

CALL TO INTERIM BOARD
NOVEMBER 9, 2024
HOLIDAY INN EXPRESS AND SUITES, GLASGOW, KENTUCKY

By virtue of the power vested in me as President, I hereby call the Interim Board of Directors Meeting of the Kentucky Federation of Business and Professional Women's Clubs, Inc., (KFBPW) into regular session on November 9, 2024, at Holiday Inn Express and Suites, Glasgow, Kentucky.

VOTING MEMBERS

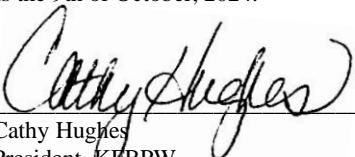
In accordance with Kentucky Federation of Business and Professional Women's Clubs, Inc. Bylaws, Article X, Section 2, 3, and 5, the following shall constitute the Board of Directors:

- Section 2. The president, the president-elect, the vice-president, the recording secretary, the executive assistant, the treasurer, and the parliamentarian (without vote) shall constitute the Executive Committee.
- Section 3. The Kentucky Federation Board of Directors shall be composed of the following:
- (a) the Executive Committee;
 - (b) chairs of the standing committees;
 - (c) the regional directors;
 - (d) the presidents of all local organizations, or, in the absence of the local president, the duly authorized representative;
 - (e) the editor of *The Kentucky Cardinal*;
 - (f) the chair of the Board of Trustees of the Kentucky Business and Professional Women's Foundation;
 - (g) any member having served a full term as State Federation President;
 - (h) any member having served as National President;
 - (i) the Kentucky Federation parliamentarian (without vote);
 - (j) the immediate past state president;
 - (k) one Board Member Emeritus (for life, with vote) who may be appointed by the Kentucky Federation president with the approval of the Kentucky Federation Executive Committee.
- Section 5. In the absence of the local organization president, or in the event the president is present and serving in a voting capacity other than as local organization president, the duly authorized representative of that organization shall present a written authorization, signed by the local president, to the recording secretary at the roll call for the Board of Directors' meeting. In the absence of proper written authorization, a duly authorized representative may be appointed by the Kentucky Federation President with verification of eligibility by the Kentucky Federation Treasurer. The duly authorized representative must be from the same local organization as the president being represented.

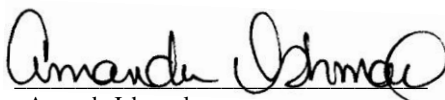
ARTICLE XIV: DUTIES OF THE BOARD OF DIRECTORS

- Section 1. The Board of Directors (see definition in Article X, Section 3) shall transact the business of the Kentucky Federation in the interim between state conferences.
- Section 2. To be eligible to serve as state president, a member must:
- (a) Be employed and
 - (b) Be in good standing and
 - (c) Officially and publicly support the state legislative platform.
- Section 3. All other members of the board of directors must:
- (a) Be in good standing and
 - (b) Officially and publicly support the state legislative platform.
- Section 4. The Board of Directors shall report at each annual conference the business transacted by the Board of Directors since the previous conference.
- Section 5. The Board of Directors shall determine the number of regions into which the Kentucky Federation shall be divided and the local organizations comprising each region.
- Section 6. The Board of Directors shall supervise the affairs of the Kentucky Federation and devise measures for its growth and prosperity.
- Section 7. The Board of Directors shall adopt amendments to the model local organization bylaws not otherwise mandated by the Kentucky Federation bylaws.
- Section 8. At the written request of the president, a vote of the Board of Directors may be taken by mail, facsimile (fax) or email. Such vote shall have the force and effect of a vote taken at a face-to-face meeting. The Secretary's records shall contain an accurate record of all such votes.
- Section 9. No member shall have more than one vote, and no voting by proxy shall be allowed.

This the 9th of October, 2024.



Cathy Hughes
President, KFBPW



Amanda Ishmael
Executive Assistant, KFBPW