

Chapter Bylaws Rules, Policies and Procedures 2019-2020 Award Year

This is the official ABWA Officer and Committee Guide which provides Chapter management information for league officers and committee chairs. If you have a question about a Chapter officer responsibility, rules, policies or procedures, this guide should be your first resource.

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Forward

This document is designed as a guide for the members affiliated with a Chapter. It is not intended to answer all questions which may arise in connection a Chapter. If at any time, there is a need for guidance, please do not hesitate to contact the ABWA National Team, 913-732-5100 or at webmail@abwa.org

Mission Statement

The mission of the American Business Women's Association is to bring together businesswomen of diverse occupations and to provide opportunities for them to help themselves and others grow personally and professionally through leadership, education, networking support and national recognition.



Proud Code of Conduct

The Proud Code of Conduct was developed as a means of guiding all members in making ethical decisions. The broad statements of the code of conduct that are listed below are not expected to cover all conduct for all situations. This is why the Proud Code of Conduct was created as a living and fluid code.

- All members will serve as goodwill ambassadors for the American Business Women's Association.
- Members will not allow their personal beliefs and convictions to interfere with the representation of ABWA's mission.
- Members will always treat their member colleagues, guests, vendors and sponsors with honesty, respect, fairness, integrity, responsibility, kindness, and in good faith.
- Members will maintain compliance with ABWA National, Chapter, Express Network and Council Bylaws.
- Members will not use their personal power to advance their personal interests.
- Members will strive for excellence in their professions by maintaining and enhancing their own business knowledge and skills, and by encouraging the professional development of other members.

District Map



The Association is divided into six geographical regions. Each region is comprised of national members, and national members affiliated with a league.

Each region is represented by a district vice president.

Members cast their vote for a member to represent their district (District Vice President) and the officers of the national board of directors at the Annual National Women's Leadership Conference.

Standard Chapter Bylaws, Rules and Procedures

Each Chapter of the American Business Women's Association is a local league as set forth in the National Bylaws in established by the National Board of Directors. By accepting a charter from the National Association, a Chapter agrees to comply with the National Bylaws, Chapter Bylaws, ABWA's Proud Code of Conduct; and the rules, procedures, and policies at outlined in this document.

Chapter Bylaws are STANDARD for all Chapters with the exception of the articles and sections indicated below. In a new Chapter chartering and installation of officers meeting, or at a first regular Chapter meeting, by the majority vote of the active membership of record, the membership of the Chapter decides on the following:

ARTICLE I: Name of the Chapter, city, and state

ARTICLE III: Section 2: Amount of local dues

ARTICLE VI: Section 2: Day of the month and the location of regular Chapter meeting

Provisions for amending these articles and sections, once approved, are specified in Article VIII. For situations NOT covered in the Association's bylaws, rules, procedures and policies; standing rules may be drafted by the members affiliated with a Chapter, however, a Chapter's standing rules are not intended to replace the National, Chapter or Council Bylaws. Moreover, the standing rules must be voted on and approved by the majority of members affiliated with the Chapter with a quorum present.

ARTICLE I. Name

The name of this Chapter shall be:

CHAPTER NAME: _____
CITY: _____
STATE: _____

ARTICLE II. Chapter Goals

The general goal of each Chapter is to increase the business acumen of all members; improve the earning power of all members; assist members in securing employment; advance members in a social, business and educational way; and assist women in the community to better themselves through personal and professional development.

ARTICLE III. Members

Section 1. Chapter membership is a valued privilege. Candidates for membership in this Chapter shall meet the requirements set forth in the National Bylaws.

Section 2. The monthly dues of this Chapter for primary members shall be \$_____, payable in advance of participation to the (name of Chapter) and submitted to the Chapter's Treasurer.

Section 2a. The monthly dues of this Chapter for secondary members shall be \$_____, payable in advance of participation to the (name of Chapter) and submitted to the Chapter's Treasurer.

Section 3. Only members in good standing (both nationally and locally) shall be eligible to vote and participate in any Chapter business or Chapter related activities (including Executive Board and Chair Positions). Any member who does not pay their National and/or Chapter dues upon their renewal date shall be removed from the Chapter's membership roster and will lose access to Community Connections and the Apex Campus. Membership benefits and privileges will cease until such time, the member is reactivated.

ARTICLE IV. Executive Board

Section 1. The Executive Board of the Chapter shall consist of four Chapter officers. The President shall act as chair of the Chapter's Executive Board.

Section 2. The Executive Board shall have general supervision of the affairs of the Chapter between business meetings, set the time and place of Executive Board meetings, make recommendations to the Chapter membership and perform other duties as specified in these bylaws.

The Executive Board shall constitute Chapter authority in deciding matters of Chapter policy not otherwise decreed. The majority of the Executive Board shall constitute a quorum for the transaction of all business at Executive Board meetings.

ARTICLE IV. Executive Board (cont'd)

The Executive Board shall meet once a month on a specified date before each regular Chapter meeting. Special Meetings of the Executive Board may be called by the president or may be called upon the request of three members of the Executive Board.

The president shall be the presiding officer. In the absence of the president, the vice president shall preside, and in the absence of both the president and the vice president, the secretary will act as the presiding officer. Minutes of the Executive Board meetings taken by the secretary and shall be kept in a permanent file, stored in a secure location and accessible especially in the event of an IRS audit.

It is the responsibility of each Executive Board member to be informed at all times about the Association's Bylaws, nationally sponsored opportunities as well as the status of any committee that she sponsors. Members of the Executive Board may attend meetings of, or receive reports from, the committees of which they sponsor, and shall be prepared to give a report of the activities and future plans of these committees at the Executive Board meetings.

The Executive Board shall report its recommendations to the membership for discussion, action and vote. Business details which do not require the attention of members affiliated with the Chapter should be managed through the action of the Executive Board thus utilizing the monthly meeting time more wisely.

The Executive Board shall have the authority to place a member as a "national member only" if in the event the member does not pay her local dues. If this occurs, the Executive Board is responsible for notifying ABWA National of the member's inactive status (in writing) at which point, the member's access to the Chapter's Roster, the Chapter's team board in Community Connections and the online courses in the Apex Campus will be suspended until such time a league officer notifies the National Office in writing that the member is current with her local Chapter dues.

The terminating officers shall deliver to their successors all of the league's correspondences, tax records, bank account information (account numbers, statements, checks and safety deposit key) and all of the league's property before the close of the Award Year (last week in July). They should also assist the newly elected board in changing the bank and safety deposit signature cards at the bank to ensure that the Executive Board experiences a seamless transition.

ARTICLE V. Officers

Section 1. The officers of the Chapter shall be a President, Vice President, Secretary, Treasurer, *and one additional officer* the Chapter shall deem necessary to achieve the goals of the Chapter. This is an optional position only.

Section 2. A Nominating Committee, consisting of three members, shall be elected by the membership no later than March 31, and an Auditing Committee, comprised of two or more members, shall be appointed by the president by the July Chapter meeting. The members of the Nominating Committee should be members of the Chapter.

Section 3. All officers shall be elected in May (the universal election period) by secret ballot to serve for one year or until their successors are elected. Their term of office shall begin August 1. No member shall serve more than two consecutive full terms in the same office.

Section 4. With the exception of the office of president, a vacancy in any other office shall be filled by a majority vote of the Executive Board. Should the office of president be vacated, the vice president shall serve as the Chapter's president through that term of office. In the event the vice president cannot serve as president, the Executive Board shall appoint a member to serve as president until her successor takes office.

Section 5. Officer Duties/Responsibilities (*Refer to pages 6-9*)

Position Overview for PRESIDENT

- The President is the authorized *volunteer leader* of the Chapter and thus serves as the league's liaison. She directs the officers, committees and members in achieving the Chapter's goals in accordance to Article II of the Chapter Bylaws. She is responsible for maintaining the Chapter's strength and vitality by striving for level I, II or III Best Practices. She is responsible for facilitating communication between the ABWA National Headquarters and the members affiliated with her Chapter. If she cannot maintain her membership and/or fulfill her duties for this position, she must resign her position immediately.

Essential Requirements

The President will:

- Attend monthly Executive Board meetings.
- Prepare and distribute a written summary of activities/issues/progress on the Chapter's goals to the Executive Board.
- Serve as the Chapter's primary point of contact throughout her presidential term.
- Evaluate, negotiate and execute contracts on behalf of the Chapter.
- Co-sign financial or legal transactions on behalf of the Chapter.
- Support the Treasurer in establishing and maintaining generally accepted accounting procedures for the Chapter.
- Provide support to the vice president in organizing two membership recruitment events in the Award Year.
- Request login password for the SBMEF website (if sponsoring a scholarship) from Jill Miller at jmiller@abwa.org.

Duties and Responsibilities Related to Maintaining Association Standards

The President will:

- Strive to achieve a *levelled* Best Practices in league management.
 - ✓ Maintain compliance with ABWA's National, Chapter and Council Bylaws, rules, policies, procedures and Proud Code of Conduct.
 - ✓ Be a member in good standing throughout her term whereby her national and Chapter dues are current.
 - ✓ Ensure that all members serving on the Executive Board and/or as Committee Chairs remain in good standing (local and national dues are current) throughout their term.
 - ✓ File their 990-N on or before the filing deadline by **Tuesday, December 15, 2019**.
 - ✓ Actively recruit new members to ensure the strength and vitality of the Chapter.
 - ✓ Maintain compliance with Association's brand standards and the use of copyrighted materials and trademarks.
 - ✓ Maintain compliance with the Chapter's Standing Rules.
 - ✓ Participate in threaded discussions on the District President's team board in Community Connections.
 - ✓ Participate in the *Just in Time* web events hosted by ABWA National and share information with Chapter members.
 - ✓ Attend at least one nationally sponsored event (regional or national conference).

Duties and Responsibilities Related to Annual Planning

The President will:

- Collaborate with the Executive Board to develop the Chapter's Standing Rules.
- Collaborate with the Executive Board, committee chairs and membership to evaluate the Chapter's current level of performance (membership recruitment, membership retention, etc.)
- Collaborate with the Executive Board /committee chairs to development an annual plan, budget and standing rules.
- Download and review Association bylaws and informational guides from the National Resources in Community Connections.
- Appoint chairs of **Standing** committees and non-elected **Special** committees (with the exception of the nominating committee) by 8/15.
- Assign members of the Executive Board as sponsors of the **Standing** committees and in some instances **Special** committees.
- Monitor and record the Chapter's performance (financial, total membership, new members enrolled, member attrition, and monthly programming, etc.) against the Chapter's monthly/quarterly/annual goals.

Duties and Responsibilities Related to Monthly Meeting Chapter Management

The President will:

- Prepare and publish an agenda for monthly Chapter and Executive Board meetings.
- Preside at all official meetings with the Executive Board and at the Chapter's regular monthly meetings.
- Welcome and introduce all new members, guests and sponsors at Chapter functions.
- Promote nationally sponsored events to league members.

Position Overview for VICE PRESIDENT

The Vice President is responsible for assisting the president in fulfilling her responsibilities, overseeing committees and projects spearheaded by the Chapter, recruiting new members, and serving as the hostess in monthly Chapter meetings.

Essential Requirements

The Vice President will:

- Attend monthly Executive Board meetings.
- Prepare and distribute a written summary of activities/issues/progress on Chapter's goals to the Executive Board.
- Assume all duties and responsibilities of the President (in the event of the president's resignation, or in the president's absence or when called upon by the president to preside).

Duties and Responsibilities Related to the Maintaining Association Standards

The Vice President will:

- Strive to achieve a *leveled* Best Practices in league management.
 - ✓ Maintain compliance with ABWA's National, Chapter and Council Bylaws, rules, policies, procedures and Proud Code of Conduct.
 - ✓ Be a member in good standing throughout her term whereby her national and Chapter dues are current.
 - ✓ Ensure that all members serving on the Executive Board and/or as Committee Chairs remain in good standing (local and national dues are current) throughout their term.
 - ✓ File their 990-N on or before the filing deadline by **Tuesday, December 15, 2019**.
 - ✓ Actively recruit new members to ensure the strength and vitality of the Chapter.
 - ✓ Maintain compliance with Association's brand standards and the use of copyrighted materials and trademarks.
 - ✓ Maintain compliance with the Chapter's Standing Rules.
 - ✓ Participate in threaded discussions on the District President's team board in Community Connections.
 - ✓ Participate in the *Just in Time* web events hosted by ABWA National and share information with Chapter members.
 - ✓ Attend at least one nationally sponsored event (regional or national conference).

Duties and Responsibilities Related to Annual Planning

The Vice President will:

- Collaborate with the Executive Board and membership to *evaluate* the Chapter's current level of performance (membership retention, membership recruitment, etc.).
- Collaborate with the Executive Board and committee chairs in the development of an annual plan, budget and standing rules.
- Serve as a mentor to the Membership Committee to define the growth goals for each recruitment initiative orchestrated by the Chapter.
- Download and review Association bylaws and informational guides from the National Resources in Community Connections.
- Serve as a sponsor for Standing Committees and/or Special Committees as needed.
- Manage other operational duties as assigned.

Duties and Responsibilities Related to Monthly Meeting Chapter Management

The Vice President will:

- Coordinate with venue representative to reserve monthly meeting space.
- Serve as a greeter at monthly meetings, welcoming members and guest alike.
- Schedule and facilitate new member orientations in a timely manner.
- Promote nationally sponsored events to league members.

Position Overview for SECRETARY

The secretary is responsible for transcribing Chapter and Board meeting minutes and any official Chapter correspondence. She also assists the Vice President in her hostess, and organizing and promoting membership campaigns and membership recruitment. If the Treasurer position becomes vacant, she will also fulfill the duties of the Treasurer until such time, by a majority vote, the Executive Board appoints another member to serve in the position.

Essential Requirements

The Secretary will:

- Attend monthly Executive Board meetings.
- Prepare and distribute a written summary of activities/issues/progress on goals to the Executive Board.
- Mail officer election report, web site hosting/listing documents and the names/positions of members appointed as committee chairs to ABWA National.
- Conduct general correspondence for the Chapter and shares correspondence with the membership.
- Report changes in officers, committee chairs, web site URL, and meeting venue in writing to ABWA National.
- Preside at Chapter meetings in the absence of the president and the vice president.
- Help to ensure the vitality of the league by recruiting new members and retaining current members.
- Maintain a permanent file of all meeting minutes and records for the Chapter.

Duties and Responsibilities Related to Maintaining Association Standards

The Secretary will:

- Strive to achieve a *leveled* Best Practices in league management.
 - ✓ Maintain compliance with ABWA's National, Chapter and Council Bylaws, rules, policies, procedures and Proud Code of Conduct.
 - ✓ Be a member in good standing throughout her term whereby her national and Chapter dues are current.
 - ✓ Ensure that all members serving on the Executive Board and/or as Committee Chairs remain in good standing (local and national dues are current) throughout their term.
 - ✓ File their 990-N on or before the filing deadline by **Tuesday, December 15, 2019**.
 - ✓ Actively recruit new members to ensure the strength and vitality of the Chapter.
 - ✓ Maintain compliance with Association's brand standards and the use of copyrighted materials and trademarks.
 - ✓ Maintain compliance with the Chapter's Standing Rules.
 - ✓ Participate in the *Just in Time* web events hosted by ABWA National and share information with Chapter members.
 - ✓ Attend at least one nationally sponsored event (regional or national conference).

Duties and Responsibilities Related to Annual Planning

The Secretary will:

- Collaborate with the Executive Board and membership to *evaluate* the Chapter's current level of performance (membership retention and recruitment, financial, etc.).
- Collaborate with the Executive Board and committee chairs when developing the Chapter's annual plan, budget and standing rules.
- Collaborate with the Executive Board to create proposed recommendations for Standing Rules.
- Support the Membership Committee Chair in organizing at least two membership recruitment events.
- Download and review Association bylaws and informational guides from the National Resources in Community Connections.
- Serve as a sponsor of a Standing Committee and/or Special Committee as assigned.

Duties and Responsibilities Related to Monthly Meeting Chapter Management

The Secretary will:

- Record the minutes of all meetings of the Chapter and its Executive Board. The minutes will include the names of all members in attendance.
- Obtain approval of meeting minutes from the Executive Board before publishing them to the membership.
- Report the name(s) of deceased members to the Chapter and to ABWA National in a timely manner.
- Report status changes for officers or committee chairs in writing to ABWA National in a timely manner.

Position Overview for TREASURER

The member serving as the Treasurer is considered the custodian of the Chapter's financial record and is responsible for all Chapter money. She advises the Executive Board and members on Chapter finances, and budget related matters.

Essential Requirements

The Treasurer will:

- Attend monthly Executive Board meetings.
- Manage accounts receivable and payable.
- Collect money, make deposits and issue receipts in a timely manner.
- Reconcile the Chapter's monthly bank statements.
- Disburse money as approved by the Chapter with a countersigned check (president and treasurer).
- Prepare and distribute a written summary of activities/issues/progress on goals to the Executive Board.
- Prepare income statements, and reports for accounts receivable, accounts payable, and bank balance monthly.
- Submit financial reports to the the Executive Board monthly at each board meeting.
- Submit financial records to the members Executive Board for an audit before the end of her term (typically in early July) or at any time upon the request of the membership and/or Executive Board.

Duties and Responsibilities Related to Maintaining Association Standards

The Treasurer will:

- Strive to achieve a *levelled* Best Practices in league management.
 - ✓ Maintain compliance with ABWA's National, Chapter and Council Bylaws, rules, policies, procedures and Proud Code of Conduct.
 - ✓ Be a member in good standing throughout her term whereby her national and Chapter dues are current.
 - ✓ Ensure that all members serving on the Executive Board and/or as Committee Chairs remain in good standing (local and national dues are current) throughout their term.
 - ✓ File their 990-N on or before the filing deadline by **Tuesday, December 15, 2019**.
 - ✓ Actively recruit new members to ensure the strength and vitality of the Chapter.
 - ✓ Maintain compliance with Association's brand standards and the use of copyrighted materials and trademarks.
 - ✓ Maintain compliance with the Chapter's Standing Rules.
 - ✓ Participate in the *Just in Time* web events hosted by ABWA National and share information with Chapter members.
 - ✓ Attend at least one nationally sponsored event (regional or national conference).

Duties and Responsibilities Related to Annual Planning

The Treasurer will:

- Collaborate with the Executive Board and membership to *evaluate* the Chapter's current level of performance (membership retention and recruitment, financial, etc.).
- Collaborate with the Executive Board and committee chairs in the development of an annual plan, budget and standing rules.
- Download and review Association bylaws and informational guides from the National Resources in Community Connections.
- Prepare and submit a proposed budget to the Executive Board prior to presenting to the membership.
- Establish and document policies and processes for retaining financial records.

Duties and Responsibilities Related to Monthly Meeting Chapter Management

The Treasurer will:

- Collect money for Chapter meetings/events, and provides receipts.
- Notify a member in writing that her privileges with the Chapter have been suspended because she is not current with her national/local dues.
- Send a copy of the delinquent notification to the Executive Board, membership chair, and ABWA National.
- Post budget vs. actual performance monthly for Chapter members in Community Connections.

ARTICLE VI. Meetings

Section 1. *Regular Meetings* are the normal periodic gatherings of the Chapter to transact business, typically held at regular monthly intervals whereas *Special Meetings* are the opposite, convened only to consider one or more items of business specified in the notice of the meeting.

Section 2. Regular Meetings shall be the _____ (day of the month), and shall usually consist of a professional development program with business and market relevant speakers, networking, and a brief business meeting. Members shall be notified in advance of the time, place and duration of each scheduled Chapter meeting.

Section 3. Special Meetings may be called by the president or by the Executive Board and shall be called upon the written request of one-third of the members in good standing of the Chapter. The purpose of the meeting shall be stated in the call. Except in case of emergency, at least three days notice shall be given.

Section 4. The quorum of the Chapter shall not be less than one-third of the Chapter membership. A quorum must be present for the valid transaction of Chapter business. The right to vote is limited to members in good standing (both locally and nationally) who are **present** at the time a vote is taken at a meeting.

**A motion passes if it receives a majority of votes by legally entitled persons to vote, excluding blanks, or abstentions at a regular or properly called meeting at which a "quorum" is present (that means members must be physically in attendance at the meeting).*

ARTICLE VII. Standing and Special Committees

Section 1. The six **Standing Committees** shall be:

- 1) Membership
- 2) Professional Development
- 3) Fundraising/Advertising/Sponsorship
- 4) Newsletter
- 5) Publicity/Promotions
- 6) Education (optional) and *any other standing committee* the Chapter deems necessary to achieve the goals of the Chapter.

Section 2. **Special Committees** shall include the Nominating Committee, Auditing Committee and any *other special committees* the Chapter shall deem necessary to achieve the goals of the Chapter. Special committees are elected and appointed. When their work is completed, and a final report is made, they automatically cease to exist. Aside from the Nominating and Auditing Committees, special committees most frequently formed are; Best Practices Committee, New Member Orientation Committee, Woman of the Year Committee and Top Ten Business Woman of ABWA Committee. Special committees can meet as often as needed to fulfill the purpose for which they are appointed.

Section 3. All **Standing Committee** chairs shall be appointed by the newly elected President by 8/15, and serve for a one-year term beginning August 1 through July 31.

Section 4. Committee chairs are empowered to select their committee members immediately upon their appointment. The chairs shall provide the names of their committee members to the current and incoming (if applicable) secretary and membership chair promptly following their acceptance.

Section 5. Special and Standing Committee Duties and Responsibilities

The two special committees are Auditing and Nominating. The descriptions for these two committee are provided below. The **AUDITING** Committee is considered a *Special Committee*, also referred to as an ad hoc committee. The Auditing Committee is responsible for auditing the league's financial records for the term, documenting its findings and providing a final written report to the league's Executive Board. The audit report should be maintained in a secured location for tax purposes. An audit of the Chapter's financials should be conducted in July, or whenever a vacancy occurs, or when otherwise deemed necessary by the Executive Board. The Auditing Committee is appointed by the president.

The **NOMINATING** Committee is considered a *Special Committee* whose primary function is to nominate one or more candidates for each office to be filled. The slate of candidates are to be presented and voted on by the Chapter membership at the Chapter's May meeting. May is considered ABWA's universal election period. The Nominating Committee is elected by a majority vote of the membership no later than March 31. The president cannot serve on this committee. Responsibilities include selecting a slate of one or more eligible candidates for each of the Chapter offices and reporting the slate of candidates at the election meeting. Nominations for this committee can be made from the floor by any Chapter member.

Section 5. Special and Standing Committee Duties and Responsibilities (cont'd)

The six Standing Committees are fund-raising/advertising/sponsorships, membership, newsletter, professional development, publicity/promotions and education (optional). Additional committees may be added if the Chapter deems it necessary to achieve their goals.

The **MEMBERSHIP** Committee is defined as a Standing Committee. The primary function of this committee is to collaborate with the vice president in maintaining the strength and vitality of the Chapter by organizing and implementing a minimum two membership recruitment campaigns (fall and spring) that will attract new members and/or reclaim former members, following up with new members enrolled, and co-facilitating new member orientation events.

The **PROFESSIONAL DEVELOPMENT** Committee is defined as a Standing committee. The primary function of this committee is to deliver business and market relevant programming at each monthly Chapter meeting. The committee shall utilize the aggregate results from ABWA's Member Interest Survey as a compass when determining the programming topics that would best meet the needs of the members and within the context of ABWA's mission. The committee shall secure programming within the budgetary guidelines (as defined by the Executive Board), submit program information to the newsletter chair (e.g., the speaker's name, photo, presentation title and overview, date and time) to publish in the league's newsletter. Committee chair will inform room-set-up and A/V requirements to vice president in a timely manner.

The **NEWSLETTER** Committee is defined as a Standing Committee. The primary function of this committee is to design, write, publish and distribute the Chapter newsletter to members, District Vice President and to ABWA National. The newsletter should be published quarterly and either emailed or posted in Community Connections. The newsletter committee is also responsible for printing and submitting a copy of all quarterly publications to the Executive Board to include with the Chapter's Best Practices Binder.

The **FUND-RAISING/ADVERTISING/SPONSORSHIP** Committee is defined as a Standing Committee. The members of this committee are responsible for identifying and recommending opportunities that generate capital to sustain the league's operations and within the guidelines of the Association, Federal and State government. Once annual projects are approved, the committee shall act to create and implement their revenue generating plan. The committee shall be responsible for monitoring their plan's progress and for providing monthly status reports to the Executive Board.

The **PUBLICITY/PROMOTIONS** Committee is considered a Standing Committee. Members of this committee shall coordinate the development of a plan that increases the visibility of the Chapter's notable initiatives within the community in which the Chapter resides (e.g., writing and sending promotional information to community social and media outlets) and to maintain the Chapter's website and Facebook content.

The **EDUCATION** Committee is defined as an *optional* Standing Committee and only applies if the Chapter decides to sponsor a SBMEF scholarship. The primary function of this committee is to serve as a liaison between the Chapter and the Stephen Bufton Memorial Educational Fund.

The *Education Committee* shall:

- Monitor the league's contributions to the fund, and to monitor the league's utilization of the fund (amount of scholarships awarded for the 2019-2020 Award Year).
- Manage the duties related to Impact Scholarships including the criteria for each Impact Scholarship sponsored.
- Submit applicant(s) for the Business Skills Tuition Reimbursement program to jmiller@abwa.org.
- Monitor scholarship applicant(s) fulfillment of the online application process.
- Report status on initiatives to the Chapter's Executive Board.
- Provides end-of-year written summary of activities and accomplishments to the Executive Board to be placed in the Best Practices submission notebook.

ARTICLE VIII. Amendments

With the exception of Articles I, III and VI, all proposed amendments to these bylaws shall be approved by ABWA National in advance. Any proposed amendment by members to the Chapter Bylaws requires an affirmative vote by the majority of the active Chapter members. Such amendments shall not conflict with the National Bylaws of the Association.

Articles permissible to amend by every Chapter are:

ARTICLE I: Name of the Chapter, city, and state

ARTICLE III: Section 2: Amount of local dues and how payable

ARTICLE VI: Section 2: Day of the month of the regular Chapter meeting

No other Articles to these Bylaws may be amended except by ABWA National which reserves the right to do so at its discretion.

ARTICLE IX. Status

Section 1. A Chapter:

- Shall be organized as not-for-profit (501c6).
- Must be supported by membership dues and other income generating activities that relates to its tax-exempt purpose. May not engage in any business of any kind that is ordinarily carried on for profit.
- Must reinvest all profits back into the Chapter to benefit the members affiliated with the Chapter.
- Profits/net earnings will not inure the benefit of any individual.
- Member does not have any specific ownership over the Chapter's funds.

Section 2. If deactivation of a Chapter should occur by a majority vote of the membership, the top officer shall provide written notice to ABWA National via webmail@abwa.org, and the Chapter's official charter shall be returned to ABWA National.

ABWA National will provide the current officers with a check list of tasks to complete before the final closing. All funds remaining in the Chapter's treasury may be used for National member dues, conference registrations and/or donated to the Stephen Bufton Memorial Educational Fund.

Transfer of funds to another ABWA Chapter or a community based organization is not permissible.

Co-mingling of funds with an existing Chapter is also not permissible.

Standing Rules

Chapter Standing Rules are designed to cover situations not covered in the Association's bylaws, rules, or procedures. A Chapter's Standing Rules cannot conflict with the National, Chapter or Council Bylaws, and are not considered amendments to the bylaw(s), policies and procedures. Each Chapter may develop a list of Standing Rules covering issues specific to the league such as the eligibility criteria for the Protégé or the Chapter Woman of the Year Award.

Standing rules are typically proposed by the Executive Board, and approved by a majority vote of the membership at a business meeting. Although the Chapter's Standing Rules may be reviewed at any time, it may be convenient to do so during the incoming Executive Board's planning process. Outdated rules should be rescinded or modified.

The newly elected president may opt to appoint a committee to review the current Standing Rules and make recommendations. Any changes or revisions to the league's Standing Rules will require a majority vote by the league's membership. Only members in good standing are eligible to vote.

Example of statements that are frequently included in a Chapter's Standing Rules are:

- An officer position added to the Chapter's Executive Board that will have voting privileges as a Board Member.
- The Chapter will adapt ABWA's Proud Code of Conduct.
- Reimbursement for National Women's Leadership Conference registration fee up to \$_____ per person.
- Budget \$350/year for a hosted website.
- Allocate up to \$_____ for an outgoing president's gift.
- Allocate up to \$_____ for a Woman of the Year recipient's gift.
- Allocate up to \$_____ for a Protégé recipient's gift.
- Allocate \$_____ to the SBMEF to sponsor an Impact Scholarship.
- Donate \$100 to SBMEF in honor of our Woman of the Year.
- The Executive Board may approve bills/expenses up to \$_____ without the approval of membership.
- Meal reservations not canceled within 48-hours of the event will be billed to the member.

Election of the Nominating Committee

- A three-member Nominating Committee is elected by March 31.
- With the exception of the Chapter President, any member in good standing (local and national dues are current) is eligible to serve on the Nominating Committee.
- The Chapter President should review nomination procedures in advance of presenting the nominations to the general membership.
- Nominations for the Nominating Committee are made from the floor by members. No member of the Chapter has the right to nominate more than one person for the committee until every other member has had the opportunity to nominate a candidate.
- If there are more than three nominees, a majority vote is necessary to elect a nominee for the committee. Members are voted on in the order that they are nominated. The first nominee elected serves as chair.
- At the Chapter meeting in which the Nominating Committee is elected, the presiding officer:
 - a. Calls for a majority vote of the Chapter membership to decide which method of election procedure is preferred (see: "Balloting, Method One" and "Balloting, Method Two").
 - b. Calls for a majority vote of the Chapter membership to decide whether the slate of officer candidates will be published prior to the election meeting.
 - c. Asks the membership to suggest prospective nominees for the upcoming Executive Board election.
 - d. Provides the Nominating Committee chair with the current roster and any Standing Rules pertaining to nominations and duties of officers.

Roles and Accountabilities of the Nominating Committee

The chair schedules a meeting(s) with committee members to discuss/determine possible candidates. The committee:

- Reviews the eligibility requirements (see "Instructions to Voting Members") and duties for Chapter officers.
- Evaluates eligibility and qualifications of all suggested nominees.
- Verifies that each suggested nominee is eligible to serve if she is elected by the membership.
- Prepares a slate of one or more candidates for each office to be filled.
- Contacts each nominee explaining major responsibilities and obtains her permission to place her name on the ballot.
- Follows instructions on publishing or not publishing the slate of officers. For example, if the Chapter has voted to publish the slate of officers, it provides a written copy of the slate to the newsletter editor for publication in the Chapter's newsletter.
- Reads the slate of candidates at the May election meeting.
- Compiles the following supplies in preparation for the election and submits to the president:
 - a. Slips of paper and pencils to be used in balloting. Ballots may be printed in advance. Names of all nominees are listed under the proper office heading and a blank space is provided for possible write-in votes. Directions for the proper method of marking should be printed on the ballot.

Conducting the Election of Officers

Before conducting an election, the presiding officer determines that a quorum (not less than one-third of the Chapter members) is **physically present**. She then determines the exact number of voting members present. A countdown of numbers is helpful (i.e., first member whose name is called answers with number "one," and so on, until every active member's name has been called). The total number of members present and who are eligible to vote is recorded by the Chapter Secretary prior to the election.

Instructions to Voting Members

The presiding officer reads, or asks the Chapter Secretary to read, the following sections pertaining to eligibility requirements:

- Candidates for office must be in good standing nationally and locally.
- No member is eligible to serve more than two full consecutive terms in the same office unless there is no one else willing to volunteer to serve for the position. In this instance, *contact ABWA National for additional instructions*.
- No member is eligible to serve in two positions on the Executive Board at the same time in the same league (e.g., Chapter President and Chapter Secretary).
- Candidates for the Executive Board may be primary or secondary members of the Chapter.

Balloting Instructions

- Written ballots for each Chapter office are cast in accordance with one of the two balloting methods (i.e., “Balloting, Method One” or “Balloting, Method Two”).
- A majority of the votes cast is necessary for a candidate to be elected.
- If any one candidate does not receive a majority vote, then a runoff is held between the two candidates receiving the highest number of votes.
- Should a runoff result in a tie, the balloting continues until one candidate receives a majority vote and the tie is broken.

Nominating Committee Report of Nominees for the Executive Board

- The Nominating Committee chair reads the slate of candidates for each office.
- The Nominating Committee chair gives a written copy of the slate to the presiding officer.
- Nominating Committee duties terminate at the conclusion of the election.

Appointment of Tellers to Distribute, Collect and Count Ballots

- The presiding officer appoints *three* tellers. The first named teller is the chair. A candidate should not serve as a teller.
- The tellers are informed of the number of eligible voters present (at the time of the vote), and they record this count for their report. Number of eligible voters may change if members leave the meeting before the elections are concluded.
- Tellers are given a Tellers' Report (Reference sample Teller's Report on page 16), blank paper for tally sheets, envelopes marked with the name of a Chapter office and receptacles for the receipt of the ballots.

Balloting

Two alternate procedures for the sequence of nominating and voting in elections by ballot may be used. The first method affords greater flexibility in choosing officers while the second requires less time.

Method One

Balloting for each office immediately follows nominations from the floor for that office. The ballots are counted for the office and the result is announced before the next office to be voted on is opened for nominations from the floor. The members are then able to take into account the results of the offices previously voted on before deciding upon both nominations and votes for later offices.

Method Two

Nominations for all offices can be completed before any balloting takes place and voting for all offices is commonly done by a single ballot. It may be a preferred method in any large meeting to save time. In either method, if any office remains unfilled after the first ballot (a candidate does not receive a majority of votes), as may occur when there are more than two nominees, the balloting should be repeated for that office as many times as needed to obtain a majority vote for a single candidate.

The Following Procedures Apply to Both Balloting Methods:

1. The presiding officer reads from the report of the Nominating Committee the names of the candidates for the office of president or for the entire slate.
2. The presiding officer asks for nominations from the floor:
 - Any member meeting the eligibility requirements may be nominated from the floor even though she had not been named as a candidate in the report of the nominating committee.
 - Nominations should not be closed as long as nominations are forthcoming.
3. The tellers distribute the ballots.
4. The presiding officer and members vote.
5. The tellers collect and count the ballots.
6. The ballots are placed in a sealed envelope with the name of the office on the outside.
7. The tellers complete a Teller's Report for each office.
8. The chair of the tellers addresses the presiding officer and reads the tellers' report.
9. The chair hands the report to the presiding officer without declaring who has been elected.

If the candidates receive a majority vote, the Teller's Report may look like this:

Tellers' Report

The tellers prepare a report using the following format:

Office of: _____
Number of votes cast: 70
Necessary for election: 36

Madeline Smith received: 40
Jen Jones received: 20
Alexis Williams received: 10

The Nominating Committee must destroy all the ballots at the conclusion of the election meeting.

If the candidate does not receive a majority of the votes, the report might look like this:

Office of: _____
Number of votes cast: 70
Necessary for election: 36

Madeline Smith received: 30
Jen Jones received: 24
Alexis Williams received: 16

In this instance, the number of votes received by each candidate would be reported, and then, a runoff between Madeline and Jen would be required because a majority of votes is required.

Announcement of Election to Office

- The presiding officer announces to the Chapter: "A majority of the votes cast is necessary for election. By your ballots you have elected _____ as the Chapter President."
- If there are any questions about the balloting for the office, they should be stated at this time. If the results are not challenged when they are announced, **the election stands.**
- A majority vote of the Chapter members in attendance is necessary to order a recount of the ballots. Should a recount be ordered, it must take place immediately.
- The process is repeated for the next office elected or proceed if balloting on entire slate.
- Destroy all ballots following the conclusion of the election.

Effective Date of Local Election

Election to an office becomes final immediately if the candidate is present and does not decline or if she is absent but has consented to her candidacy. If a newly elected officer is not present, she should be notified promptly of her election. Officer term begins on August 1. Installation may take place immediately following the election or at a subsequent Chapter meeting prior to August 1. The purpose of the officer installation is to have new officers make a formal commitment to the membership to fulfill their responsibilities.

Officer Election/Term

The Association has a universal election month of May for all Chapters and a universal term of office beginning August 1 through July 31. Officers may serve for only two consecutive terms in any one office. A member may not officially serve in two Executive Board positions (i.e., president and treasurer) at the same time in the same Chapter.

Reporting the Election of Local Officers to ABWA National

- The president gives the outgoing secretary the Officers Election Report.
- The outgoing secretary or president completes the Officer Election Report form and sends the election report to ABWA National on or before **June 30.**
- A Chapter's charter will be temporarily suspended if the Chapter does not elect officers and report election results to ABWA National by the **June 30** deadline.

Officer Installation Procedure (optional)

An officer installation is an optional event. As such, the term for all elected members of the Executive Board begins on August 1-July 31.

Presiding Officer Comments (optional)

“On behalf of the outgoing officers of the Executive Board, thank you for your cooperation and your enthusiasm. You have made our term of office rewarding and enjoyable. We pledge our continued support of the Chapter and its new officers. It is now my pleasure and privilege to install the new officers of the _____ Chapter of the American Business Women’s Association. Will the newly elected officers please come forward?”

The new officers come forward and stand in a row beside the presiding officer, in this order: President, Vice President, Secretary and Treasurer. As each officer’s name is called, she steps forward, takes the oath of office and steps back again. The presiding officer then moves on to the next officer to be installed.

- **President:** “_____, you have been elected as the Chapter President. Your leadership will guide us in pursuing Chapter goals throughout the coming year. To you, all officers will look for guidance. To you, all members pledge their support. Do you accept these responsibilities and promise to fulfill to the best of your ability, the duties of president? If so, answer ‘yes.’”
- **Vice President:** “_____, you have been elected as the Chapter’s Vice President. It is your responsibility to serve as official host at all Chapter functions. Also, you are to assume the duties of the President in her absence. Do you accept these responsibilities and promise to fulfill, to the best of your ability, the duties of Vice President? If so, answer ‘yes.’”
- **Secretary:** “_____, you have been elected as the Chapter’s Secretary. You are to record the minutes of each meeting and make them available to the Chapter when needed. It is also your duty to handle all official Chapter communications and to make them available to the Chapter when needed. Do you accept these responsibilities and promise to fulfill, to the best of your ability, the duties of secretary? If so, answer ‘yes.’”
- **Treasurer:** “_____, you have been elected as the Chapter’s Treasurer. You are responsible for collecting and disbursing Chapter money and keeping an accurate account of all financial transactions. You are to provide a financial report each month, and you are to submit your records for examination by the auditing committee when requested. Do you accept these responsibilities and promise to fulfill, to the best of your ability, the duties of treasurer? If so, answer ‘yes.’”

Presiding officer addresses Chapter members: “In accordance with the Chapter Bylaws, these members have been elected and installed as the Executive Board of the Chapter, and will take office effective the first day of August. During their terms of office, they will lead us in our efforts to fulfill the mission of the American Business Women’s Association and strive to achieve Best Practices for Chapter management.”

Chapter members respond: “In return, we Chapter members are obligated to support them in their roles and to cooperate enthusiastically in all Chapter initiatives. In doing so, we will increase the effectiveness of our officers, ourselves, our Chapter and the national Association.”

Presiding officer asks: “Do you as members pledge your commitment to support our newly elected officers in performing their duties?” If so, answer ‘yes.’”

Transition of Officers

The current officers and committee chairs will continue to perform in their positions through July 31. During the transition period, June through July, the newly elected leaders create a plan, curriculum and budget for their term. In addition, the newly elected leaders should schedule a time to meet with the Chapter’s outgoing officers to review lessons learned, collect critical documents and keys to safety deposit boxes, passwords, etc. Signatures on bank accounts should be changed on the last day of the Award Year or the first business day after July 31.

Deactivation of a Chapter

A league may be deactivated if:

- There are no active members affiliated with the Chapter.
- The Chapter has not elected nor reported officers for two consecutive years.
- The Chapter's officers or committee chairs are not in good standing.
- The Chapter has not paid the \$125 annual liability insurance premium by **June 30**.
- The members affiliated with the Chapter have voted to deactivate.

After a Chapter has voted to deactivate, the meeting minutes should be submitted to ABWA National. ABWA National will provide the president or most senior officer a list of final instructions pertaining to Chapter funds, IRS, social media sites, Chapter property (Banners, Table Decorations, etc.).

Each member affiliated with the Chapter will maintain their national membership privileges until such time, they choose to affiliate with another ABWA Chapter or Express Network, or terminate their membership in the American Business Women's Association.

Upon written notification of the league's deactivation, the Chapter is not permitted to conduct business or any other activity as an ABWA Chapter or in the name of the American Business Women's Association.

Federal Employer Identification Number and Tax Exemption Requirements

Each league is responsible for obtaining a Federal Employer Identification Number (EIN), and tax exempt Letter of Determination and sending a copy of the documents to ABWA National. Filing forms and additional IRS information can be found online at www.irs.gov or in Community Connections. A copy of the league's EIN and Letter of Determination are maintained in a chapter's permanent file at the national office.

Finances

Each Chapter of the American Business Women's Association is an autonomous business unit, and is responsible for managing its overall operations and finances. Neither the Association nor any agent or representative of the Association shall be liable or responsible for financial obligations of ABWA Chapters, Express Networks, Councils and/or individual

Lobbying

Lobbying and political activity are two distinct activities. Understanding that lobbying addresses encouraging support of specific legislation (either for or against), and political activity addresses encouraging persons to vote for or against particular candidates for public office is important. These are general statements – what actually comprises lobbying and what comprises political activity has to be determined on a case by case basis.

Any expenditure for influencing or attempting to influence the selection, nomination, election, or appointment of any individual to any federal, state or local public office or office in a political organization, or the election of Presidential or Vice-Presidential electors, whether or not such individual or electors are selected, nominated, elected or appointed is SUBJECT TO TAX (IRC §527).

The exceptions to this rule are expenditures to speak at a public hearing regarding the election of a candidate to public office or the:

- (1) Internal communications with members, and their families (but not to the general public) that might involve support of particular candidates;
- (2) The conduct of nonpartisan registration and get-out-the-vote campaigns aimed at their members and families; and
- (3) The establishment, administration, and solicitation of contributions to separate segregated funds to be used for political purposes. Most EXPENDITURES by ABWA leagues/councils that are political will be subject to tax; in addition to the requirement of notice to dues paying members. If your league chooses to engage in lobbying or political activities, ABWA National must be informed in writing advance of such activities. Failure to do so may result in IRS taxes, penalties, and potential loss of the league's IRS tax-exempt status

Logos, Registered Trademarks and Intellectual Property

Trademarks are symbols that convey information to the public regarding the source, sponsorship and/or affiliation of products and services. Registered trademarks are owned by ABWA Management, LLC. and legally protected against unauthorized use under a system of state, federal and international laws.

The Association's name and logos are registered trademarks and, as such, may be displayed only on league stationery, booklets, newsletters, and websites. *Only leagues in good standing* are authorized to use ABWA's official trademarks and designated copyrighted materials. Members or leagues may not reproduce the ABWA emblem, logo or name on any commercial item without written permission from ABWA National. Use of ABWA registered trademarks shall create no rights for users to the marks or their use beyond those stated above. Logos shall remain at all times the sole and exclusive property of ABWA Management, LLC. For more information, download ABWA's Brand Guide from Community Connections.

Mailing List

Members names may not be used by ABWA leagues and Councils to distribute raffle tickets, or to solicit customers for non-ABWA functions, or to publicize local league events that are in direct conflict with nationally sponsored scheduled events including regional or national conferences with the exception of Just in Time webinars.

Membership Pin

The ABWA membership pin is traditionally worn on the left side of the chest. The ABWA membership pin may be plain or jeweled, a past president's pin, or a national officer's pin. Pins may purchase online or by calling 1-800-228-0007.

Memorial Service for Deceased Members

To honor a deceased member, your league may consider one or more of the following forms of tribute:

- Make a contribution in memory of the deceased member to SBMEF.
- Celebrate the member's life with a tribute in your league's newsletter.
- Conduct memorial service. Following are some suggested remarks from the presiding officer or member.

Presiding Member Comments:

"We are saddened by the passing of _____ member of the, _____ Chapter/Express Network. This evening, we would like to take a few moments to celebrate her life, and how it touched ours." (Presiding member or close friend of the deceased gives brief eulogy. The eulogy might include biographical facts about the member, her family, her professional accomplishments, her involvement in ABWA (offices held, awards received) and her community activities.

Presiding Member Comments:

"Scottish poet Thomas Campbell wrote, 'To live in hearts we leave is not to die,' _____ lives on in our hearts. (Pause) for a moment of silence.

New Member Installation

Membership Chair's Comments:

Invite your new members to come forward. Introduce each to the membership by giving a brief biography, including her name, firm and position. Tell about her previous ABWA involvement, if any.

President or Presiding Officer Comments:

"On behalf of the _____ Chapter of the American Business Women's Association, it is my pleasure to welcome you as a member in our Chapter. When you accepted membership in ABWA, you agreed to abide by the National and Chapter Bylaws. You also became an active supporter of our Association's mission, which is to bring together businesswomen of diverse occupations and to provide opportunities for them to help themselves and others grow personally and professionally through leadership, education, networking support and national recognition.

"We invite you to share in the goals of our Chapter, to stretch and grow, reach and learn as we build new friendships and master skills and experiences that are valued in business today. May your membership bring you many rewarding achievements. Welcome to the _____ Chapter!"

Parliamentary Definitions

Majority

A majority of votes is more than one half of the votes cast by persons legally entitled to vote, excluding blanks or abstentions cast by persons legally entitled to vote at a regular or properly called meeting at which a quorum is present. For example, if 40 members are present, and all of them vote, a majority would be 21. If only 35 votes are cast, a majority would be 18.

Quorum

A quorum of a Chapter shall be no fewer than one-third of the league's membership of record. A quorum must be present for the valid transaction of any league business. The right to vote is limited to members that are in good standing (nationally and locally) and who are **PHYSICALLY PRESENT** at the time a vote is taken at the meeting.

Member in Good Standing

A member who is current with both their local league and her national dues.

Membership of Record

The Chapter or Express Network membership (roster) on any given date. Only those members who are current with both their local and national dues are included in the membership of record. And only those members who are active (and in attendance) are eligible to vote on Chapter business (e.g., standing rules, budget, meeting place, time and Chapter dues, officers, etc.)

Parliamentary Procedures

- 1) All members have the same privileges. Every league member may introduce business, participate in discussions and vote.
- 2) The right to vote is limited to members in good standing who are actually present at the time a vote is taken at a meeting in accordance to Article VI, Section 4 in the Chapter Bylaws.
- 3) Only one motion or topic may be under consideration at one time.
- 4) Only one member may have the floor at any one time. Any member desiring to obtain the floor should first stand, address the chair, and be recognized before speaking to the league.
- 5) **Silence gives consent.** Members who do not vote when the vote is taken, by their silence, agree with the decision of the majority of voting members.
- 6) A majority of approval of those present is necessary for the passage of any motion. For example, if 30 votes are cast, a two-thirds vote is 20; if 31 votes are cast, a two-thirds vote is 21. Examples of motions requiring two-thirds votes are:
 - a. A motion to stop discussion or debate.
 - b. A motion to close nominations.
 - c. A motion to rescind or amend an action previously taken without giving members prior notice that the matter will be considered at that meeting.

Processing a Motion

A motion is the means by which business is introduced to the Chapter. The term "motion" means a formal statement that certain action be taken. A motion should be made and seconded prior to discussion by the league.

The eight steps to processing a motion are:

1. **Obtaining the floor:** A member rises and addresses the chair (presiding officer), "Madam President".
2. **Assigning the floor:** The chair recognizes the member and assigns her the floor by calling her name.
3. **Making the motion:** The member introduces the motion by saying, "I move that..."
4. **Seconding the motion:** Another member says, without rising, "I second the motion." It is not necessary to be recognized by the chair nor to obtain the floor to second a motion.
5. **Stating the motion:** The chair states the motion, "It has been moved and seconded that..." (The chair can aid in the wording of the motion for clarity).
6. **Discussing or debating the motion:** The chair opens the discussion by saying,
 - "Are there any remarks?"
 - "Is there any discussion?" or,
 - "Are there any questions?"

Processing a Motion (cont'd)

7. **Putting the question to a vote:** When no other remarks are forthcoming, the chair states, "The yeases have it;" or the "noes have it"...(repeating the content of the motion).
8. **Announcing the results:** The chair states, "The yeases have it; the motion is carried and (repeating the content of the motion)" OR "The noes, have it and...(repeating the content of the motion)."

Rules of Debate

- All remarks are directed to the chair (presiding officer).
- The chair does not participate in the debate as long as she occupies the chair. If the chair feels it necessary to participate in the debate, she asks the vice president/president-elect to preside, and takes her place in the audience. She then follows the same procedures as any other league member. The presiding officer does not return to the chair until the issue has been decided.
- The member who makes the motion should be allowed to be the first speaker for the adoption of the motion if she so desires. The maker of the motion may vote against it, but may not speak against her own motion.
- All members of the Executive Board and Committee Chairs may make motions and participate in the discussion.
- Debate must be confined to the merits of the motion; remarks must not involve personalities.
- No member may speak more than twice to the same question at the same meeting; the second time only after all others who wish to speak have done so.
- The time for debate is after the motion is stated by the chair.
- It is not necessary to follow formal rules of debate in Executive Board or Committee meetings or during brainstorming session.

Methods of Voting

Voice Vote: Most commonly used to obtain the decision of the league on any issues or motion which requires a majority vote. The procedure for taking a voice vote is described in steps 7 and 8 of "Processing a Motion."

General Consent: Used in approving minutes or adopting other reports (like Standing Rules), not requiring any action. The chair states, "Are there any corrections? If not, the minutes stand approved," or "If there is no objection..." However, if one member objects, a vote must be taken.

Show of Hands or Standing Vote: Used when the actual number of those voting for and against the motion needs to be counted. It may also be used when a voice vote result is questioned.

Division of Assembly: Very similar to a show of hands or a standing vote. Those members voting "yes" are asked to stand and move to one side of the room, and those voting "no" are asked to move to the other side of the room. This division allows for accurate count to be made. A division of the assembly can be requested by the chair, or any other member. The member does not need to wait for recognition, she merely needs to call "division of assembly." If it is obvious the decision is close, the chair should welcome such a request by a member because it keeps her from declaring the results of a closed issue.

Ballot: Can be used when secrecy is desired. Many times a ballot vote will provide the league with a more representative opinion. Any member can move the vote to be taken by ballot. Tellers are appointed for all ballot votes and the exact number of votes for and against are announced by the chairman of the tellers. The chair declares the results of the ballot vote by stating, "By your votes, you've elected..." OR "By your votes, you've decided..."

Voting Rights of the Chair: The chair may vote any time there is a ballot vote, at the same time the other members are voting. In a show of hands, standing or division of assembly vote, **the chair does not vote** unless it will affect the outcome; either make or break a tie. Any vote which ends in a tie is a lost vote. The proposition or motion is defeated. If a ballot vote for an office ends in a tie, the members re-ballot until one candidate receives a majority.

Probation of a Chapter

The most common reasons that a league is placed on probation are:

- The Chapter has failed to hold an annual election.
- The Chapter has not reported the officers that were elected.
- The officers elected are not members of the American Business Women's Association.
- There are no members serving as officers (in accordance to Articles IV and V of the Chapter Bylaws).
- The Chapter has not paid its annual liability insurance premium.
- The Chapter has not maintained compliance with the Proud Code of Conduct.

Records Retention

The term “records” includes charter documents, minute books, and records of activities, correspondence, contracts, bank accounts, receipts, IRS filings, and any paper or electronic that in any way relates to the Chapter or its activities. The Chapter’s Treasurer and Executive Board must decide when records should be kept or destroyed, although ABWA National recommends that a Chapter maintain its critical documents for a period of seven years. Because of the range of records, and because a Chapter is subject to different state laws, ABWA National recommends that every Chapter develop a written record retention schedule that would be applicable for all members who serve on the Executive Board. The schedule would help to ensure that the Chapter’s records are available for inspection (by the state or federal government) and would also demonstrate that the Chapter has made systematic judgements about retention and disposal of records based on usefulness and applicable law.

Records should be kept in a safe place. Records include the Chapter’s charter, National, and Chapter Bylaws and the Chapter’s standing rules; tax returns; audited/reviewed annual financial statements; membership lists and records; copies of SBMEF contributions and request forms; bookkeeping journals and ledgers; minutes of board meetings; financial policies and guidelines, and historical records (archives). Current records should be easily accessible to the Executive Board. The Executive Board is the custodian of the Chapter’s records for their term only. Chapter records are the property of the Chapter, not of any individual member affiliated with the Chapter.

Secondary Membership (members affiliating with a second local league)

A member may choose to affiliate with two ABWA leagues including; two Chapters, two Express Networks, or a Chapter and an Express Network however, the member must decide which league will be her primary league.

To have the same benefits and privileges in both leagues, the member must complete and submit the secondary membership application form and pay an additional \$50 administrative fee to ABWA National. The secondary membership application form may be downloaded from the National Resources in Community Connections.

A member with a secondary local league affiliation shall be eligible to participate in the privileges and benefits of both leagues provided she is in good standing with both national and local dues. For example, a member with a primary and secondary league affiliation is eligible to serve on the Executive Board, be a committee chair, or be honored as a Woman of the Year in both her primary and secondary league during the same Award Year.



Special Meetings

Special meetings must be conducted similar to regular meetings. Under the current bylaws, a special meeting must be called by the president or the majority of the Executive Board. The presiding officer would be the president however, if the president is not in attendance, she could appoint a presiding officer.

Transfer of Membership

An active member may request a transfer from one ABWA league to another league. A member with a second local league affiliation may also request changes. The member is responsible for notifying ABWA National in writing which league she is transferring her membership to in a timely manner otherwise, her membership does not get transferred.

Vacant Officer Position

Refer to page 4, Article V, Section 4 of the Chapter Bylaws.

Raffles, Casino Nights and Sweepstakes

There are significant restrictions on the conduct of any games of chance (charitable or any other type of “gambling”) under the laws of most states. Missouri is one of the rare exceptions, as it has Constitutionally excluded charities from the restrictions on gambling. However, we believe it to be the only state to have done so. Under the laws of most states, gaming and games of chance are illegal lotteries and strictly prohibited except in those instances where state laws allow for regulated gambling by charitable organizations. Thus, as a basic rule of thumb, any game of chance where the three elements of “prize,” “chance,” and “consideration” exist is defined as an illegal lottery. A raffle (where persons have to buy a ticket to participate) clearly fits these parameters and is typically illegal. Poker and other gambling activities are also generally precluded under state laws.

In the charitable fundraising area, there are three basic exceptions to this general rule. Some states specifically allow “charitable raffles” to take place, but only after a charity files for and receives a special permit to conduct such a raffle and then only under the strict provisions of the state’s law enabling the raffle.

Secondly, most states allow for “sweepstakes” activities – where the element of “consideration” is taken out. In short, you must allow persons to participate without making a purchase or donation.

Third, “contests” are generally lawful. A skill-based or talent-based contest (“contest”) differs from lotteries/raffles and sweepstakes because the winner is not selected at random, thus eliminating the element of “chance.” Rather, the winner is selected based upon his or her display of skill or talent which is demonstrated in the manner and medium described in the rules of the contest.

Charitable Raffles/Casino Nights/Sweepstakes

The variances from state to state in the regulation of charitable gambling – primarily through raffle activity - makes it very difficult, if not impossible, to conduct raffles on a nationwide basis. This does not necessarily mean that raffles could not take place on a much more limited geographic basis – requiring individual state review and licensure. The primary hurdles are physical presence, prize limitations, advertising restrictions, and the need to obtain a license or permit from the state (if required) in which the raffle or gambling will take place.

In so many instances, it is much easier and more advisable (although slightly more complicated) to conduct traditional raffle-like fundraising activities as “sweepstakes.” As set forth above, there is an important distinction to be made between a “sweepstakes” and a “raffle.” Most organizations can accomplish everything they want to accomplish in a fundraising promotion/drawing by structuring it as a sweepstakes rather than a raffle. There is really no practical or legal way to structure a prize promotion in the form of a “raffle” and not run afoul of the majority of state laws which prohibit illegal lotteries.

As described above, an illegal lottery, by definition, is an activity that includes the elements of “prize,” “chance,” and “consideration.” Raffles fit this definition. The difference between a “raffle” and a “sweepstakes” is typically the elimination of the element of consideration, or payment of money, as a pre-requisite to entry. The simplest way to do that is to structure the promotion so that one who wishes to enter does not have to pay/purchase/donate to enter. With an alternate, free method of entry, the drawing simply becomes a sweepstakes. It is very important for the rules to specifically, if not boldly, disclose that no purchase or contribution is necessary to participate.

In addition to state lottery laws (which again will not have application so long as the promotion is truly a sweepstakes), four federal agencies (the Department of Justice, the U.S. Postal Service, the Federal Trade Commission, and the Federal Communications Commission) enforce federal laws that specifically apply to sweepstakes, only some of which are listed below:

- 1) 18 U.S.C. 1301 prohibits the transportation of lottery tickets in interstate commerce;
- 2) 18 U.S.C. 1302 prohibits the mailing of lottery tickets;
- 3) 18 U.S.C. 1304 prohibits the broadcasting of lottery information;
- 4) 47 CFR 73.1211 prohibits television or radio stations from disseminating advertisements or information about lotteries; and 39 U.S.C. 3001(a) *et seq.* prohibits the use of the U.S. Mail to disseminate lotteries.

There are a handful of states that have laws applicable to sweepstakes depending on the value of the prizes and the medium through which they are conducted (primarily via direct mail). Some states require marketers to post bonds (New York and Florida, when total value of prizes exceeds \$5,000) and many states require specific disclosures in specified font types in immediate proximity to a sweepstakes headline, while some others require disclosures on a sweepstakes envelope if conducted by direct mail. Most of this compliance can be accomplished in the rules and in the actual operation of the sweepstakes. Absent holding the drawing in New York or Florida, those states will not apply their registration and bonding to the organization.

Charitable Raffles/Casino Nights/Sweepstakes (cont'd)

Another important issue is to afford non-paying sweepstakes participants the same ability to compete for the same prizes in the same time frame and format as those who make a donation to participate. This is known as the Equal Dignity Rule. To comply with the Equal Dignity Rule, ABWA and/or its *chapters* must avoid any perceived form of discrimination against non-paying participants. Disparities between paying and non-paying sweepstakes participants include:

- Diminished number of chances to win;
- Different prizes or different prize pools;
- Different deadlines; and/or the speed of response

Such disparities could subject a sweepstakes to legal scrutiny. This creates some concerns for Internet-based "instant winner" contests or sweepstakes, where it is physically impossible both to offer an alternate means of entry and to allow for the time delay needed for offline entrants to mail, fax or even phone in a response. Logic dictates that contests and sweepstakes promoted only online can reasonably be limited to requiring online methods of both entry and winner notification without running afoul of the Equal Dignity Rule. If an alternate means of entry is permitted, disclosure of the alternate method of entry in prominent locations in the rules or website, is important. If an alternate means of entry is permitted, disclosure of the alternate method of entry in different, prominent locations in the rules or website is important.

Raffles, Contests, and Sweepstakes Should Have Written Rules

The heart of any raffle or sweepstakes promotion is the "Official Rules." These rules constitute the contract between the organization and the consumer. By accepting the rules and agreeing to be bound by them, a participant enters into a binding contract with the organization. At a minimum, the items listed below should always be included in the rules of either a raffle or a sweepstakes conducted by ABWA Councils, Chapters and Express Networks:

- NO PURCHASE NECESSARY (suggested that this be prominently stated);
- Eligibility requirements, such as age, residence (may want to limit eligibility to U.S. residents, to residents of certain states, and to adults only, and be aware of foreign language requirements in some countries which may apply depending on the geographic reach of the promotion);
- Exclusions (should restrict eligibility and advise entrants that they will shut the sweepstakes or contest down if "hackers" and "flammers" attempt to affect the outcome of the sweepstakes or overload the capacity of the site);
- Duration and deadlines;
- Instructions on playing (if applicable);
- Entry procedure;
- Prize description(s);
- Odds of winning (take care in computing);
- Not responsible for lost/delayed mail or e-mail, printing or posting typographical errors;
- How winners are selected;
- Right to obtain winners' names and how to do so;
- Right to publicize winners' names and likenesses;
- Method of distributing prizes not claimed;
- Liability release; and
- **VOID WHERE PROHIBITED BY LAW**

The foregoing covers drawings/prize promotions engaged in at any level and through any medium. With specific application to direct mail sweepstakes (even though it is unlikely that ABWA will engage in such activity as most direct mail sweepstakes are "preselected winner" such as the famous Publisher's Clearinghouse Sweepstakes) there is a federal sweepstakes law that is a postal regulation and that has specific application to any sweepstakes advertised, offered or otherwise conducted through the mail. Specifics follow – but again – remember that the above information is going to have greater relevance and application to typical sweepstakes activity.

Federal legislation also exists governing mailed sweepstakes and contests. The law is titled the "Deceptive Mail Prevention and Enforcement Act" and prohibits the mailing of deceptive material relating to sweepstakes, skill contests, facsimile checks, and mailings made to look like government documents.

The Act requires certain disclosures and is limited to mailed solicitations which provide an opportunity to enter a contest or sweepstakes. It does not apply to on-air advertisements or other types of media not involving the mail. Mailings that only provide general information on a contest or sweepstakes rather than an opportunity to enter are not subject to these disclosure requirements. Advertisements in newspapers, magazines and other periodicals are also not affected provided that the ad is not directed to a specifically named person and the ad does not offer an opportunity to purchase a product or service.

Contests – As Gaming/Prize Promotion

Again, the other common method of fundraising promotion is the “contest.” All relevant facts and circumstances must be considered in determining if the contest is a *bona fide* contest, as opposed to a raffle or other random drawing. This analysis involves considering the following factors:

- What degree of skill is required to make the submission?
- Is the person eligible to enter the promotion likely to have the degree of skill necessary to win?
- Is what the entrant is required to submit likely to demonstrate a particular skill?
- Are there criteria for judging which can be applied by persons with appropriate training to serve as judges?
- Is there a contest entry fee or equivalent, such as a “required donation?”

It is important that a contest be structured so that measurable and ascertainable skill is involved to reach a winner, and that judging criteria be established and followed to reach the winner decision.

For skill contests, rules are equally important. Following are the basics for any set of rules for a contest of skill (as opposed to a raffle or sweepstakes). The official rules should contain at least the following disclosures:

- Complete name and address of the sponsor and promoter of the contest (Plan)
- The number of rounds or levels – it may just be one.
- That no entry fee or other consideration is required.
- The identity or description of judges and their qualifications.
- How winners will be determined and when.
- Number of prizes, the accurate description of each prize, the retail value of each prize.
- Geographic area of the contest.
- Opening date and scheduled termination date of the contest.
- Where and when a list of winners can be obtained (this can simply be Plan’s address).

Other items that should be included in contest rules include any special eligibility requirements, an exclusion of employees of the sponsor from participation, a general release of liability, agreement with the rules and acknowledgement that the decisions of the judges are final, etc., and agreement/release to use the winner’s name and likeness. Once the official rules are published and posted, they must be followed exactly and cannot be changed.”

We also recommend that the rules state that any taxes owed on the prizes are the sole responsibility of the winners (based on the described prize, there may be no taxable value). This is true with a raffle, sweepstakes, contest, or other gaming.

Glossary of League Resources and Frequently Used Terms

Acronyms Frequently Used

ABWA - American Business Women's Association

ABWF - American Business Women's Foundation

BP - Best Practices in League Management

BSTR– Business Skills Tuition Reimbursement is a scholarships program available in the Stephen Bufton Memorial Educational Fund

EN - Express Network

MIS– Member Interest Survey

NWLC - National Women's Leadership Conference

ORG– Outright Grant is a scholarships program available in the Stephen Bufton Memorial Educational Fund

SBMEF– Stephen Bufton Memorial Educational Fund

TT - Top Ten Business Woman (or women) of ABWA

WOY - Woman of the Year

ABWA Ambassador

An Ambassador is a prominent representative of the American Business Women's Association, who has served on the National Board of Directors or has been selected as a Top Ten Business Woman of ABWA. She is an advocate and communicator of the Association's mission within the organization as well as in her personal and professional life.

APEX Campus

The Apex Campus is ABWA's E-Learning Portal for members only where you will find a huge cache of job specific knowledge bundled into four different modules including; How to Be Heard, Job Suite, School of Lean and School of Six Sigma. After course completion, you can download a certificate to show and share your commitment to advancing your business acumen with your clients and employer.



Best Practices in League Management

One of ABWA's most prestigious awards is the Best Practices Award recognizing leagues (Chapters and Express Networks) for their achievements. By achieving Best Practices, leagues ensure the sustainability of their league, their district and the American Business Women's Association. Leagues receiving a Best Practice Award will be recognized at ABWA's National Women's Leadership Conference in at the Best Practices Awards Gala. Download the *Best Practices in League Management* Informational Guide from Community Connections



Brand Guidelines

How the American Business Women's Association is perceived is in large part attributed to the brand image, public perception, and the consistency of communications that shape the mindset of the ABWA community and future members. As such, the objective of the brand guidelines is to define the graphic standards for the use of ABWA's registered marks to create a uniform brand identity and to increase the visibility of the Association across all markets.

Chapter Woman of the Year (WOY)

Annually, a Chapter recognizes a member for her outstanding achievements and contributions to the Chapter by selecting her as the Chapter Woman of the Year.

Chapter Officers (Executive Board)

The Executive Board, comprised of the elected Chapter officers, has general supervision of the affairs of the Chapter, sets the time and place of Executive Board meetings, makes recommendations to the league's membership and performs such other duties as specified in the Chapter Bylaws and Standing Rules. The Executive Board is responsible for goal-setting, planning and general oversight of the league.

Community Connections

Community Connections is the place you can connect with other members from your Chapter, and members nationwide PLUS, download all of ABWA's national resources. To access, you must be an active member with a valid email address.

Formations

New Chapters are essential to maintain ABWA's strength and vitality in your community and across the nation. Starting a new Chapter is an excellent opportunity to acquire the knowledge, experiences and skill sets to advance your career and grow your professional network. Download the informational guide titled, *Create A Community....* from the National Resources in Community Connections and/or contact ABWA's Formations Manager, Angela Zuba at 913-732-5100.



GAP Analysis

The GAP analysis is a process to help league officers identify the "GAP" between the Chapter's current performance with the ideal performance (the standards deemed most ideal for a strong a vital Chapter) by evaluating and ranking the Chapter in five areas of Best Practices; Strategy, Operations Management, Annual Curriculum, Strength and Vitality, and the ABWA Brand. Download the *GAP Analysis for League Leaders* Informational Guide from the National Resources in Community Connections.

Hand of Friendship—Inner Circle Recognition

Special recognition and exclusive awards are earned by ABWA members who have shown their active desire to see the American Business Women's Association grow by recruiting new members. When a member has sponsored 11 new members, she is an official member of the Inner Circle of the Association and receives the gold Inner Circle charm and bracelet. Download *The Hand of Friendship Informational Guide* from the National Resources in Community Connections.



Leveraging Your ABWA Experience

This informational guide (aka the professional development plan) outlines the benefits of membership at the local and national level. In addition, it provides a usable format for members to define their ONE MAIN GOAL (OMG) in any 12 month period, the skill sets, experiences, and knowledge they will need to achieve their OMG, and a template for tracking progress. Download the *Leveraging Your ABWA Experience Informational Guide* from the National Resources in Community Connections.

Protégé Award

The Protégé Award is a great way to recognize a deserving first year member for making a valuable contribution to her Chapter in her first year of membership. Order your Protégé' Certificate, Pin and Ribbon from ABWA National.



Top Ten Business Women of ABWA

Each year, ten members of the Association are recognized nationally for exceptional achievement in the areas of community engagement, professional development and contribution to their league and the National Association. Download the *Top Ten Guide Informational Guide* from the National Resources in Community Connections and order your Top Ten Trophy from ABWA National.



Twenty-Five Year Member Recognition

Members who have completed 25 years of membership with ABWA will receive a 25-year recognition pin from ABWA National. Subsequent guards are available from the ABWA Merchandise department for 30, 35, 40, 45, 50 and 60 year members. A special recognition event is scheduled each year at the National Women's Leadership Conference.



Stephen Bufton Memorial Educational Fund (SBMEF)

There are four unique scholarship programs offered through SBMEF; National Scholarship, Outright Grant, Business Skills Tuition Reimbursement and the Impact Scholarship. Download the *Stephen Bufton Memorial Educational Fund Informational Guide* from the National Resources in Community Connections or contact SBMEF Administrator, Jill Miller at jmiller@abwa.org