

ARTICLES OF INCORPORATION

AND

BYLAWS

OF

MINNESOTA FEDERATION OF BUSINESS AND PROFESSIONAL

WOMEN'S CLUBS, INC. (MFBPW)

dba MINNESOTA BUSINESS WOMEN (MBW)

ARTICLES OF INCORPORATION

In order to operate as a corporate entity under Minnesota Statutes, Chapter 317A, the following Restated Articles of Incorporation have been adopted by the Board of Directors.

ARTICLE I

The name of this corporation shall be the MINNESOTA FEDERATION OF BUSINESS AND PROFESSIONAL WOMEN'S CLUBS, INCORPORATED, located at 15725 N 2nd Ave., Plymouth, Minnesota 55447-4005.

ARTICLE II

This corporation is organized for the purpose of promoting and elevating the status of women in business and professions under Section 501(c)(6) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purpose, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purpose.

ARTICLE III

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any Member of the corporation not qualifying as exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or Officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE IV

The corporation shall have one or more classes of members as provided in the corporation's bylaws. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

ARTICLE V

No Member, Officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or Directors be subject to the debts or obligations of this corporation.

ARTICLE VI

At the time of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

ARTICLE VII

In witness whereof, the undersigned officer certifies that she has been authorized by the Board of Directors to execute these Restated Articles and further certifies that these Restated Articles correctly set forth all prior amendments to the corporation's Articles, subject to the penalties of perjury as set forth in Minnesota Statutes Section 609.48 as if she had signed these articles under oath.

/s/ Kathy DeLonais-Adams, President
August 21, 2001

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BYLAWS

ARTICLE I NAME

The name of this corporation shall be the MINNESOTA FEDERATION OF BUSINESS AND PROFESSIONAL WOMEN’S CLUBS, INC. (MFBPW), dba: Minnesota Business Women, also known as MBW.

ARTICLE II MISSION

The mission of Minnesota Business Women shall be: Working women working together to promote personal empowerment, professional development, and political awareness for the women of Minnesota.

ARTICLE III POLICIES

SECTION 1. Minnesota Business Women shall be non-sectarian, non-partisan, and non-profit.

SECTION 2. The mission and objectives of Minnesota Business Women shall in every case be the mission and objectives of all clubs thereof.

SECTION 3. No individual, committee, or club shall represent the organization officially, either in correspondence, publication or in person, without the authority of the board of directors.

ARTICLE IV MEMBERSHIP

- SECTION 1. Membership shall be open to any individual who supports the mission and objectives of Minnesota Business Women.
Membership categories shall be:
- (a) Active Member
 - (b) Student Member
Individuals enrolled full-time in a college or a university, or any other accredited educational institution.
 - (c) Member-at-Large
Individuals with affiliation at the state level only.
- SECTION 2. Active Members and Student Members shall belong to clubs. (Student membership is NOT MANDATORY at the club level.)
- SECTION 3. A member in good standing may request transfer from one club to another. A club may not refuse to accept the transfer of a member in good standing.
- SECTION 4. The only criteria for membership shall be per Article IV, Section 1, and the payment of appropriate dues.
- SECTION 5. To remain in good standing a member's dues must be current.
- SECTION 6. Dues are payable annually on the first of June of each year. Members joining during the year will pay a prorated amount for the first partial year of membership. See Appendix for dues amounts.

ARTICLE V CLUB REQUIREMENTS

- SECTION 1. A club is eligible for admission to Minnesota Business Women if:
- (a) it has a minimum of five (5) members; and
 - (b) it submits club bylaws not in conflict with state bylaws and policies.
- SECTION 2. A club applying for membership in Minnesota Business Women shall forward to the state treasurer all documents and dues required by Minnesota Business Women.
- SECTION 3. When a club has met all state requirements, a charter signed by the state president shall be presented to the club.
- SECTION 4. Bylaws shall be submitted to the state for review when changes occur in club or state bylaws.
- SECTION 5. To remain in good standing, a club must
- (a) maintain membership of at least five (5) members or it will be dropped at the end of the second fiscal year; and
 - (b) pay all dues and fees to Minnesota Business Women when due.
 - (c) 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.
- SECTION 6. 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.

ARTICLE VI FISCAL YEAR

The fiscal year shall be June 1 through May 31.

ARTICLE VII BOARD OF DIRECTORS

SECTION 1. The board of directors shall consist of the members elected, or appointed, by the clubs (*see Article V, Section 6*).

1. The board of directors shall hold its first meeting during the month of June and shall elect a president, secretary and treasurer. The previous president will preside at the June meeting until the new president is elected.

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

SECTION 3. Vacancies in office shall be filled as follows:

- (a) In the event of death, resignation, or incapacity of the president, secretary or treasurer, the board of directors shall, within 30 days, elect a new officer for the open position.

SECTION 4. The board of directors shall transact the business of Minnesota Business Women. Specific duties shall be to:

- (a) insure that the treasurer and other persons entrusted with the handling of funds or property of Minnesota Business Women be sufficiently bonded;
- (b) be responsible for having an annual audit of all state funds performed by the auditor by July 31 of each year;
- (c) create a special committee when necessary to carry out a specific task which does not fall within the responsibility of any standing appointee; and
- (d) ratify appointments of standing appointees, special committees, and other appointments where approval is required.

SECTION 5. Meetings of the board of directors shall be held:

- (a) during the month of June (see Article VII, Section 1);
- (b) when called by the president;
- (c) when called by a majority of the board of directors upon written notice to every member;
- (d) by telephone conference call of the president or by a majority of the members of the board of directors;
- (e) quorum: majority of the board of directors including representation from at least ½ of the clubs (*example: if there are 13 directors and 8 clubs...a quorum would be 7 voting directors representing a minimum of 4 clubs*); and
- (f) no member shall have more than one vote and no voting by proxy shall be allowed.

SECTION 6. A vote of the board of directors may be taken by phone, by mail, or e-mail, at the request of the president when necessary. Such a vote shall have the force and effect of a vote taken at a meeting. For conference call meetings, a roll call vote shall be taken.

ARTICLE VIII DUTIES OF OFFICERS

SECTION 1. The president shall be the principal officer of Minnesota Business Women and shall:

- (a) preside at the annual event, special meetings, and meetings of the board of directors;
- (b) be an ex-officio member of all committees;
- (c) appoint a parliamentarian, standing appointments, task forces, and special appointments, as needed, subject to the approval of the board of directors;
- (d) send to each member the official call to any special meeting at least thirty (30) days prior to the first day of the meeting;
- (e) require each club to submit names and addresses of club officers and chairs to the state president by June 1; and
- (f) appoint meeting/event personnel as needed.

SECTION 2. The secretary shall:

- (a) record the proceedings of all meetings. A copy of such minutes shall be furnished to the board of directors within two weeks following each meeting;
- (b) perform the duties of the president in the absence of the president; and
- (c) maintain current and two years prior records on site at all official meetings, with all information prior being turned over to the state historian.

SECTION 3. The treasurer shall:

- (a) be responsible for all monies of Minnesota Business Women;
- (b) collect state dues and fees from clubs and members-at-large;
- (c) present written reports at all meetings;
- (d) disburse funds only upon the approval of the president and/or the written order of the finance chair;
- (e) serve as an ex-officio member of the finance committee;
- (f) file the annual tax statement before materials are turned over to the successor;
- (g) deliver to the successor all funds, securities and records not later than sixty (60) days after the close of the fiscal year (May 31);
- (h) perform the duties of the president in the absence of the president and the recording secretary;
- (i) collect from clubs and share membership records for club members and members-at-large with the appropriate positions or persons at state and club levels; and
- (j) return club dues to the club within 30 days of receipt of payment.

ARTICLE IX STANDING APPOINTMENTS

SECTION 1. The standing appointments of Minnesota Business Women shall be auditor, bylaws, finance, legislation and membership.

SECTION 2. To be eligible to serve as a standing appointment or member of a committee, a member must:

- (a) be in good standing; and
- (b) officially and publicly support the legislative platform.

SECTION 3. Standing appointments shall be for a term of one year and may be reappointed.

SECTION 4. It shall be the duty of the auditor to audit the financial records of all state funds within 90 days following a state function and immediately then submit the report to the board of directors. A full report of the annual audit shall be presented to the board of directors.

SECTION 5. The bylaws appointee shall receive proposed amendments and shall prepare them for presentation to the board of directors and shall review club bylaws as requested for approval. The bylaws appointee will notify clubs of needed changes following any changes to the state or model club bylaws and remind them to send in their club bylaws for review within 3 months.

SECTION 6. The finance appointee shall serve as a member ex-officio without vote on all committees whose program requires the expenditure of monies. Duties are to prepare an annual budget for Minnesota Business Women and to have general supervision of all expenditures.

SECTION 7. The legislation appointee shall prepare and present to the board of directors the annual legislative platform. The board of directors, a club, or a legislation committee may propose changes to the state legislative platform. It shall be the duty of the appointee to receive proposed changes to the platform and to make recommendations on all proposed changes. The appointee shall implement the legislative platform adopted by Minnesota Business Women.

SECTION 8. It shall be the duty of the membership appointee to promote, expand, stabilize and orient the membership.

ARTICLE X ANNUAL EVENT

- SECTION 1. Minnesota Business Women shall hold an annual event, the date and place to be determined by the board of directors.
- SECTION 2. Any member may register to attend any Minnesota Business Women event. A registration fee, if applicable, shall be paid by all members who attend any or all event sessions. Non-member registration fee will be an additional \$60.
- SECTION 3. In keeping with our mission statement, it shall be the focus of the state annual event to promote personal empowerment, professional development, and political awareness for the women of Minnesota.

ARTICLE XI SPECIAL MEETINGS

- SECTION 1. Special meetings may be called by the president or the board of directors or upon written request of ten (10) members. A special meeting of the membership shall be held to amend bylaws.
- SECTION 2. A written call must be sent to all members at least thirty (30) days prior to the meeting.
- SECTION 3. The call must provide time, place and exact purpose of the meeting.
- SECTION 4. 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 5. No member shall have more than one vote and no voting by proxy shall be allowed.

ARTICLE XII PUBLICATION AND WEB SITE

- SECTION 1. The *Minnesota Business Woman* shall be the official publication of Minnesota Business Women.
- SECTION 2. The editor of the publication shall be:
(a) appointed by the president with the approval of the board of directors; and
(b) accountable to the board of directors.
- SECTION 3. The editor may appoint staff to assist in administration of the publication.
- SECTION 4. The board of directors shall determine the number of issues, publication and mailing dates of the publication, select the printer, and consider all matters relating to the administration including recommendations of the editor.
- SECTION 5. The state will maintain a Web site where the state publication will be available electronically.
- SECTION 6. The funds for the publication and Web site shall be included in the state budget.

ARTICLE XIII PARLIAMENTARY AUTHORITY

The rules of parliamentary procedure comprised in the current edition of *Robert's Rules of Order Newly Revised* shall govern all proceedings of Minnesota Business Women, subject to such special rules as have been or may be adopted.

ARTICLE XIV AMENDMENTS

- SECTION 1. Amendments to these bylaws may be proposed by the board of directors, by any five members of at least two clubs, or a bylaws committee.
- SECTION 2: All proposed amendments shall be sent to the state bylaws chair for appropriate presentation to the board of directors and at a special meeting held to consider the amendment(s).
- SECTION 3: Written notice of proposed amendments must be given to all members at least 30 days before the special meeting at which the proposed amendment is to be voted on. Amendments to these bylaws must be approved by two-thirds of those members present and voting.
- SECTION 4. A unanimous vote shall be required for approval of any amendment proposed from the floor of the meeting without prior consideration by the members. Such amendment must be submitted to the bylaws appointee.
- SECTION 5. When an amendment is adopted to the state bylaws which affects club bylaws, each club shall automatically amend its bylaws to conform.

ARTICLE XV DISSOLUTION

Upon dissolution of this corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to an entity that has qualified for exemption under section 501(c)(3) of the Internal Revenue Code and state tax regulations. The voting body will approve which entity that is. None of the assets will be distributed to any member or officer of this organization.

Approved, April 26, 2014 – effective May 1, 2014.

_____ Date _____

MINNESOTA BUSINESS WOMEN BYLAWS APPENDIX — DUES

ACTIVE MEMBER	
Total amount of Dues *	
TO: Minnesota Business Women **	\$ 12.00
STUDENT MEMBER	
Total amount of Dues *	
TO: Minnesota Business Women **	\$ 6.00
MEMBER-AT-LARGE	
Total amount of Dues *	
TO: Minnesota Business Women **	\$ 60.00

* For new members joining after June 1, dues will be prorated.
**Includes State Publication

Approved April 26, 2014 – effective June 1, 2014.