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| **Reason for the**  **Proposed Change** | **Bylaw Section** | **Proposed Changes\***  **\* Italics – New language added**  **Strikethrough – Language deleted** |
| Most members complete the member application online and even if it is on paper do not necessarily submit it directly to the VP of Membership. We wanted to address this bylaw so it matched current procedure and to make it more general/flexible for future years. | **3.2.2 Admission to Membership** | The individual completes a membership application ~~to the Vice President-Membership~~ *to the Board of Directors.* |
| This has come up several times over the last several years where someone asks if they can either transfer their membership directly to another individual OR more often, when an employer/business pays for the membership of someone and that person resigns from the business – what does that mean for their OBW membership – can they still attend or does the business get to send someone new for the remainder of that term?  Last year’s Board wanted to address this and make it clear that OBW memberships are assigned to individual members – regardless of who pays – and so those memberships stay assigned to an individual despite employment change. However, we also wanted to provide the Board the ability to approve membership transfers within a business/company.  Then the issue came up of refunds of pre-paid lunches, particularly when the employer/business pays. Again, we wanted to make it clear that refunds will only be granted in limited circumstances and only upon request. | **3.4 Transfer of Membership Interest** | A member of OBW may not transfer her *or his* membership or any right rising from it, *unless (i) the Board of Directors approves such membership transfer, (ii) the transfer occurs between two individuals within the same business, and (iii) the membership and all rights associated therewith are transferred entirely to the new member. All OBW memberships must be assigned to one individual. For clarity, a membership may not be assigned to a business for use by different individuals associated with that business and an OBW member may not allow other individuals to use her membership.* *In the event a member or business requests a refund or transfer of a member’s dues or other pre-paid fees, the Officers shall review the request and decide an appropriate course of action.* |
| This was a frequent issue for several previous Board terms. There was not clear direction on the issues needed to be taken to the Membership for vote/decision and what the Board could decide on its own. The bylaws as drafted on not clear on this, because it does not define what type of matters members are entitled to vote on. | **3.6 Member Voting Rights** | 3.6.1 Each member is entitled to one vote on each matter ~~voted on by the members~~ *submitted to the members for vote. Members are entitled to vote on the following issues: (i) amendments to the bylaws; (ii) election of the Board of Directors; (iii) dissolution of the organization; (iv) sale of any OBW assets; (v) any matter proposed by a member for vote during a business meeting; and (vi) all matters the Board of Directors deems appropriate for membership vote.*  *3.6.2 All matters submitted to the membership for vote must be presented to the members no later than the member meeting prior to the meeting when the vote will take place, unless urgent circumstances call for less notice as determined by a majority of the Board of Directors.* |
| The issue here was really about refunds of membership dues if a member resigns mid-year. We wanted to clarify that this wouldn’t just happen automatically. The member would have to request a refund. | **3.7 Member Resignation** | A member may resign at any time. The resignation of a member does not relieve the member from any obligations the member may have to OBW for dues, assessments, or other fees or charges for goods or services. Upon resignation, a member is not entitled to a refund of annual dues paid in advance. The resigning member may be entitled to a prorated refund of prepaid meal fees *upon request* and at the discretion of the ~~Executive committee~~ *Board of Directors.* |
| This language was added solely to clarify that we are talking about member meetings here (as opposed to Board meetings.) | **3.9.3 Special Meetings of Members** | Special *member* meetings may be called by the President or by any five members, provided all members are notified in writing seven days prior to the *proposed special* meeting, of the time, place, and purpose of such *special* meeting. No matter shall be considered at a special meeting except as stated in the meeting notice. |
| This language was added to clarify a couple things: Making “Board” a defined term (important for changes later on) and clarifying the language so we don’t talk about OBW in terms of “local organization,” which was BPW language. | **4.1 Board of Directors** | 4.1. The ~~board~~ *Board of Directors (“Board”)* shall:  4.1.1. Supervise *and manage* the affairs of the ~~local~~ organization;  4.1.2. ~~Make recommendations~~ *Determine strategic goals and direction* for the ~~local~~ organization's growth and prosperity;  4.1.3. Make recommendations to the ~~local organization~~ *members* regarding proposed amendments to the bylaws; and  4.1.4. Transact any business between meetings of the ~~local organization~~ *members* and report thereon at the next business meeting of the ~~local organization~~ *members.* |
| This change is proposed to better define who is part of the Board. It also adds the clarification that there are officers and/or chairs on the Board and generally every Board member is a “Director” which is the common, general way to refer to a Board member. | **4.3 Board Qualification** | The *Board shall consist of the* elected Officers, Past President and Standing Committee chairs ~~shall serve on the board of directors~~, along with any other individual elected by the members to serve on the *B*oard ~~of directors~~. *Individual members of the Board, whether officers or chairs, will be referred to generally as Directors.* The *D*irectors must be natural persons and have attained the age of 18 years. |
| There has been good arguments for extending Board terms to 2 years (e.g., continuity, getting established in the role) and keeping them at 1 year (e.g., flexibility, more appealing to serve 1 year). The new proposed language allows for flexibility and longer terms. One year is the minimum term, but the Nominating Committee will discuss term length with the incoming Board nominees and if a Board nominee is open to serving a 2-year term, this will be stated at the time of election.  In addition, it has been fairly unanimous in discussions that certain roles (specifically the Treasurer) are more appropriate as 2-year terms**.**  Having the option of 1 or 2 year terms will also provide staggered board terms. | **4.4 *Board* Terms** | *4.4.1 All* Directors shall serve a term of approximately one year, *unless the Nominating Committee designates a longer term at a Director’s nomination and election, or until the earlier death, resignation, removal or disqualification of the Director, or until her successor is duly elected.*  *4.4.2. No Director may serve in the same position for more than three consecutive years.*  *4.4.3. No Director may serve more than ten consecutive years on the Board. Should a Director serve ten consecutive years on the Board, that Director may be considered for election to the Board again after a one-year hiatus from the Board.*  *4.4.4. The term of a Director filling a vacancy expires at the end of the term that the director is filling.* |
| We’ve had several Board member (Director) resignations over the last several years. None of them provided a formal resignation notice in writing. We added the last part here so that the President could report on a verbal resignation and capturing it in the minutes would suffice. | **4.6 Director Resignation** | A Director may resign at any time by giving ~~written~~ notice to the President of OBW. The resignation is effective without acceptance, unless a later effective date is specified in the notice. *Should a Director not provide notice of resignation in writing, then the President shall report on the resignation at a meeting of the Board of Directors and such resignation shall be recorded in the Board meeting minutes.* |
| This change was made to address vacancies of the Board as a whole (so vacancies of Officers and of Chairs are not dealt with separately in the bylaws), with special exception of the President, and to indicate that the Nominating Committee should fill any other vacancy beside President (which should be filled by 1st VP). This change also provides flexibility for the Board to appoint an interim director upon the Nominating Committee’s recommendation so vacancies can be filled quickly, but the membership would still vote on that proposed director at the next meeting. | **4.8 Vacancies** | ~~If a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors, the members shall fill the vacancy by vote. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.~~ *A vacancy in the office of President because of death, resignation, removal, disqualification, or other cause, shall be filled by the President Elect first, or any one of the Chair positions already elected if the President Elect position is also vacant, for the unexpired portion of the term. A vacancy in any other Board position, including a vacancy resulting from an increase in the number of Directors, shall be filled at the recommendation of the Nominating Committee and upon vote by the members.* |
| This language gives the Board authority to take action by electronic means (e.g., through email), which is extremely important in this day and age. | **4.13 Action Without Meeting** | An action required or permitted to be taken at a Board meeting may be taken by *a signed* written action *indicating a majority of the Directors approves of the action signed*, or ~~consented to~~ *approved* by ~~authenticated~~ electronic communication, by ~~all of~~ *a majority* of the Directors. The written action is effective when signed, or *when* consented to by electronic communication, by the required number of Directors, unless a different effective time is provided in the written action *or electronic communication.* |
| During spring of 2020, there was much discussion on what officers are required for the OBW Board. There is no change to the number of required officers and only naming conventions are altered. This section has been changed by not limiting the additional Officers to certain positions, but noting that other officers besides the required 6 could be nominated by the Nominating Committee (e.g., President Elect, etc.). | **5.1 Required Officers** | The six officers required for OBW *governance* are as follows: President, *Vice President* – Public Relations Chair, *Vice President* – Programming Chair, *Vice President* – Membership Chair, Secretary, and Treasurer. Additional officers ~~including, but not limited to, a Historian, a Corresponding Secretary or a Parliamentarian~~ are not required but may be *recommended by the Nominating Committee* *and* elected by the membership. Additional officer duties will be assigned by the ~~Executive Committee~~ *Board*. |
|  | **5.2 Duties of Required Officers.** | There are several changes related to duties for each position. These changes more accurately reflect what these roles do currently and they are made to be more consistent. See redlines for specifics. Note: These changes were made with feedback from current and former Board members who served in those roles. |
| Changes here clarify which roles are elected (Board Directors) and how other Chairs may be appointed. There was consistent confusion as to Chairs of committees and whether or not they should be elected and whether or not they had a vote at the Board level. This clarifies that other than Standing Committee Chairs, who are part of the Board and elected, other Committee chairs report to the Board, but do not have voting rights on the Board. | **5.4 ~~Term~~ *Election and Appointment*** | 5.4.1. Election. ~~Officers~~ *Directors* shall be elected at the member meeting held in the month of April and shall assume their duties immediately following installation at the member meeting held in the month of May.  5.4.2. ~~Term~~ *Chair Appointments. All committee chairs not directly elected by the members as set forth herein shall be appointed by the President or approved by the majority of Directors.* *Any committee formed under these Bylaws may be co-chaired by multiple OBW members upon President appointment or majority Board approval. Any committee chair or other Board advisory role not duly elected by the members shall not be part of the Board nor have any voting or other rights associated with being a Director. Notwithstanding, the Board has oversight and direction over all committees and all committee chairs are subject to the governance and control of the Board.* ~~An Officer shall serve a term of approximately one year, or until the earlier death, resignation, removal, or disqualification of the officer, or until her successor is duly elected. The term of an officer filling a vacancy expires at the end of the unexpired term that the officer is filling.~~  ~~5.4.3. Limited Number of Terms. No office may be held by the same individual for more than two consecutive full terms.~~ |
|  | **5.5 Resignation** | All of Article 5.5 is deleted, because it was incorporated under this same topic and section on Directors. |
| We added clarifying language to be more inclusive of all Directors and board positions. | **5.6 Delegation** | Unless prohibited by a resolution adopted by the Board, ~~of directors~~, ~~an officer~~ *a Director* may, without the approval of the board, delegate the duties of ~~an office~~ *her Board position* to another member or committee. The ~~officer~~ *Director* remains responsible for supervision of said delegated duties. |
| These changes include Directors, not solely Officers, in the standard of conduct necessary for Board duties. | **5.7 Standard of Conduct** | ~~An officer~~ *Officers and Directors* shall discharge the duties of ~~an office~~ *their Board position* in good faith, in a manner the ~~officer~~ *Director* reasonably believes to be in the best interests of OBW and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A person exercising the principal functions of ~~an office~~ *a Director* or to whom some or all of the duties or powers of ~~an office~~ *a Director* are delegated, must adhere to the standard of conduct required of ~~an officer~~ *a Director.* |
| We added language here to again clarify that only Standing Committee Chairs, by being elected to the Board, have voting rights. Any other committee does not have voting rights. | **6.1 Committee Membership** | A committee must consist of one or more natural persons, who must be members of OBW. Committees are subject at all times to the direction and control of the Board. *Only Standing Committee Chairs have Board voting rights. Any other committee established by Board resolution or appointment shall report to the Board, but shall not have voting rights.* |
| These changes mostly reflect clarifying edits on the purpose and action of the Executive Committee, which is comprised solely of the Officers. | **6.2 Executive Committee** | The ~~elected~~ Officers shall constitute the Executive Committee. The Executive Committee shall have authority to act for the Board ~~of directors~~ between meetings of the Board ~~and shall report theron at the next meeting of the board.~~ *as necessary to consider special matters between regular Board meetings and regular membership meetings.* The Executive Committee shall meet on call by the President, or *on call* by any two members of the Executive Committee ~~for the consideration of special matters between regular membership meetings and the board of directors meetings~~ *and shall report thereon at the next meeting of the Board.* |
| We clarified that Standing Committees can have co-chairs (technically an elected Chair and their selected co-chair), but if there are co-chairs, only the elected Chair has a vote on the Board.  We also added that the Leadership & Development Committee (in 6.3.3) is now considered a Standing Committee, given the role this Committee plays in the organization. The L&D Chair plays an active role on the Board and this proposal elevates this role to an official Board Director position with voting rights. | **6.3 Standing Committees** | 6.3. Standing Committees. The permanent, standing committees of OBW shall be chaired by a member of OBW and elected *as part of the Board with voting rights* at the April meeting of the members. *Any elected Standing Committee Chair may select a Co-Chair to help in the performance of the Standing Committee Chair duties. If a Chair selects a Co-Chair, Board voting rights are reserved solely to the elected Chair. Co-Chairs may consult on voting matters, but the elected Chair has one vote for Board matters.* The Standing Committees of OBW are as follows:  6.3.1. Woman of Achievement Committee. The Woman of Achievement Committee is responsible for planning and organizing an annual community fundraising event to honor *at least* one local business or professional woman and to award scholarships to female high school students entering a post-secondary educational institution, ~~and~~ to women returning to college to further their education, *and to women taking the GED test*. The chair of this committee shall be known as the Woman of Achievement Chair.  6.3.2. Public Policy Awareness Committee. The Public Policy Awareness Committee is responsible for educating members on legislative and other public policy topics of interest to the membership and encouraging members and providing opportunities for members to take an active role in local, state, and national legislative and public policy issues and activities. The Public Policy Awareness Committee shall not prefer one political party over any other. The chair of this committee shall be known as the Public Policy ~~Awareness~~ Chair.  *6.3.3. Leadership & Development Committee. The Leadership and Development Committee is responsible for educating members on leadership topics and for providing opportunities for members to develop their leadership and professional skills at member meetings, by managing an internal scholarship to financially support members in development opportunities, and through various opportunities within the community. The chair of this committee shall be known as the Leadership and Development Chair.* |
| We made a minor clarifying change. | **6.4 Nominating Committee** | The Nominating Committee is responsible for presenting a slate at the April member meeting of one or more nominees for each officer and standing committee chairs by soliciting input and nominations from the membership at or before the March Membership meeting for election at the April meeting of the members. Nominations may be made from the floor. The Nominating Committee shall consist of *any* two past presidents and the current President. The chair of the Nominating Committee shall be the acting President. |
| We made changes to the Finance Committee to ensure transparency and accountability in our budget preparation and financials. This change proposes that the Finance Committee be made of certain Board members, but also non-Board members for an objective perspective. This also clarifies that the Finance Committee can create sub-committees to help with OBW financial policies, including auditing our financials and creating an annual budget. | **6.5 Finance Committee** | The Finance Committee shall be composed *the President, President Elect, Treasurer*, and at least *two OBW* *members who are not Board Directors*. *The Nominating Committee shall appoint the Finance Committee chair, who must not be a Board Director, on an annual basis.* It shall be the duty of the Finance Committee to prepare an annual budget for the ~~local~~ organization, to have general supervision of all expenditures, and to assist the ~~local~~ organization in developing a sound financial policy.  ~~The finance chair shall be a member ex­ officio, without vote, of all committees, which disburse money.~~ *The Finance Committee has the authority and may, at its option, establish sub-committees, including but not limited to a Budget Committee, Audit Committee and any other committee necessary to complete the duties described herein and maintain financial integrity of the organization.* *Audit Committee members must be OBW members, but cannot include current Board Directors.* |
| Revised to note that any Director can establish a committee to help with her duties. This is not only reserved to Officers. | **6.6 Director Committees** | Any ~~officer~~ *Director* of OBW may at any time establish, without resolution, a committee of any size to assist her with carrying out the responsibilities and duties of her office. Establishment of a committee, or the delegation of her duties thereof, does not relieve the ~~officer~~ *Director* from the duties of ~~office~~ *her Board position.* |
| Changes made solely to stay consistent with use of Board as a defined term. | **6.7 Additional Committees** | A resolution approved by the affirmative vote of a majority of the *B*oard may establish any other committee that the *B*oard determines as proper for furtherance of the purpose(s) of OBW, and shall have the duration of existence and authority of the *B*oard to the extent provided in the resolution. |
| This change is proposed because OBW membership is not limited to women. Men could join too and presumably in the future, men could be involved in the Board or as members. This language is also intended to be more inclusive and equitable. | ***9. Miscellaneous***  **(New Section Added)** | *Whenever the pronouns "she" or "her" are used herein they shall also be deemed to mean "he" or "his" or "it" or "its" whenever applicable. Words in the singular shall be read and construed as though in the plural and words in the plural shall be construed as though in the singular in all cases where they would so apply.* |
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