE VIII -- OFFICERS

Section 1 The officers shall be president, president-elect, vice presidents [name them by title], secretary, and treasurer.

Section 2 A term of office shall be one year beginning June 1.

Section 3 Officers shall serve for one year or until their successors are duly elected.

Section 4 Vacancies in office shall be handled as follows:

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

ARTICLE IX -- NOMINATIONS AND ELECTIONS

Section 1 Officers shall be elected at the club's annual meeting in (specify month).

Note: It is suggested that club officers be elected prior to the annual meeting.

- Section 2 To be eligible to serve as an officer, a member must be in good standing.
- Section 3 At a business meeting preceding the annual meeting, a nominating committee of at least three members shall be elected. The nominating committee shall present to the annual meeting a slate of one or more nominees for each office. Nominations may also be made from the floor.
- Section 4 No member shall hold the same office for more than two consecutive terms.
- Section 5 Six months or more shall be considered a term of office in determining eligibility for re-election.

ARTICLE X -- DUTIES OF OFFICERS [These may be modified to meet club needs.]

- Section 1 The president shall be the principal officer of the club and shall:
 - (a) Preside at all meetings of the club, the board of directors, and the executive committee;
 - (b) Appoint standing and special committee chairs [and committees] with the approval of the executive committee and may also appoint a parliamentarian [and other special appointments, i.e., legal advisor];
 - (c) Serve as ex-officio member of all committees except the nominating committee;
 - (d) Represent the club at all state meetings;
 - (e) Bring to the attention of the club all pertinent information from the state organization;
 - (f) Authorize all expenditures in accordance with financial policies of the club;
 - (g) Be responsible for sending to ... (person designated by the state):
 - (1) the names and addresses of all officers and chairs immediately following their election or appointment;
 - (2) An immediate report of all changes affecting the above items; and
 - (h) Assure that the club bylaws conform to the State Bylaws.
- Section 2 The president-elect shall:
 - (a) Act as representative of the president when requested;
 - (b) Serve as ex-officio member, without vote, of all committees except the nominating committee;
 - (c) ... (Club may assign other duties); and
 - (d) Serve in such other capacities as assigned by the president.
- Section 3 The first 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) ... (Club may assign other duties); and
 - (d) Serve in such capacities as assigned by the president.
- Section 4 The second vice president shall:
 - (a) Perform the duties of the president in the absence of both the president and the first vice president;
 - (b) ... (Club may assign other duties); and
 - (c) Serve in such other capacities as assigned by the president.

Section 5 The secretary shall:

Note: Some clubs may wish to expand the number of persons on the club executive committee and split these responsibilities into two secretarial positions, i.e., a recording and corresponding secretary, and should assign responsibilities accordingly; additional duties may also be assigned by the club to the secretary(ies).

- (a) Take and record accurate minutes of the proceedings of all meetings of the club, the board of directors, and the executive committee;
- (b) Conduct the correspondence of the club; and
- (c) Preserve in a permanent file all records and letters of value to the club and its officers.

Section 6 The treasurer shall:

- (a) Maintain accurate financial records of the club and shall report thereon at all meetings;
- (b) Collect all monies coming into the club from whatever source and give a proper receipt therefore;
- (c) Keep a list of the names, addresses, and occupations of all members;
- (d) Pay all bills upon the written authorization of the president and/or ... (name any other person who may authorize payment of bills if desired by the club);
- (e) Keep an itemized record, in a permanent file, of all receipts and expenditures;
- (f) Forward promptly to ... (person designated) all monies payable to the state;
- (g) Serve as ex-officio member of the finance committee [club may want to make treasurer also a member of other select committees dealing with finances]; and
- (h) Deliver to the successor within 15 days after expiration of term of office, all books, records, and papers with the exception of items given to the auditor, requesting receipt therefore.

Section 7 Each officer, except for the treasurer, shall deliver to the successor immediately after retiring from office all accounts, records, books, papers, and other property belonging to the club.

ARTICLE -- XI MEETINGS

Section 1 Regular meetings shall be held monthly on the ... day of the month unless otherwise ordered by the club or the executive committee.

Note: A club may decide on the frequency and time of its meetings.

Section 2 The regular ... (specify month) meeting of each year shall be designated the annual meeting, at which time reports summarizing the year's activities shall be given.

Section 3 Special meetings may be called by the president or by any ... members, provided all members are notified in writing of time, place and purpose of such meeting.

Section 4 ... members shall constitute a quorum.

Note: Usually a fraction like $\frac{1}{4}$ or a percentage like 40%.

Section 5 No member shall have more than one vote, and no voting by proxy shall be allowed.

ARTICLE XII -- BOARD OF DIRECTORS [May not be needed at club level.]

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

Section 2 The board shall:

- (a) Supervise the affairs of the club;
- (b) Make recommendations for the club's growth and prosperity;
- (c) Make recommendations to the club regarding proposed amendments to the bylaws;

- (d) Transact any business between meetings of the club and report thereon at the next business meeting of the club; and
- (e) Report at the annual meeting the business transacted by the board of directors during the club year.

- Section 3 The board of directors shall hold a minimum of four meetings during the year, dates to be determined by the board at its first meeting.
- Section 4 Special meetings of the board may be called by the president or by one-third of the board members, provided two are elected officers.
- Section 5 At the request of the President, a vote of the Board of Directors may be taken by mail, facsimile (fax) or email. Such vote shall have the force and effect of a vote taken at face-to-face meetings. The Secretary's records shall contain an accurate record of all such votes.
- Section 6 A majority of the voting 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 [May be used instead of Board of Directors]

- Section 1 The elected officers of the club shall constitute the executive committee.
- Section 2 The executive committee shall have authority to act for the board of directors [or membership] 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 two members of the committee, for the consideration of special matters between regular meetings of the club and the board of directors.
- Section 4 Standing and special committee appointments made by the president shall be subject to the approval 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 email. Such vote shall have the force and effect of a vote taken at face-to-face meetings. The Secretary's records shall contain an accurate record of all such votes.
- Section 6 A majority of the voting members shall constitute a quorum for a meeting of the executive committee.
- Section 7 No member shall have more than one vote, and no voting by proxy shall be allowed.

ARTICLE XIV -- STANDING & SPECIAL COMMITTEES

Note: There may be added or omitted committees, as the club requires. Standing Committees are required to be appointed each year; Special Committees may be appointed as need for a short term.

- Section 1 The standing committees of the club shall be audit, bylaws, finance, legislation, membership, program and public relations.
- Section 2 To be eligible to serve as a chair or as a member of a standing or special committee, a member must be in good standing.
- 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 consecutive years on the same committee.
- Section 4 The audit committee shall be composed of a chair and ... members. It shall be the duty of the audit committee to audit the Club's receipts and disbursement, including any special funds. (See the State Handbook for auditing procedures.)
- Section 5 The bylaws committee shall be responsible for keeping the club bylaws current with the state bylaws.
- Section 6 The finance committee shall be composed of a chair and ... members. It shall be the duty of the finance committee to prepare an annual budget for the club, to have general supervision of all expenditures, and to assist the club in developing a sound financial policy. The finance chair shall be a member ex-officio, without vote, of all committees, which disburse money.

- Section 7 The legislation committee shall be composed of a chair and ... members. It shall be the duty of the legislation committee to carry out the legislative programs adopted by the state. The committee shall study local legislative needs in order to make recommendations to the club.
- Section 8 The membership committee shall be composed of a chair and ... members. It shall be the duty of the membership committee to promote, expand, stabilize, and orient the membership.
- Section 9 The program committee shall be composed of a chair and ... members. It shall be the duty of the program committee to plan and implement a well-coordinated annual program based on MBW objectives. The committee shall meet immediately after appointment to consider the annual program suggested by MBW and develop a program, which shall involve all areas of club activities. The chair shall present the annual program to the membership for approval.
- Section 10 The public relations committee shall be composed of a chair and ... members. It shall be the duty of the public relations committee to present state and club programs and activities through available news media.

ARTICLE XV -- REPRESENTATION

- Section 1 The club shall have representation at all special meetings of MBW to vote on any changes to the state bylaws as follows:
- The voting body shall consist of all members in good standing who have paid the meeting registration fee (if applicable). Any member may register to attend a special meeting. A registration fee, if applicable, shall be paid by all members who attend any or all meeting sessions
- Section 2 Each club shall have representation on the state board of directors as per state bylaws.
- NOTE: Each clubs' number of members serving on the board of directors for the current year will be based on the club's prior year membership total as of April 30.
- Club membership total as of April 30 = number of directors:
5-19 members: 1 director / 20-29 members: 2 directors / 30+ members: 3 directors
- Eligibility:
- (a) be in good standing for the fiscal year by June 1;
- (b) officially and publicly support the legislative platform and the statement of ethics (in state handbook); and
- (c) provide a bio, photo, and a signed statement of support of the legislative platform and statement of ethics (in state handbook) by June 1..
- Section 3 No individual shall have more than one vote and no voting by proxy shall be allowed.

ARTICLE XVI -- PARLIAMENTARY PROCEDURE

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

ARTICLE XVII -- AMENDMENTS

- Section 1 Amendments to these bylaws may be proposed by the board of directors, the executive committee or the bylaws committee.
- Section 2 All proposed amendments shall be sent in writing to every member at least ten (10) days before they are to be voted upon.
- Section 3 All proposed amendments shall be presented to the board of directors prior to presentation to the club.
- Section 4 These bylaws may be amended by a two-thirds vote of the members present and voting at any regular meeting.
- Section 5 The final adoption by the club of amendments to or revisions of these bylaws shall be contingent upon the approval of the state.
- Section 6 When an amendment is adopted to state bylaws which affects club bylaws, the club shall automatically amend its bylaws to conform. The Model Club bylaws are automatically amended as well. Any conflict shall be resolved in accordance with state policy and procedure.

ARTICLE XVIII -- 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 Minnesota Business Women or a Minnesota Business Women club, or an entity that 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.

A letter from the club president with a copy of the minutes recording the vote for dissolution shall immediately be sent to the state president. In addition, a copy of the zero bank balance statement shall be sent to the state president as soon as it is received from the bank.

SAMPLE APPENDIX -- DUES

Note: Clubs should use the following as a guideline, inserting the specifics of their own dues structure, i.e., the amount of the state dues; make sure that these are changed in the appendix each time there is a formal dues increase at any level. Also, make sure that all of the figures add up to the total amount due.
Also some clubs may charge a one – time “initial” fee when a member joins the club. This amount should be included. If the club has student members, specify if they pay a new member fee.

	Active Member	Student member
To MBW	\$ 12.00*	\$ 6.00*
To _____ BW	\$ __.00	\$ __.00
Total Amount	\$ __.00	\$ __.00

Per New Member (one-time fee)	To Club	\$5.00
--------------------------------------	---------	---------------

- Dues update effective 6/1/2014