



## **Constitution of BPW Grand Cayman - Cayman Islands** **(The Business and Professional Women's Club of Grand Cayman)**

### **ARTICLE 1: NAME**

The name of the Club shall be BPW Grand Cayman – Cayman Islands hereinafter referred to as “The Club”.

The Club should be non-partisan. It shall promote its aims without distinction as to race, language, or religion.

### **ARTICLE 2: AIMS**

Its aims shall be to:

1. Develop Professional and Leadership potentials for women at all levels to strive toward equal participation of women and men in power and decision making roles
2. Organize business and professional women to use their combined abilities and strengths for the attainment of the following objectives in line with gender sensitive perspectives and human rights in accordance with the policy of BPW International.
  - a. Work for high standards of service in business and professions
  - b. Stimulate and encourage in women a realization and acceptance of their responsibility to the community, locally, nationally and internationally
  - c. Encourage women and girls to:
    - i. Acquire education, occupational training and advance education;
    - ii. Use their occupational capacities and intelligence for the advantage of others as well as themselves
  - d. Work for:
    - i. Equal opportunities and status for women in the economic, civil and political life in their country;
    - ii. The removal of discrimination.
  - e. Promote friendship, cooperation and understanding between business and professional women of all countries
  - f. Undertake projects, philanthropic in nature and not for profit, that meet the earlier objectives and help women to become economically independent.

### **ARTICLE 3: AFFILIATION**

The Club shall be a member of BPW International (otherwise known as the International Federation of Business and Professional Women).



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#### **ARTICLE 4: MEMBERSHIP**

Membership of the Club shall be open to women who subscribe to the aims of the Club. At least 75% of the members must be actively engaged in business or the professions.

#### **ARTICLE 5: OFFICERS**

The Officers of the Club shall be The President, the Vice-President, The Recording Secretary, The Correspondence Secretary, the Membership Secretary and The Treasurer.

#### **ARTICLE 6: DUTIES OF OFFICERS**

The duties of the Officers shall be such as generally prescribed by parliamentary usage.

#### **ARTICLE 7: ELECTIONS**

Nominations for the election of the Officers and Members of the Club Executive Committee shall be submitted by written agreement of the nominee to serve if elected. Nominations should be signed by two members of the club and submitted to the Secretary of the Club one month before the date of the Annual General Meeting.

At least 75% of the Club Executive Committee must be women who are gainfully employed in business or the professions.

Club members shall be informed of the nominations received at least 2 weeks prior to the Annual General Meeting. If nominations are not received at least 2 weeks prior to the Annual General Meeting, then nominations may be taken from the floor.

The elections shall be by secret ballot at the Annual General Meeting.

The Officers and the members of the Club Executive Committee shall be eligible for re-election, but may not hold the same office for more than two-consecutive terms, unless there is unanimous consent of members in attendance at the Annual General Meeting. Regardless of unanimous consent, the Officers and the members of the Club Executive Committee may not hold the same office for more than 5 consecutive terms. Newly-elected officers and members of the Club Executive Committee shall take office at the close of the Annual General Meetings.

#### **ARTICLE 8: ADMINISTRATION**

The administration of the work of The Club shall be the responsibility of the Club Executive Committee.



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### **ARTICLE 9: THE CLUB EXECUTIVE COMMITTEE**

The Club Executive Committee shall consist of the Officers, the Immediate Past President, and one (1) elected member for every ten (10) members in excess of 60 members. Any member elected to the Club Executive Committee must be a member in good standing. A quorum for a meeting of the Club Executive Committee shall be one-half of the members of the Committee.

The functions of the Club Executive Committee shall be to:

- a) Arrange the program for Club Meetings with a recommended minimum of 10 meetings a year
- b) Consider applications for membership and to make recommendations thereon to the Club
- c) Authorize all payments by the Treasurer and ensure that the annual dues to BPW International are paid on time
- d) Implement the policies of BPW International and associated policies of The Club
- e) Form Special Committees as necessary to perform tasks required by the Club Executive Committee
- f) Receive and consider the reports of any special Committees and make recommendations to The Club
- g) Consider and take the necessary action of all matters referred to it by The Club

### **ARTICLE 10: SPECIAL COMMITTEES**

Committees may be formed to deal with matters such as Membership, Programs and International Relations. Chair of the Committees shall be appointed from among those members elected to the Club Executive Committee. Special Committees may be formed as required to deal with matters of a special nature.

### **ARTICLE 11: ANNUAL GENERAL MEETING**

A General Meeting of the Club shall be held annually. The quorum at this Annual General Meeting shall be one-third of the members.

The functions of the Annual General Meeting shall be to:

- a. Determine the policy of The Club in line with the policies of BPW International
- b. Receive and consider the report from The Club Executive Committee, and the statement of accounts and balance sheet, supported by a signed statement from an independent accountant as to their accuracy (unless The Club determines this is not warranted for that year).



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- c. Receive and consider the reports of the Chairperson of each Committee
- d. Fix the annual dues payable by members, including the amount paid to BPW International
- e. Elect the Officers and the Members of the Club Executive Committee

#### **ARTICLE 12: FINANCE**

Annual dues to The Club shall be paid by each member at such rates and may be fixed by the Annual General Meeting, and shall include the annual dues payable to the BPW International at the rate by the Triennial International Congress.

#### **ARTICLE 13: AMENDMENTS**

The Constitution may be amended at any Annual General Meeting of The Club by a two-thirds majority of those present and eligible to vote provided that:

- a. The proposed amendments shall have been received in writing by the Secretary of The Club at least two-months before the date of the Annual General Meeting
- b. The proposed amendments shall be considered by The Club Executive Committee and shall have been circulated to members with its recommendations at least one month before the Annual General Meeting
- c. The amendments, when approved at the Annual General Meeting, shall be the subject to the approval of BPW International.

#### **ARTICLE 14: DISSOLUTION**

The Club may be dissolved only if:

- a. A Resolution shall have been submitted in writing to The Club Executive Committee and endorsed, in writing, by at least one-half of the paid-up members of The Club
- b. The Secretary of BPW International is immediately notified of the receipt of the Resolution
- c. The subsequent instructions of BPW International are carried out

On behalf of the Associate Club of BPW Grand Cayman – Cayman Islands, I confirm that this Constitution was adopted at the meeting held on

Signed; \_\_\_\_\_ President

Print Name:



## **Constitution of BPW Grand Cayman - Cayman Islands** **(The Business and Professional Women's Club of Grand Cayman)**

### **BY-LAWS**

#### **ARTICLE I**

##### **Dues**

###### Section I.

The Membership dues shall be \$100 paid annually which includes the fees to BPW International.

Membership fees are payable from March 1<sup>st</sup> of each year and consider delinquent as of May 1<sup>st</sup> of the same year.

#### **ARTICLE II**

##### **Membership**

###### Section 1.

Prospective members will be issued a copy of the Club's Constitution and its Bylaws for their consideration.

Perspective members shall fill out a Membership Form which will be endorsed by two club Members in good standing. Upon receipt of an initiation fee and an annual subscription fee from new applicants, the Club Executive Committee will consider and present applications to the following General Meeting.

The Club Executive Committee, in its sole discretion, may waive the initiation fee.

###### Section 2.

If a member shall be found delinquent for the following reasons by the Club Executive Committee, she shall be automatically dropped from the roll and notified accordingly:

- a. If a Member misses more than two (2) General Meetings out of four (4) without contacting an Executive Member
- b. If a Member is more than (2) months delinquent in her dues
- c. If a Member fails to uphold her obligations to the Standing Committee of her choice



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#### **... BY-LAWS**

##### **ARTICLE III**

###### **Duties and Powers of the Club Executive Committee**

###### Section 1.

The Club Executive Committee shall transact the business of BPW Grand Cayman and shall report thereon to the general membership.

###### Section 2.

Members of the Club Executive Committee may vote by mail, facsimile, electronic mail or such other means as will provide written evidence of the identity of the voter and their voting intention.

###### Section 3.

The Club Executive Committee will determine the need for sub-committees as the first meeting after the AGM and select the Chairman and membership thereof.

##### **ARTICLE IV**

###### **Duties of members of the Club Executive Committee**

###### Section 1.

The duties of the members of The Club Executive Committee shall be such as are generally prescribed by parliamentary usage.

###### Section 2.

The President will preside at all meetings. She shall be empowered to co-sign all cheques of The Club with one other stated officer.



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#### **... BY-LAWS**

##### **...Duties of members of the Club Executive Committee**

###### **Section 3.**

The Vice-President shall preside at all meetings in the absence of the President and assume the Chair when vacated by The President. She shall be chairman of the Projects and Programs committee.

###### **Section 4**

The Recording Secretary shall record the minutes of all meetings of The Club, including The Club Executive Committee Meetings. She shall assume the position of Correspondence Secretary in the absence of the Correspondence Secretary.

The Correspondence Secretary shall deal promptly with all of the correspondence on behalf of The Club. She shall assume the position of Recording Secretary in the absence of the Recording Secretary.

Both, the Recording Secretary and the Correspondence Secretary shall be members of The Club Executive Committee and Officers of The Club and shall have such other duties as from time to time are agreed between themselves and The Club.

In absence of The President and The Vice President, one of the Secretaries shall call the meeting to order and preside until a temporary Chairman is elected by the members of the meeting.

###### **Section 5.**

The Treasurer is the Guardian of the Club's funds and disburses them on instruction from The Club Executive Committee. She accepts bills for payment which have been approved by The Club Executive Committee.

She shall present a Financial Statement of The Club's position at each Club Executive Committee Meeting and the General Club Meeting.

She shall be empowered to co-sign all cheques of The Club with one other seated officer.

She shall be responsible for the preparation of the Club's Budget with the Budget Committee.



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#### **... BY-LAWS**

##### **...Duties of members of the Club Executive Committee**

###### Section 6.

The Membership Secretary shall be responsible for the Membership Committee and all communication to the general membership.

###### Section 7.

At the expiration of her term of office, each member of The Club Executive Committee shall deliver to her successor the books and records belonging to her office.

#### **ARTICLE V**

##### **Standing and special Committees**

###### Section 1.

The names of Standing Committees shall be:

Projects and Programme,

Public Relations,

Membership,

Budget

and International Relations.

###### Section 2.

The duties of the Projects and Programmes Committee shall be to set up a suitable Programme for each General Club Meeting. The Programmes should be educational, informative, and entertaining. The Projects and Programme Committee shall research a given number of projects



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#### **... BY-LAWS**

##### **... Standing and special Committees**

and submit recommendations to The Club Executive Committee and upon approval, they will be presented to the general membership for selection of projects to continue to completion or until time stipulated by The Club.

##### **Section 3.**

The duties of the Public Relations Committee shall be to publicize Club Activities via all news media. Such publicity should follow a consistent pattern whereby the general public and all Club Members are daily informed of all Club Activities.

##### **Section 4.**

The Membership Committee shall be responsible for stimulating membership growth in The Club. They should provide a membership social once a year to initiate all new members received during the past year

##### **Section 5.**

International Relations Committee shall keep in touch with International Federation; appraise Club Executive Committee Members of information received, and bring the Membership Committee up-to-date on areas very important to the organization.

##### **Section 6.**

The Budget Committee shall meet with The Treasurer to prepare the budget and monitor the actual expenses to budget.

##### **Section 7.**

At the expiration of her term of office, each standing Committee Chairperson shall deliver to The Club Executive Committee, or where otherwise directed by The President, the books and records belonging to her office.



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#### **... BY-LAWS**

##### **ARTICLE VI**

###### **Quorum**

###### Section 1.

A quorum for a General Club Meeting shall be one-fourth of the paid members of The Club.

###### Section 2.

A quorum for a Club Executive Committee Meeting shall be one-half of the members of The Club Executive Committee.

###### Section 3.

Where the Club Executive Committee is asked to vote by mail or by facsimile in accordance with Article III, Section 2 hereof, a decision shall be binding provided it is the majority decision of one-half of The Club Executive Committee.

###### Section 4.

A quorum for an Annual General Meeting shall be one-third of the paid members of The Club.

###### Section 5.

In the event of a tied vote in any meeting, The President shall have a casting vote.

##### **ARTICLE VII**

###### **Meetings**

###### Section 1.

Club Executive Committee Meetings shall be held before each general club meeting.

###### Section 2.

General Club Meetings shall be held a recommended 10 times per year.



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### **... Meetings**

#### **Section 3.**

Annual General Meeting of the Club shall take place in the first two weeks of February. This meeting will precede the International Candlelight Dinner and Installation of Officers which shall take place in the last two-weeks of February.

#### **Section 4.**

Special General Meetings may be called by any member who obtains signed agreement of one-third of the paid membership. A written request must be made to the Secretary giving 10-day notice of this meeting and stating the reason. Only that issue may be tabled at this time.

### **ARTICLE VIII**

#### **Fiscal year**

##### **Section 1.**

The fiscal year should be from the first day of March to the last day of February inclusive.

### **ARTICLE IX**

#### **Amendments**

##### **Section 1.**

The By-Laws may be amended at any Annual General Meeting of The Club by a two-thirds majority of those present and eligible to vote, provided that:

- a. The Proposed amendments shall have been received in writing by the Secretary of The Club at least two-months before the date of the Annual General Meeting; and
- b. The Proposed amendments shall have been considered by The Club Executive Committee and shall have been discussed to members with its recommendations at least one month before the Annual General Meeting.