



## **THE NASHVILLE CATHOLIC BUSINESS WOMEN'S LEAGUE**

### **BYLAWS**

#### **ARTICLE I**

##### **NAME**

This organization shall be known as the Nashville Catholic Business Women's League.

#### **ARTICLE II**

##### **OBJECTIVES**

###### *Mission*

To provide opportunities for Catholic women to engage in fellowship through stimulating programs and meaningful service.

###### *Vision*

To connect, support and encourage Catholic women to live their faith.

###### *Operating Statements*

- We embrace all Catholic women in the Diocese of Nashville, TN.
- We promote women in business by featuring female business leaders as speakers at many of our monthly meetings, highlighting members' businesses and backgrounds in our newsletter, and holding special events for women to promote their business or nonprofit.
- We support Catholic education through our annual fundraiser that supports the Aurelia Varallo Mariani Memorial Scholarship which provides tuition assistance to one young woman for all four years at each local Catholic high school.
- Through social action efforts, we advance our Catholic values and use our resources to improve the greater Nashville community.
- Our meetings, programs and service stimulate interaction and networking among Catholic women, fostering stronger relationships.

## **ARTICLE III**

### **SPIRITUAL ADVANTAGES**

- Section 1.* A Mass shall be offered annually for all members of the League including active, inactive, and former members as well as our deceased members.
- Section 2.* A Spiritual Advisor shall provide spiritual guidance and opportunity for growth for the membership of the League. The Spiritual Advisor will be selected by the Board of Directors and asked to participate in the League's membership meetings.

## **ARTICLE IV**

### **MEMBERSHIP**

- Section 1.* Membership shall be open to all Catholic women. Women may attend two (2) meetings as a guest before being asked to join the organization. Honorary membership is granted to women with 25+ years of uninterrupted membership. Honorary membership is free and granted to women who are 80+ years old. Honorary membership also is granted to past presidents of the League in recognition of their dedicated service.
- Section 2.* All applicants for membership shall submit an application form and shall also submit the first year's dues as set by the League.
- Section 3.* The Nashville Catholic Business Women's League shall collaborate with other Diocesan organizations in order to strengthen the Catholic community and its mission to serve God.

## **ARTICLE V**

### **MEETINGS**

- Section 1.* Regular monthly membership meetings should be held on the third Wednesday of each month, except for those months in which special League events are held. Monthly membership meetings should be conducted in person but may be conducted remotely.
- Section 2.* Special meetings may be called by the President or upon written request by the members of the League. The specific purpose of the meeting shall be communicated to the membership ten days prior to the meeting and only such business pertaining to said purpose shall be transacted at this meeting.
- Section 3.* The Board of Directors shall meet once every quarter, or upon the call of the President or five members of the Board. Board of Directors meetings should be conducted in person but may be conducted remotely.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

- Section 1.* The members of the Board of Directors shall consist of the officers of the League, consisting of the President, President-Elect, Program Chair, Secretary, Communications Chair, Treasurer, and the Parliamentarian.
- Section 2.* The President may ask various sub-committee chairs to participate in Board of Directors meetings as needs arise.
- Section 3.* The Board of Directors shall consider and determine policy, recommend League activities, and take any other action not inconsistent with these governing policies.
- Section 4.* A simple majority of the Board of Directors present (either in person or remotely) shall constitute a quorum.

## **ARTICLE VII**

### **OFFICERS & EXECUTIVE COMMITTEE**

- Section 1.* The elected officers of the League shall be the President, President-Elect, Program Chair, Secretary, Communications Chair, Treasurer, and Parliamentarian.
- Section 2.* The President shall provide leadership and direction to fulfill the mission of the League. She shall preside at meetings of the membership and the Board of Directors. She shall appoint other Committee Chairs as needed to conduct business or activities of the Organization. Our operational documents (minutes, reports, etc.) should designate the committees utilized during a term of office.
- Section 3.* The President-Elect shall perform the duties of the President in her absence. She shall perform such other duties as directed by the President. She shall prepare to assume the presidency of the League for the upcoming term.
- Section 4.* The Program Chair shall perform the duties of the President or President-Elect in their absence. She shall serve as Chair of the Program Committee and perform such other duties as directed by the President.
- Section 5.* The Secretary shall maintain a record of all actions taken at the meetings of the League and the Board of Directors. She shall furnish a record of the actions taken at the regular membership meetings and the Board of Directors meetings on the member portal.
- Section 6.* The Communications Chair shall communicate with the membership as circumstances or events are identified. She shall conduct the correspondence and maintain the organization's website. She shall work closely with other committee chairs to ensure effective communication for all members.
- Section 7.* The Treasurer shall monitor and maintain fiscal and federal/state governmental and tax affairs of the League. She shall receive all monies due to the League and pay all bills which have been approved by the President or Board of Directors. She shall maintain a banking relationship for the League and

maintain financial records to present a timely report at the membership meetings and Board of Directors meetings. She shall ensure that all organizational, tax, exemption, and other required reports and filings are properly submitted to appropriate federal/state entities. She shall maintain all scholarship financial contacts and records and report to the membership as needed. At the end of her term of office, she shall present a written report, and financial records will be turned over to her successor.

*Section 8.* The Parliamentarian shall ensure that any approved Bylaws amendments are filed with the appropriate State and County authorities. She shall ensure that Robert's Rules of Order govern the proceedings of the League. She shall submit a report of activities at the end of her term of office.

## **ARTICLE VIII**

### **ANNUAL MEETING AND ELECTIONS**

*Section 1.* The annual membership meeting shall be the regular April meeting, except if no regular meeting is held in April, the annual membership meeting shall be the next regular meeting held after the March meeting. The annual membership meeting should be held in person but may be held remotely. It should include reports by each officer and committee chair.

*Section 2.* Officers shall be elected in odd numbered years at the March monthly meeting and installed at the annual membership meeting.

*Section 3.* The President-Elect shall form a Nominating Committee in even-numbered years. The Nominating Committee shall submit a slate of proposed Officers for the Board's approval at the Board of Directors first quarterly meeting in odd numbered years. The slate is approved by the membership present at the March monthly membership meeting and may include online voting results.

*Section 4.* Nominations for officers may be solicited via the League's newsletter or website with the prior approval of the nominee.

*Section 5.* Officers shall serve for a period of two years, or until their successors are elected. No member shall serve consecutive terms in the same office as President or Treasurer. Twelve months or more shall be considered a term in determining the eligibility for re-election.

*Section 6.* The newly elected Officers shall assume their duties at the installation at the annual meeting in April of odd numbered years.

*Section 7.* A vacancy in the office of the President shall be filled by the President-Elect, automatically becoming President for the unexpired term.

*Section 8.* A vacancy in the office of the President-Elect shall be filled by the Program Chair, automatically becoming President-Elect for the unexpired term. In the event the Program Chair chooses not to assume the President-Elect duties, the vacancy shall be filled for the unexpired term by a vote of the membership following the nomination procedures in Section 4 and elections in Section 10.

*Section 9.* Vacancies in other Board positions shall be filled for the unexpired terms by the Board of Directors.

*Section 10.* Elections to fill vacancies may be held at any monthly meeting.

## **ARTICLE IX**

### **COMMITTEES**

*Section 1.* There shall be the following Standing Committees: Bylaws, Communications, Membership, Programs, Special Events and Projects, and Spiritual Life.

*Section 2.* The Parliamentarian shall chair the Bylaws Committee and shall ensure that Robert's Rules of Order govern the proceedings of the League. She shall maintain and submit a written record of her term activities to the board at the end of term of office. No fewer than 45 days in advance of the annual meeting, the Committee shall meet and review the Bylaws to determine if amendments should be recommended to the Board of Directors for their consideration for presentation at the annual meeting. At any time, the Board or Executive Committee or an individual may request the Committee to consider and recommend amendments to the Bylaws. Such requests shall be in writing and addressed to the Parliamentarian. Amendments shall be presented to the membership according to Article XIV.

*Section 3.* The Special Events Co-Chairs and the Treasurer shall plan and coordinate all financial development activities for the League to support scholarship endowment and any other fundraising needs approved by the Board of Directors.

*Section 4.* The Membership Chair shall provide leadership for the development, recruitment, and retention of active membership. This person shall make the League known to the women of the Catholic community in Davidson and surrounding counties and to encourage the growth of membership. This person shall have the duty to update, maintain and distribute the Membership Directory.

*Section 5.* The Program Chair shall be responsible for planning and scheduling the monthly meeting programs.

*Section 6.* The President-Elect shall have the duty to plan and promote leisure time activities of the membership and planning and presenting any special events. This person shall also be responsible for Retired Religious activities.

*Section 7.* The Spiritual Life Chair shall arrange and direct the spiritual and liturgical activities of the League.

## **ARTICLE X**

### **QUORUM**

A quorum for the membership meetings shall be a simple majority of members present, in person or remotely.

## **ARTICLE XI**

### **DUES**

- Section 1.* Annual dues shall be recommended by the Treasurer and/or Financial Committee and approved by the Board of Directors. The annual membership drive shall be conducted in April. Members will be invoiced throughout the year to renew their membership based on their anniversary month.
- Section 2.* A member whose dues are delinquent by more than one fiscal year shall be considered to have resigned her membership, provided, that prior to removing a member, the Membership Chair shall determine if the member has special circumstances that cause the committee to recommend to the Board of Directors that the member's dues be waived.

## **ARTICLE XII**

### **RESIGNATIONS**

Resignation of Officers shall be in writing to the President and Board of Directors and the position filled according to Article VIII.

## **ARTICLE XIII**

### **FISCAL YEAR**

The fiscal year shall be from April 1 to March 31 of the following year.

## **ARTICLE XIV**

### **AMENDMENTS**

Proposed amendments to these Bylaws shall be approved by the Bylaws Committee and the Board of Directors prior to being presented to the members. All proposed changes shall be in writing and shall be provided to the entire membership either by personal delivery, or by email, or by prepaid first-class U.S. Mail. Pursuant to the above requirement, these Bylaws may be amended at any regular monthly membership meeting by a simple majority vote of the members present (either in person or remotely).

## **ARTICLE XV**

### **INDEMNIFICATION**

- Section 1.* No director or officer of the organization shall be personally liable to the League or its members for monetary damages for breach of fiduciary duty as a Director or Officer and shall be immune from any lawsuit arising from the conduct of the affairs of the League except for conduct which amounts to willful, wanton, or gross negligence.

*Section 2.* The organization will indemnify the Directors and Officers of the League from any lawsuit or actions brought against them arising from their conduct of the affairs of the League so long as such conduct does not amount to willful, wanton, or gross negligence.

## ARTICLE XVI

### DISSOLUTION

In the event of termination or dissolution of the League, all assets of the organization shall be distributed to another Catholic entity organized for charitable or educational purposes as directed by the Board of Directors.

## ARTICLE XVII

### PARLIAMENTARY AUTHORITY

Robert's Rules of Order Revised, the most recent edition, shall govern the proceedings of this League, subject to the special rules the League may adopt.

These Bylaws revoke and replace all prior versions of the Bylaws.

The above Bylaws with amendments were approved by a majority of the members on

March 21, 2023  
Date

James M. Wayne  
NCBWL President

James E. Moore  
NCBWL Secretary