



## FEDERALLY EMPLOYED WOMEN

### MID-CONTINENT REGION BYLAWS

Updated by Mid-Continent Region Bylaws Committee

*Toni Dupree* on November 3, 2021

Approved by Mid-Continent Regional Board

*Gloria J. Sherman* on December 18, 2021

Approved by the National Bylaws Chair

Dr. Carmela G. Daniels, National Bylaws Chair on January 5, 2022

*Dr. Carmela G. Daniels*

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### **Bylaws Terms of Agreement**

This Agreement shall remain in effect for as long as the Region remains compliant with the Federally Employed Women (FEW) organization and Articles of Incorporation, Bylaws and National Policies. This Agreement will automatically renew unless the Region is seeking to terminate or revoke or non-renew the Agreement and provides written notice of its intent to terminate or revoke the Agreement to the National Office. This Agreement may not be amended or modified except by written instrument signed by authorized representatives of both parties.

## **ARTICLE I – NAME**

Federally Employed Women, a District of Columbia nonprofit corporation, whose address is 455 Massachusetts Avenue, N.W., P.O. Box 306, Washington, D.C., 20001, hereinafter referred to as "FEW," hereby enters into this Regional agreement with the Mid-Continent Region, Federally Employed Women (IRS EIN No. 52-1491386), hereinafter referred to as "Region" as a chartered Region of FEW under the following terms and conditions and pursuant to the Charter granted by FEW National Board of Directors (NBOD).

In consideration of the issuance of this Region Charter, the Region agrees to comply with the terms and conditions of its chartered status.

## **ARTICLE II – PURPOSE**

The purpose of the Region shall be to coordinate the activities of the chapters within the region states to include Iowa, Nebraska, Missouri, Kansas, and the Mid-America Chapter of Illinois. The Region shall be operated exclusively for the charitable and educational purposes of taking action to end sex discrimination and toward the advancement of women in employment in the federal service. The specific activities which the Region shall undertake in furtherance of these charitable and educational purposes shall be: to increase job opportunities for women in the government service; to further the use of the potential of women in government; to improve the merit system in government employment; to assist government employees and applicants for government employment who are discriminated against because of sex; to develop and to provide training programs to enable women to increase their skills and enhance their potential for career advancement; to develop and to provide training programs which address the special needs and problems of women employees in the government and provide a description of programs targeted to meet those needs; to educate the general public and policy makers about issues of concern to women with an emphasis upon those of concern to women government employees; and to do all things necessary and proper to accomplish the above purposes without discrimination because of sex, race, color, age, marital status, national origin, political affiliation, religion, and mental or physical disability.

## **ARTICLE III – MEMBERSHIP and DUES**

**Section 1. Membership** – Individual membership is open to any person who supports the mission and purpose of FEW upon payment of dues. FEW's membership consists primarily of people employed or retired from the federal government and active or retired government contractors. All members join through a local Chapter and are recognized by National and the Region in which they participate. Membership is defined as regular, honorary, lifetime or diamond lifetime. Membership guidelines are defined in the

National Policy and Procedures Manual (NPPM) for all tiers of FEW. The membership of this organization shall consist of the FEW chapters within the Region.

**Section 2. Dues** – FEW annual dues shall be paid by the members directly to FEW National in amounts established by the NBOD unless a member is considered a Lifetime or Diamond Lifetime member.

**Section 3.** New chapters established in this region shall follow the guidelines outlined in Article IV of the Bylaws of the National organization, with the charter application fee paid from the Regional Treasury.

**Section 4. Revocation of Membership** – Membership in FEW may be terminated in accordance with National Bylaws, Article III, Section 6.

## **ARTICLE IV – REGIONS**

**Section 1.** For the purposes of coordinating Chapter activities in the same geographic area and with the National Organization, Chapters shall be assigned to at least one standing Region.

### **Section 2.**

(a) Each Region shall have one representative (Regional Manager) on the NBOD.

(b) Regional Officers.

(1) A Regional Manager (RM) and other Regional Officers shall be elected or appointed by the Region in accordance with National Policy.

(2) RMs shall not hold a voting office, elected, or appointed, at the National or Regional level other than that of RM.

**Section 3. Regional Assessments** – The Region may make reasonable assessments on its Chapters to defray the cost of the Region as may be agreed upon by the Regional Board of Directors (RBOD), provided such monies shall be used exclusively for the purposes listed in Article II of these Bylaws. Assessments will be \$2.00 per member. Population of the Chapter shall be those members shown on the National membership roster on August 31<sup>st</sup> of the current year. Assessments are due to the Regional Treasurer on or before October 1<sup>st</sup> of that year.

## **ARTICLE V – REGIONAL BOARD OF DIRECTORS**

**Section 1. Management** – Management of this organization shall be vested in a RBOD responsible to the entire membership within the Region to uphold these Bylaws. It shall manage the affairs, set policy, and control the funds and property of the organization. In addition, the RBOD shall adopt special rules of order and standing rules to govern its

proceedings, shall manage the affairs of FEW over which it has power and authority, and shall set policy and control the funds and property of the organization.

**Section 2. Composition of the RBOD** – The activities of this organization shall be governed by the RBOD, which shall consist of the following elected/appointed officers, in accordance with the guidelines set by the National organization: Regional Manager, Regional Representative, Treasurer, Secretary, Bylaws/Policies and Procedures, Nominations/Elections Chair, Immediate Past RM, Chapter Presidents, and the Standing Committee Chairs. Each shall be entitled to one (1) vote, except the RM, who shall only be entitled to vote in the case of a tie.

(a) Chapters are eligible to belong to the Region if their Chapter is in good standing with a minimum of 15 dues paying members and no financial obligations owed.

(b) Chapters under a waiver may belong to the Region; however, they will be unable to vote.

**Section 3. Meetings** – The RBOD shall meet at least two times during each program year (to coincide with National’s program year), and at the call of the RM. One meeting shall be held in the spring; one may be held in conjunction with the annual National Training Program/National Event (NTP/NE) to install new officers, and one shall be held in the fall. These meetings may be in conjunction with a Regional Training Program (RTP). The RBOD meetings are open to members of the Region.

**Section 4. Quorum** – The quorum for regular and called meetings shall consist of a simple majority of all board members present that include the RM and one other officer.

**Section 5. Proxy Voting** – Proxy voting is prohibited and not allowed under any circumstances. No RBOD member is allowed to delegate his or her responsibility to anyone.

**Section 6. Resignation and Removal of Regional Board Member** –

(a) A RBOD member may voluntarily resign from the RBOD at any time upon written notice to the RM setting forth the effective date of such resignation. In the absence of a specified effective date, the resignation shall be deemed effective on the date of receipt of such notice by the RM.

(b) A RBOD member may be proposed to be removed from the RBOD for nonperformance of duties, misconduct, or mismanagement. The decision to remove such officers will be made by the RBOD. Disputes that cannot be resolved at the Regional level may be referred to the NBOD for a final decision following National Policies and Procedures Manual (NPPM) Section II. Organization and Responsibilities, Removal of Officers procedures.

## **ARTICLE VI – OFFICERS**

**Section 1. Officers** – The elected Officers of the RBOD shall be the RM, Regional Representative, Secretary, Treasurer, Bylaws/Policies and Procedures and the Nominations/Elections Chair. The non-elected officers shall be the Immediate Past RM, Chapter Presidents, and the standing committee chairs. These Officers shall perform the duties prescribed by these Bylaws, the Policies and Procedures adopted by the Region, and those of National FEW.

### **Section 2. Qualifications of Officers –**

- (a) All Officers shall have been members in good standing for at least one immediate past consecutive year and be members in good standing prior to their nomination for office. Candidates must be members in good standing, having chapter, regional, and national dues paid in full. All members in good standing of the Region are eligible to be elected to Regional office after meeting service criteria.
- (b) The RM shall have served as a member of the RBOD for eight to twelve months as of the August 1st following the election and must remain current in membership during length of term.
- (c) Members may not be a candidate for more than one voting position on the same board on any tier of the FEW organization.

### **Section 3. Term of Office –**

- (a) Officers shall take office upon installation at the Regional meeting held in conjunction with the NTP/NE or August 1st if no NTP/NE, and shall serve a term of two years or until their successors are elected.
- (b) No member shall be elected to the same office for more than two consecutive terms. Any officer filling an unexpired term of two years or less shall be eligible for two full terms.

### **Section 4. Duties of Officers –**

- (a) RM shall be the Chairperson of the RBOD, Executive Committee and shall serve as a member of the NBOD. The RM will ensure RTPs are conducted, appoint standing committee chairs and special committees as determined by the needs of the Region. Regional Representative will serve as the Interim RM, if the position becomes vacant. See Article VII, Vacancies, Section 2.

- (b) Secretary shall record, distribute, and maintain the minutes of all meetings of the RBOD and Executive Committee. Shall prepare all correspondence for the RBOD, prepare quarterly reports, and maintain all records and files of the RBOD.
- (c) Treasurer shall receive and disburse funds in accordance with the budget approved by the RBOD. Shall prepare financial reports, serve as ex-officio member of the Finance Committee, present books to be reviewed by an Audit Committee and notify the RBOD of delinquency in dues and assessments. Disbursements shall be made by check or debit card.
- (d) Nominations/Elections Committee shall consist of three (3) members; one elected from the membership who will serve for the following term and two appointed by the Nominations/Elections Chair. The Nominations/Elections Chair and the Committee shall perform duties as specified by these Bylaws.
- (e) The Region may have one Regional Representative for every five chapters. The Regional Representative shall be designated as the Interim RM to support the Region in the disability of the RM and shall perform the duties of the RM.

## **ARTICLE VII – VACANCIES**

**Section 1.** Any elected or appointed Officer who cannot perform or fails to perform the duties of the office shall be required to resign upon the request of the majority of the RBOD and the office shall be declared vacant.

**Section 2.** Should a vacancy occur in the office of RM, the Regional Representative shall serve pending the regular election procedure, in accordance with the NPPM. Election shall be initiated within thirty (30) days and completed within ninety (90) days of the occurrence of the vacancy.

**Section 3.** Vacancies in other offices shall be filled by the Executive Committee. The RM will solicit names from the Chapters to fill these positions immediately when the vacancy occurs.

**Section 4.** Nominations to fill vacancies of the Regional Representative shall be solicited from the affected Chapters and appointed by the RM.

## **ARTICLE VIII – EXECUTIVE COMMITTEE**

**Section 1.** The Executive Committee shall consist of the elected regional officers, the Immediate Past RM and the Standing Committee Chairs.

**Section 2.** The Executive Committee shall be the administrative arm of this Region and shall have the power and authority to act between meetings of the RBOD. All such acts shall be reported promptly to the RBOD.

**Section 3.** The Executive Committee shall meet at the call of the RM, either by telephone, mail, email, virtual or in session.

**Section 4.** Meetings held via telephone or virtual shall be via conference call virtual platform with the quorum set at 80% of the committee members. All votes in conference call meetings shall be by roll call, with a 2/3 vote required for approval of business items.

**Section 5.** Meetings held via mail will consist of correspondence with the quorum set at reply by 80% of the committee members. All votes via mail will consist of ballots returned to the Regional Manager within 10 days, with the proviso that unreturned ballots will be counted in the affirmative, and a 2/3 vote necessary for approval of business items.

## **ARTICLE IX – STANDING COMMITTEES**

**Section 1.** The Standing Committee Chairs shall be voting members of the RBOD. The standing committees of this organization shall be Legislative, Membership, Compliance, Training, Diversity and any others necessary to accomplish its purpose.

**Section 2.** The membership of each committee may consist of members from the region area, appointed by the RM.

**Section 3.** All standing committees' files shall be transferred to the successors within 30 days after the change of committee.

**Section 4.** All standing committees shall perform the duties normally associated with their titles as described in the RPPM or as designated by the RM.

**Section 5.** In addition, standing committees may have added responsibilities, as directed by the RM, and approved by the Executive Committee.

**Section 6.** The RM may appoint such special committees or consultants as may be necessary, such as parliamentarian, special studies task team or Past RM's Advisory Council.

## **ARTICLE X – NOMINATIONS/ELECTIONS**

**Section 1.** All FEW election procedures shall be consistent with the National Bylaws and NPPM guidelines set by the NBOD.

**Section 2.** A Nominations/Elections Committee consisting of three (3) members; one elected from the membership who will serve for the following term and two appointed by the Nominations/Elections Chair.

**Section 3.** For normal elections, the committee shall solicit nominations by March 1st for elected officers and elected committee chairs stated in Article IV, Section 1. Ballots shall be distributed via email by March 20<sup>th</sup> and returned per instructed via mail, email, or electronic vote by April 10th.

**Section 4.** Elections shall be by majority vote.

**Section 5.** The committee will tally the votes and notify Chapter Presidents, Regional Manager, and the successful candidates of the results in writing (email) by May 15th. If necessary, ballots will be tallied at the spring RBOD meeting by members appointed by the Executive Committee. The committee chair or designated committee members shall notify all the candidates of the results within 24 hours, followed by a written notification to the elected candidates. The RM shall advise all members of the election results and provide information of the election results to the FEW National Office.

**Section 6.** All accounts, funds, records, books, and property shall be transferred to the incoming successor officer immediately after the official installation of Regional Officers.

## **ARTICLE XI – FINANCES**

**Section 1.** The fiscal year for the Region shall coincide with that of the National organization from 1 October to 30 September.

**Section 2.** The activities of this Region shall be financed through Regional assessment on Chapters and other fund-raising activities as approved by the RBOD.

**Section 3.** An audit of the financial records shall be performed annually at the close of each fiscal year and at any other time the RBOD deems one necessary. Chapters shall also be required to perform, at a minimum, an independent financial review in accordance with approved procedures as set by the RBOD.

**Section 4.** The Region shall:

- (a) Maintain a bank account in the name of the Region.
- (b) Conduct its financial activities in accordance with such procedures as to be established by the RBOD.



- (c) Be solely responsible and liable for all contracts, agreements and financial obligations incurred by the Region in connection with its activities.
- (d) Acknowledge and agree that FEW, its Officers and/or members are not and shall not be responsible for or liable for the payment of any Region obligations, contracts or debts unless an authorized Officer and/or member of FEW has specifically agreed to such responsibility in writing

**Section 5.** The Region shall not engage in any activity or business that is inconsistent with the stated provisions of FEW's income tax-exempt purposes. The Region shall also secure its own Tax Identification Number as required by federal and/or state law for use in connection with the establishment and maintenance of the Region's bank account(s). Regions shall take all necessary steps to comply with the Internal Revenue Service regulations applicable to an organization holding a tax-exemption under 501(c)4 of the Internal Revenue Code, including filing any information or tax returns required of the Region or filing with the National group exemption.

**Section 6.** Registration fees for attendees at RTPs shall be set by the RM, after consultation with the host chapter(s).

**Section 7.** There shall be a separate checking account for RTPs for the sole purpose of depositing RTP receipts and disbursing RTP obligations. Signatories for this account shall be the Regional Treasurer, Region Representative and the RM. The RTP Finance Chair, and If deemed necessary, the RTP Chair, will be added for a particular RTP.

**Section 8.** The RM and elected officers shall receive complimentary training registration at RTPs, if not funded by their agency/department. The payment of other travel-related expenses will be made as voted upon at the previous RBOD meeting, subject to budgetary constraints.

**Section 9.** At the NTP/NE, the Incoming RM shall receive hotel reimbursement at 1/2 double occupancy, government rate, subject to budgetary constraints.

**Section 10.** Each outgoing RM must ensure the treasury is left solvent, meaning a sum at least equal to the unpaid bills or obligations for which their administration is responsible. Any surplus remains in the treasury.

## **ARTICLE XII – AMENDMENTS**

**Section 1.** All proposed Bylaws amendment changes shall be forwarded in writing (email), to the Regional Bylaws Chair at least 30 days prior to the RBOD meeting.

**Section 2.** A copy of all proposed amendments shall be mailed or emailed from the Regional Bylaws Chair to each RBOD member, at least 15 days prior to the RBOD

meeting. These bylaws may be amended by a 2/3 vote of the RBOD present at a RBOD meeting, a quorum being present, providing members have received the 15 days' notice.

**Section 3.** No article or section of these bylaws shall conflict with those of the National organization.

**Section 4.** If any amendments to the National organization's bylaws make a corresponding amendment to these bylaws necessary or causes them to be in conflict with the National organization's rules, these bylaws shall be deemed to be amended automatically according to the amendments adopted by the National organization. Such changes shall be brought to the attention of the RBOD and be reflected in the next publication of the bylaws.

### **ARTICLE XIII – MISAPPROPRIATION/DISSOLUTION**

**Section 1. Misappropriation:** The Region shall use its funds only to accomplish the objective in these bylaws. No part of these funds shall be misappropriated or be distributed to any officer or member for their own personal use or for their immediate family, unless as a reimbursement for a previously approved budgetary item.

**Section 2. Dissolution:** The Region may be dissolved only upon approval of the NBOD when no Chapters remain under its direction or is determined not to be in good standing. Upon dissolution of the Region, the NBOD shall, after paying or making provision for payment of liabilities of the Region, take control of all assets.

**Section 3. Consolidation:** Any funds remaining, should the Region consolidate with another region, shall go to the receiving Region.

### **ARTICLE XIII – PARLIAMENTARY AUTHORITY**

This Region shall be governed by the most current edition of Robert's Rules, to the extent that they are applicable and are not inconsistent with these bylaws or those of the National organization.

#### **Bylaws History**

Adopted: October 5, 1991

Amended: October 16, 1993; March 25, 1995; June 1, 2001; April 17, 2005; March 17, 2006; and October 7, 2007.

Revised by National Bylaws Chair to add National bylaws changes  
April 8, 2008.

Amended: April 25, 2009; October 13, 2018; and October 6, 2019.

Revised by National Bylaws Chair on October 21, 2021.

Amended December 18, 2021

Region Bylaws Committee Chair, Toni Dupree

*Toni Dupree* on November 3, 2021

Mid-Continent Regional Manager, Gloria Sherman

*Gloria J. Sherman* on December 18, 2021

Approved by the National Bylaws Chair, Dr Carmela Daniels, National Bylaws Chair  
January 5, 2022

*Dr. Carmela G. Daniels*