

CALL TO INTERIM BOARD
NOVEMBER 21-22, 2008
BARREN RIVER STATE RESORT PARK – LUCAS, 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., (BPW/KY) into regular session on November 21 and 22, 2008, at the Barren River State Resort Park in Lucas, Kentucky.

VOTING MEMBERS

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

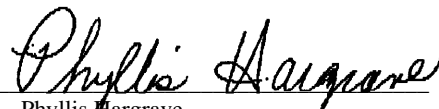
- Section 2. The president, the president-elect, the vice-president, the recording secretary, the executive assistant, the treasurer, and the parliamentarian (without vote) shall constitute the Executive Committee.
- Section 3. The BPW/KY Board of Directors shall be composed of the following:
- (a) the 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 BPW/KY Foundation;
 - (g) any member serving as an officer or standing committee chair of BPW/USA;
 - (h) any member having served as National President;
 - (i) the BPW/KY parliamentarian (without vote);
 - (j) the immediate past state president;
 - (k) one Board Member Emeritus (for life, with vote) who may be appointed by the BPW/KY president with the approval of the BPW/KY 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 BPW/KY President with verification of eligibility by BPW/KY Treasurer. The duly authorized representative must be from the same local organization as the president being represented.

ARTICLE XV: DUTIES OF THE BOARD OF DIRECTORS

- Section 1. The Board of Directors (see definition in Article XI, Section 3) shall transact the business of BPW/KY in the interim between state conventions.
- 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 national 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 national legislative platform.
- Section 4. The Board of Directors shall report at each annual convention the business transacted by the Board of Directors since the previous convention.
- Section 5. The Board of Directors shall determine the number of regions into which BPW/KY shall be divided and the local organizations comprising each region.
- Section 6. The Board of Directors shall supervise the affairs of BPW/KY and devise measures for its growth and prosperity.
- Section 7. The Board of Directors shall approve all resolutions or recommendations to be submitted to the National Board of Directors or to the National Convention.
- 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. The Board of Directors shall have the power to submit to BPW/USA any name or names for national office or appointment, in the manner prescribed by BPW/USA.
- Section 10. No member shall have more than one vote, and no voting by proxy shall be allowed.

This the 16th of September, 2008.

Debrah V. Pierce
President, BPW/KY


Phyllis Hargrave
Executive Assistant, BPW/KY