



NATIONAL BYLAWS

RULES, POLICIES AND PROCEDURES

AMERICAN BUSINESS WOMEN'S ASSOCIATION

2017-2018 Award Year

American Business Women's Association
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TABLE OF CONTENTS

Article I	Name	Page 3
Article II	Duration	Page 3
Article III	Mission Statement	Page 3
Article IV	Structure	Page 3
Article V	Members	Pages 3-4
Article VI	Local Leagues	Page 4
Article VII	Councils	Page 4
Article VIII	National Board of Directors	Pages 4-5
Article IX	National Officers	Pages 5-6
Article X	Meetings	Page 7
Article XI	Committees	Pages 7-8
Article XII	Procedures for Maintaining Standards	Pages 8-9
Article XIII	Financial Liability	Page 9
Article XIV	Amendment of Bylaws	Page 9
Article XV	Parliamentary Authority	Page 9
Article XVI	Official Observance	Page 9
Article XVII	Terminology	Page 9
Article XVIII	Non-Discrimination	Page 9
	<i>Basic Parliamentary Definitions and Procedures</i>	Pages 10-11

ARTICLE I. NAME

The name of this organization is and shall continue to be the AMERICAN BUSINESS WOMEN'S ASSOCIATION.

ARTICLE II. DURATION

The duration of this Association shall be perpetual.

ARTICLE III. 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.

ARTICLE IV. STRUCTURE

This Association shall be a nonpartisan, nonsectarian and nonprofit organization whose members shall have the sole right to govern and control all of its activities through national officers. The national officers of the Association shall be those provided for in these bylaws and as authorized by the Articles of Incorporation.

ARTICLE V. MEMBERS

Section 1. Membership in this Association shall be for life, *subject to the provisions of these bylaws*. It shall be limited to individuals who support the mission of the Association. Any individual, by accepting membership in the Association, does thereby agree to abide by all the provisions of the bylaws, rules, procedures and policies of the Association.

Section 2. Membership in the Association shall be of two classifications: national member with a local league affiliation and a national member without a local league affiliation. Within each of the two classifications, the National Board of Directors may further establish distinct membership categories, defined by the benefits, programs and services designated for each respective category. Only national members with a local league affiliation and national members without a local league affiliation shall have voting rights in the Association.

A. National Member With A Local League Affiliation

A national member with a local league affiliation is a member in good standing when she has paid in full her national and local league dues.

A national member with a local league affiliation is entitled to participate in the activities of her local league and to receive all national and local league benefits accruing to the membership categories for which her dues are paid in full.

Local league members may include, but are not limited to, such categories of non-voting membership as Chapter members or Express Network[®] members. A member may choose to affiliate with *two local leagues*, however, she must designate to ABWA National which local league is her primary affiliation.

B. National Member Without A Local League Affiliation

A national member without a local league affiliation is a member in good standing when she has paid in full her national dues. A national member is entitled to receive all national benefits and privileges for her category of membership. She may attend local league meetings when invited, but she may not vote in any local league, and she has no local league privileges. National members may include, but are not limited to, Basic Membership and such non-voting categories as Express Network Membership.

Section 3. The national annual dues for each classification and category of membership in the Association shall be established by the National Board of Directors and payable in advance for every year of membership. National annual dues include a one-year subscription to *Women in Business*[®], the Association's official publication. A postal surcharge shall be added to the national annual dues of members with an international address. A schedule of dues for each classification and category of membership shall be published annually.

Section 4. Any member whose national annual dues are current shall be considered an active member in good standing nationally. An active member shall be eligible to participate in the privileges and benefits of the Association.

Section 5. Any member who shall not pay the national annual dues upon the renewal date, shall at such time be considered an inactive member. An inactive member shall not be eligible to participate in the privileges and benefits of the Association, nor in any of the activities of its local leagues.

NATIONAL BYLAWS OF THE AMERICAN BUSINESS WOMEN'S ASSOCIATION

Section 6. An inactive member may reactivate her membership nationally by payment of national annual dues. Payment of the national annual dues will reinstate her membership in the Association. However, if the member has been inactive for twelve months or more, a processing fee may be added to the member's dues.

Section 7. A member may transfer from any local league to any other local league with the understanding that she must abide by the bylaws and standing rules of the local league to which she is transferring. A member may transfer from a National Member without a local league affiliation to a National Member with a local league affiliation, or from National Member with a local league affiliation to a National Member without a local league affiliation subject to the payment of any difference in the national annual dues for the classification and category to which the member wishes to transfer.

ARTICLE VI. LOCAL LEAGUES

Section 1. Each local league is a locally based organization of Association members that has been chartered by the Association and whose activities are directed by officers of the local league. The National Board of Directors may establish different categories of local leagues within the Association. Such categories of local leagues may include, but are not limited to; Chapters and Express Networks.

Section 2. All proposed new local leagues must be approved by ABWA National. By acceptance of a charter from the Association, each local league agrees to abide by the provisions of the National Bylaws, local league bylaws, rules, procedures and policies of the Association. Each local league is organized as a business league to improve the welfare of women by keeping them abreast of business changes. As a tax exempt business league 501(c)(6), each local league must individually comply with tax reporting requirements.

Section 3. The amount of local league dues shall be determined by a majority vote of the entire active membership of record of the local league.

ARTICLE VII. COUNCILS

Section 1. A council registered with ABWA National will be recognized as a network servicing one or more categories of local leagues in a local, metropolitan or regional area. By registering, the council agrees to abide by all the provisions of the bylaws, rules, procedures and policies of the Association.

Section 2. A council shall have no authority over any local league or engage in activities reserved for local leagues. Membership by local leagues in councils and participation in council sponsored events are strictly voluntary. Councils cannot make commitments or determinations for participating local leagues without the individual local league's consent.

ARTICLE VIII. NATIONAL BOARD OF DIRECTORS

Section 1. The National Board of Directors of the Association shall consist of the national officers of the Association as set forth in Article IX of these bylaws.

Section 2. The National Board of Directors shall govern and control the affairs, policies and business of the Association. The directors shall have the power to employ or contract for a service, membership procurement, or a managing agent for the purpose of serving the Association and its members. The National Board of Directors shall serve as trustees and the selection board of the Stephen Bufton Memorial Educational Fund.

Section 3. The National Board of Directors shall hold three regular meetings between one national conference and the succeeding national conference. The **first** regular meeting shall be held immediately following the close of the national conference of the Association. The **second** regular meeting shall be held between the annual meeting and the first district conference, and shall be selected by the directors at their first regular meeting. The **third** regular meeting shall be held in the week immediately preceding the Association's Annual Meeting. Special meetings of the directors may be called either by the national president or national vice president or by any three members of the National Board of Directors, if the national president or national vice president refuses to give such notice. Notice of the date, time and place of any National Board of Directors meeting shall be given at least ten (10) days prior to the meeting by e-mail or regular mail, addressed to the last known e-mail address or regular mail address of each member of the National Board of Directors, unless such notice is waived. The directors may waive in writing notice of any regular or special meeting. The presence of any member of the National Board of Directors at any regular or special meeting shall constitute her waiver of such notice.

Section 4. A majority of the duly elected and qualified National Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting. The act of such majority of the directors present at any meeting shall constitute the act of the National Board of Directors for all purposes, except for the termination or suspension of an individual member, or the charter of a local league, in which event a two-thirds (2/3) affirmative vote of the entire National Board of Directors is required.

Section 5. Any member, local league or registered council shall have the right to make recommendations and

proposals at any time for the betterment of the Association. Any recommendation or proposal may be brought before the Annual Meeting in the following manner: The proposal shall first be submitted in writing to the chair of the recommendations committee in triplicate with an additional copy to ABWA National, at least sixty (60) days prior to the Annual Meeting. The National Board of Directors shall serve as the recommendations committee, and the national secretary-treasurer shall serve as chair of the recommendations committee. The recommendations committee shall have the right to approve or reject any proposal, or to alter or modify any proposal.

Section 6. The National Board of Directors may conduct its business in person, or by telephone, or by any means of communication which the directors determine to be appropriate. Business transacted by the National Board of Directors without a formal meeting of the directors must subsequently be affirmed, ratified, or consented to in writing by the required number of directors.

ARTICLE IX. NATIONAL OFFICERS

Section 1. The national officers of the Association shall be a national president, a national vice president, a national secretary-treasurer, and six (6) district vice presidents, one from each of the six districts of the Association.

- **District I** shall consist of the following: Alabama, Florida, Georgia, Puerto Rico, South Carolina and Tennessee.
- **District II** shall consist of the following: Arkansas, Louisiana, Mississippi, Oklahoma and Texas.
- **District III** shall consist of the following: Illinois, Iowa, Kansas, Minnesota, Missouri, Nebraska, North Dakota, South Dakota and Wisconsin.
- **District IV** shall consist of the following: Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, Vermont and Virginia.
- **District V** shall consist of the following: Indiana, Kentucky, Michigan, Ohio and West Virginia.
- **District VI** shall consist of the following: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington and Wyoming.

Section 2. Eligibility requirements for national office are that a candidate for national office shall:

- A. Be a member of unquestioned personal and professional integrity and reputation, willing and able to uphold these standards of the Association by act and deed for the benefit of the entire organization and the greatest good of all members possible.
- B. Have been a member in good standing for at least two years as of the date of the Annual Meeting, and have had her primary affiliation in the nominating local league for at least one year as of the date of the Annual Meeting. If the nominating local league deactivates for any reason prior to the Annual Meeting, the nomination stands. If a member transfers to a different local league as part of a combination or merger, or deactivation, the succeeding local league may nominate the transfer member and the one year local league membership requirement shall be waived.
- C. Have held or is currently holding an elective office in a local league.
- D. Be gainfully employed.
- E. Have completed all current ABWA designated leadership workshops sponsored by ABWA National as of the date of the Annual Meeting.
- F. Be nominated at a local league meeting by a majority vote of the members present of the local league, which has been her primary affiliation for at least one year as of the date of the Annual Meeting. Only those members present at that meeting shall be eligible to vote. The vote shall be taken by secret written ballot.
- G. Be ineligible to be a candidate for an office in which she has previously served. The exception being a district vice president that does not advance to national secretary-treasurer, national vice president or national president, is eligible to be nominated as a district vice president a second time only, three or more years after the completion of her initial district vice president term.
- H. Submit the nomination for national office and acceptance of nomination form to ABWA National by March 1 of the year of the Annual Meeting.
- I. Be in attendance at the opening session of the Annual Meeting.
- J. Candidates for national president, national vice president and national secretary-treasurer shall have served on the National Board of Directors for at least one (1) term.
- K. A candidate for the office of district vice president shall be a resident of and/or a member of a local league in that district.

Section 3. National Officers

The election of national officers shall be by secret ballot cast by all National Members, with or without local league affiliation, in good standing with complete registration in attendance at the Annual Meeting, termed "voting members." Each office shall be filled by the majority vote of all of the members entitled to vote thereon. All members shall exercise their voting rights and privileges and under no circumstances shall a member in attendance abstain from voting on an officer position. For the offices of national president, national vice president, and national secretary-treasurer, if any one candidate does not receive a majority vote, then a run-off election shall be held at the Annual Meeting between the two (2) candidates receiving the highest number of votes. For the offices of district vice president, when there are three (3) or more candidates, if any one candidate does not receive a majority vote, then a run-off election shall be held at the Annual Meeting between the two (2) candidates receiving the highest number of votes.

If the run-off election results in a tie, then the voting members shall be reassembled, and the balloting shall continue by secret ballot until one candidate receives a majority vote.

If any district vice president candidate does not receive a majority vote for her position, then that district vice president position shall be filled by appointment made by a majority determination of the current national president, national vice president, and national secretary-treasurer.

If there are less than three (3) approved district vice president candidates on March 1st, the candidates will not appear on the official ballot. The approved candidate(s) has all the privileges and responsibilities of candidacy. The current top three officers will appoint the new district vice president.

Section 4. The officers of the Association shall each serve a term of one (1) year, or until their successors in office have been elected. In the event a vacancy occurs in any national office of the Association, other than the national president, the National Board of Directors shall appoint a member who is qualified for the office to serve the remainder of the term.

Section 5. The National Board of Directors shall from time to time prepare descriptions of the duties and responsibilities of the national officers. To be qualified for, and in order to continue serving in the office, all officers must conduct themselves in accordance with the duties and responsibilities in effect when elected.

A two-thirds (2/3) affirmative vote of the national officers, excluding the officer not in compliance, may remove from office or otherwise censure any director who fails to meet the aforementioned duties and responsibilities. The same procedure for considering and acting upon a complaint as applies in Article XII, Section 1, shall apply to Article IX, Section 5.

Section 6. The duties of the respective national officers shall be:

- A. **National President** - The national president shall preside at all meetings of the National Board of Directors and at the Annual Meeting. She shall be the officer who executes on behalf of and in the name of the Association all agreements or other instruments of writing made by the Association. She shall have the general supervision over the business and affairs of the Association conducted by the National Board of Directors.
- B. **National Vice President** - The national vice president shall perform all the duties of the national president in the event of the death, incapacity, or non-availability of the national president.
- C. **National Secretary-Treasurer** - The national secretary-treasurer shall give notice of the Annual Meetings and of meetings of the National Board of Directors as required by these bylaws. She shall keep a record of the proceedings at the Annual Meeting and of the directors' meetings. She shall perform all duties incident to the office of national secretary-treasurer, and shall serve as chair of the recommendations committee.
- D. **District Vice Presidents** - Each district vice president shall represent a district as specified, and as designated in Article IX, Section 1, which is a part of these bylaws. She shall be a resident and/or member of a local league in the district she represents.

ARTICLE X. MEETINGS

Section 1. The Association shall hold district and/or regional conferences each year. Sites for district or regional conferences shall be selected in advance by a majority vote of approval of the National Board of Directors.

Section 2. The Association shall hold an annual national conference in the month of September, October or November. Sites for national conferences shall be selected in advance by a majority vote of approval of the directors. An Annual Meeting of the membership shall be held as a part of the national conference. The purpose of the Annual Meeting shall be to elect the national officers of the Association, and for the transaction of such other business as shall be legally brought before the Annual Meeting of the Association. The directors may approve a month other than September, October or November by a majority vote.

NATIONAL BYLAWS OF THE AMERICAN BUSINESS WOMEN'S ASSOCIATION

Section 3. No site for a national conference or district and/or regional conference shall be considered unless an official bid is submitted to ABWA National. The official bids shall include confirmed reservations of facilities. Should no qualified bids be submitted, or for any reason a scheduled national conference or district and/or regional conference cannot be held at the site previously named, the National Board of Directors shall then designate the site of the national conference or district and/or regional conferences.

Section 4. Notice of each Annual Meeting shall be published in the magazine *Women in Business*[®] at least thirty (30) days prior to the date of such Annual Meeting, and such notice shall constitute legal notice to each member of the Association. No other notice shall be required. The validity of any Annual Meeting of the members shall not be affected by the failure of any member or members to receive personal notice or to read the notice published in this magazine.

Section 5. Any member in good standing who has a full registration and is in attendance at the national conference is a voting member. No voting member shall have more than one vote in each election and no voting by proxy is allowed.

Section 6. Each member in good standing with a full registration in attendance at the Annual Meeting shall be a voting member and have the right to vote for the offices of national president, national vice president, and national secretary-treasurer. Candidates for the offices of district vice president shall be elected by voting members from their respective districts. Each voting member shall be fully authorized to cast a ballot on all matters voted at the Annual Meeting.

Section 7. The Annual Meeting may be held without the necessity of having any quorum of the members of the Association present. A majority of the voting members present shall have the power to transact the business of the Association. The Annual Meeting of the Association may be adjourned from time to time until the Association's business is completed. No further notice of any such adjourned meeting shall be necessary.

ARTICLE XI. COMMITTEES

Section 1. The National Nominating Committee shall be appointed by the National Board of Directors before the first (1st) day of January of each year prior to the Annual Meeting. The committee shall consist of three (3) members.

Each member of the National Nominating Committee shall be from a different city and local league, and no member of the committee shall be an incumbent national officer nor candidate for national office nor actively supporting a candidate nor be affiliated with her campaign. The National Board of Directors shall designate one member of the committee as chair. All presidents of local leagues shall be notified of the appointment of the committee on or before the fifteenth (15) day of January of each year prior to the Annual Meeting. Each local league has the right to submit the name of any local league member as a nominee for national office.

Section 2. The nominating committee shall review all nominations received by it and shall disqualify any nominee not meeting the requirements set out in the National Bylaws. Rules for campaigning shall be prepared from time to time by the National Board of Directors. The nominating committee, by a majority vote of its members, shall have the right in its sole discretion to disqualify any candidate who has violated the eligibility requirements or campaigning rules for national office.

All charges of violations of such rules shall be made in writing by any member of the Association or the credentials committee to the nominating committee with a copy to ABWA National. If the written charges of violations are submitted to the nominating committee fifteen (15) days or more before the Annual Meeting, the nominating committee shall consider and act upon such charges, and notify the complainant or complainants and the candidates involved before the vote for office at the Annual Meeting. If the charges in writing are submitted to the nominating committee less than fifteen (15) days before the Annual Meeting, then the nominating committee may consider such charges, and waive the requirement of time of notice by a unanimous vote of the nominating committee. In that event, the nominating committee shall consider such charges and act upon them as an emergency matter at the earliest practical time before the vote for the office in question at the Annual Meeting.

The nominating committee shall follow the same procedures for considering and acting upon the charges as the directors follow in Article XII, Section 1.

Section 3. Information compiled by the National Nominating Committee concerning all approved candidates shall be published in the magazine *Women in Business*[®] at least thirty (30) days prior to the Annual Meeting.

Section 4. The nominating committee may conduct its business in person or by any means of communication that the committee shall determine to be appropriate.

Section 5. The National Board of Directors shall appoint or arrange for the appointment of a credentials committee each year preceding the Annual Meeting. The Credentials Committee shall supervise voting and tabulation of the ballots of all votes taken.

Section 6. Each year, a publishing committee shall be appointed by the National Board of Directors. The committee shall consist of three (3) members in attendance at the Annual Meeting of the membership. One (1) member of the committee shall be designated by the directors as chair. Each member of the publishing committee shall be deemed to be fully authorized to correct and approve the Annual Meeting minutes prior to publication.

ARTICLE XII. PROCEDURES FOR MAINTAINING STANDARDS

Membership in this Association is a valued privilege. It is a primary duty of the National Board of Directors to protect this privilege by maintaining and preserving the reputation, integrity, and standards of the Association for the benefit of the entire organization and the greatest good possible of all the members. For that purpose the directors shall have the right as well as the duty to utilize the following provisions. Any decision by the directors with respect to such provisions shall be in their sole discretion.

Section 1. The National Board of Directors shall have the right to suspend or terminate the membership of any member in its sole discretion upon the two-thirds (2/3) affirmative vote of the National Board of Directors, either upon a written complaint signed by at least two-thirds (2/3) of the members of record in good standing of a local league of the Association, or upon the directors' own motion without the necessity of a written complaint. If action of the directors is requested by such a written complaint, the directors shall initially decide whether the complaint is a basis for further investigation or action of any type, or whether such complaint is facetious on its face. If the National Board of Directors on its own motion or upon written complaint suspends or terminates membership of any member, the directors shall give written notice to the suspended or terminated member of the action taken, the grounds for the action taken, the effective date of any such termination or suspension, and shall inform such member that she has a right to a hearing upon thirty (30) days written request.

If such a request is received at ABWA National within thirty (30) days of the effective date of the suspension or termination, then the directors shall set a hearing on the charges contained in the notice. A date, time and place for a hearing shall be set by the National Board of Directors in its sole discretion. With respect to any decision of the National Board of Directors on these procedures, a majority of the duly elected directors shall constitute a quorum. Any hearing shall be private and shall be conducted fairly with the opportunity for those involved to present their views. Since the Association is a private organization, any question between the Association and its members concerning membership status is intended to be and shall remain a private matter. The hearing is not required and is not intended to be an arbitration or judicial proceeding in any form or substance. Neither the Association nor any complaining member shall be entitled to be represented by counsel at any hearing. Any action taken by the directors, including the suspension or termination of membership privileges, shall remain in effect pending the outcome of the hearing. If no request for a hearing is received, then the action by the National Board of Directors shall be final. Failure of a member to attend the hearing shall constitute a voluntary acceptance of the National Board of Directors' decision.

No member whose membership has been suspended or terminated by the National Board of Directors shall have the privilege of attending local league meetings or national meetings of the Association, either as a member or a guest. The term of any officer, local league or national, shall be terminated if any such officer's membership in the Association is terminated or suspended.

Section 2. The charter of any local league may be suspended or terminated by the affirmative vote of two-thirds (2/3) of the National Board of Directors. A charter may be suspended or terminated for any of the following causes:

- a) Violation of the National Bylaws of ABWA.
- b) Violation of any of the rules, procedures and policies of the Association.
- c) Violation of the local league bylaws of such local league.
- d) Violation of any law or regulation of any government or governmental agency or subdivision.
- e) When the conduct of a local league is adverse or incompatible to the mission of the Association as stated in these bylaws, or determined by the National Board of Directors not to be in the best interests of the Association.

Section 3. Proceedings to suspend or terminate the charter of any local league may be instituted upon the motion of the National Board of Directors, or upon a written complaint filed with the directors, with a copy to ABWA National, stating the reasons or grounds for suspension or termination. If proceedings are instituted by a complaint, the complaint shall be signed by at least two-thirds (2/3) of the members in good standing of a local league of the Association. Upon institution of proceedings by the National Board of Directors, the National Board of Directors shall cause written notice to be given to the president of the affected local league at the address last shown in the Association's records.

NATIONAL BYLAWS OF THE AMERICAN BUSINESS WOMEN'S ASSOCIATION

The written notice shall further inform the local league that it may request a hearing. If the conditions upon which the grounds of the complaint are based are not corrected within the time period fixed by the National Board of Directors, and if a hearing is not requested in writing within thirty (30) days after the mailing of the notice, then the National Board of Directors shall take such action as they deem proper in their sole discretion after the expiration of the thirty-day period. If the local league requests a hearing, then the National Board of Directors shall set a hearing on the charges of the complaint. Such a hearing shall be set at a time and place and upon a date within the sole discretion of the National Board of Directors. The hearing shall be governed by the same rules, and shall be of the same kind and in the same form as previously provided in these bylaws for a hearing involving the suspension or termination of membership of any individual. In the event of a hearing, the decision of the directors shall be sent to all members of the executive board of the local league involved within a reasonable time after the hearing. Notice of this decision shall be sent by registered mail return - return receipt requested.

Section 4. A council's registration may be revoked by the National Board of Directors if a council fails to comply with the requirements set forth in these bylaws. The same procedure for considering and acting upon a complaint as applies in Article XII, Sections 2 and 3, shall apply to councils.

ARTICLE XIII. FINANCIAL LIABILITY

Neither the Association nor any agent or representative of the Association shall be liable or responsible for the financial obligations of local leagues, councils, or individual members, incurred by them without specific written authorization of the National Board of Directors or ABWA National.

ARTICLE XIV. AMENDMENT OF BYLAWS

Section 1. The National Bylaws may be amended by the vote of a majority of the members of the National Board of Directors.

Section 2. These amended bylaws or any amendments thereto shall become effective immediately upon their adoption by the National Board of Directors. The National Bylaws and any amendments to them shall be made available to all members.

ARTICLE XV. PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order* shall be the parliamentary authority for all matters of procedure not specifically covered by the bylaws, rules, procedures and policies of the Association. Any conflict among these authorities shall be governed in the following precedence: The bylaws of the Association shall govern first, the provisions of the rules, procedures and policies of the Association second, and the provisions of *Robert's Rules of Order*, third.

ARTICLE XVI. OFFICIAL OBSERVANCE

September 22 of each year shall be observed as American Business Women's Day.

ARTICLE XVII. TERMINOLOGY

All references to the feminine gender include all genders.

ARTICLE XVIII. NONDISCRIMINATION

The American Business Women's Association is committed to a policy of equal opportunity for all persons and does not discriminate on the basis of race, color, national origin, age, marital status, sex, sexual orientation, gender identity, gender expression, disability, religion, height, weight, or veteran status. The American Business Women's Association is also committed to compliance with all applicable laws regarding nondiscrimination and affirmative action. These commitments apply not only to its members, but also to the delivery of its mission on a daily basis.

BASIC PARLIAMENTARY DEFINITIONS AND PROCEDURES

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.

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 league 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 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 their national dues.

OVERVIEW OF 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. Article VI, Section 4 in both Chapter and Express Network 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 that deprives a member of her rights. 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 league. 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?"
- 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).

BASIC PARLIAMENTARY DEFINITIONS AND PROCEDURES

PROCESSING A MOTION (cont'd)

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.