

BYLAWS

As Amended March 1989
As Amended March 1993
As Amended April 1995
As Amended November 1995
As Amended June 2007
As Amended October 2011
As Amended November 2013
As Amended March 2015
As Amended January 2017

As Amended March 1996
As Amended October 1998
As Amended October 1999
As Revised June 2004 and 2006
As Amended March 2008
As Amended February 2013
As Amended December 2013
As Amended May 2015

ARTICLE I: Name

The name of this organization shall be "The Woman's Club of Williamsburg-GFWC".

ARTICLE II: Object

Section 1. The Woman's Club of Williamsburg-GFWC is organized exclusively for charitable and educational purposes including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) 3 of the Internal Revenue Service Code, or corresponding section of any future federal code.

Section 2. No part of the net earnings shall inure to the benefit of, or be distributable to its members or officers. This organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 3. Conflict of Interest. All Officers and Directors are expected to comply with the organization's Conflict of Interest Policy and will be required to re-affirm their compliance with the policy by signing a statement each year.

ARTICLE III : Membership

Section 1: Any woman of good character and dedicated to the objectives of The Woman's Club of Williamsburg-GFWC, as defined in Article II, shall be eligible for membership in this organization.

Section 2: Membership in this Club shall be of two classes, Active and

Sustaining.

(a) Every active member must be a member of at least one Community Service Program or committee and participate in that program's or committee's activities; she shall attend regular business meetings and must support and participate in Club sponsored fund-raising projects. Members in good standing in other organizations affiliated with the General Federation of Women's Clubs may automatically transfer to The Woman's Club of Williamsburg-GFWC.

(b) An active member in good standing for 5 years, upon application to the Membership Committee and subject to approval of the Board of Directors may become a sustaining member. A sustaining member is one who is a non-resident, or who for some other reason is unable to attend regular meetings of the Club. She shall be subject to call for special Club projects and/or monetarily support the Club and shall have all privileges of the Club except voting and holding office. Sustaining membership will be limited to no more than 15% of the total Club membership.

(c) A sustaining member may be reinstated as an active member by the Board of Directors, subject to the recommendation of the Membership Committee.

(d) Any member failing to cancel her luncheon reservation by the cancellation deadline is responsible to pay for that reservation.

Section 3:

(a) A candidate for membership shall be sponsored by at least one active member in good standing and approved by a two-thirds vote of the Board of Directors.

(b) New members shall be voted upon at any regular meeting of the Board of Directors, provided they have attended two (2) general business meetings of the Club as guests.

(c) Invitations to prospective members shall be issued in writing by the Corresponding Secretary.

Section 4:

(a) The initiation fee for new or reinstated members and transfers shall be \$5.00 payable upon acceptance.

(b) The annual dues of members shall be payable by July 1st. New members joining from January through March will be charged 50% of the annual dues. New members joining after March 31st will pay the full annual dues which will go toward the following year.

The Treasurer shall send notice to members whose dues are in arrears as of June 1st. Dues must be paid by July 1st. or the member will be dropped from the roll and will not be included in the annual yearbook.

ARTICLE IV: Officers

Section 1: The officers shall consist of President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer and Parliamentarian. These officers should be referred to as the Executive Committee

Section 2: The officers shall be elected to serve for one year term and shall take office July 1. No elected officer shall serve more than two consecutive terms in the same office. No member shall hold more than one office at a time except in time of emergency, at the discretion of the Board of Directors.

Section 3:

(a) The annual election of officers shall take place at the regular March meeting.

(b) There shall be a Nominating Committee of three (3) members, one (1) elected as Chairman by the Board of Directors at its September meeting and two (2) nominated and elected by the membership at the September regular business meeting. This committee shall present a slate of candidates at the February regular meeting. Members may submit in writing to the Nominating Committee Chairman any time during the year, names to be considered by the Committee. The slate of officers shall be printed in the March Newsletter.

(c) Nominations may be made from the floor at the March meeting, provided the nominee has been contacted previously and has agreed to serve if elected, with the election by ballot taking place at the March meeting. Where there is only one candidate for an office, election may be by voice vote.

Section 4: Vacancies in any office other than that of President shall be filled by the Executive Committee. The First Vice President shall automatically fill the vacancy of the President.

Section 5: The duties of the Executive Committee are as follows:

(a) The President shall preside at all meetings of the Club and the Boards. She will be responsible for the general supervision and direction of the Club, appointing the Parliamentarian and all Chairmen except the Chairman of the Nominating Committee. She shall be a delegate to District and State meetings. The President shall be responsible for securing the installation officer. The

President shall be an ex-officio member of all committees except the nominating committee. Such other Committees, standing or special, shall be appointed by the President as the Board of Directors shall from time to time deem necessary to carry on the work of the Club.

(b) The Vice President shall perform the duties of the President in her absence or at her request and shall serve as the Chairman of the Planning Committee, making arrangements for meeting places for the monthly general meetings. The committee shall be responsible for all arrangements for the December and May meetings. Members of this committee shall act as hostesses for Club functions. She shall be available for special projects which the President may assign. She shall coordinate a special recognition for the outgoing President. She shall be responsible for giving an accurate count of attendees to the designated person at the location of the general meeting. She shall be the keeper of the Club's banner and insure that the room is set up properly for the meetings.

(c) The Recording Secretary shall keep a permanent record of all minutes and shall supply a copy to the President, Treasurer, Historian and Parliamentarian within two weeks of the meeting. She shall call the roll at all Board of Director meetings and at all regular general meetings. She shall serve on the Membership Committee.

(d) The Corresponding Secretary shall carry on the correspondence of the Club, issuing invitations to candidates approved for membership, sending appropriate cards to the membership and thank-you notes when needed. She shall carry on all such other correspondence as directed by the Board of Directors. She shall serve on the Membership Committee.

(e) The Treasurer shall be responsible for the collection of monies and deposit them within seven days of their receipt in a bank approved by the Board of Directors. She shall collect all dues and give receipts for monies received, issue notices of dues in arrears, keep the financial books of the organization, disperse funds at the direction of the Board of Directors, and issue checks for authorized expenditures from funds of the organization. She shall present a written report at each Board of Directors meeting and each regular business meeting. She shall serve as Chairman of the Budget and Finance Committee and as a member of the Fund-Raising Committee. If check is for authorized expenditure to Club member, she shall issue a check after being presented with receipts of monies spent. Expenses in excess of the budgeted amounts must have the approval of the Board of Directors and/or the membership as appropriate. She shall be responsible for delivering the financial records and

accounts to the Chairman of the Auditing Committee within one month of the close of the fiscal year. She shall be responsible for the purchase of the past president's pin and incoming president's pin.

(f) The Parliamentarian shall be appointed by the President. She shall assist the President and Club members on questions of parliamentary procedure whenever requested. The Parliamentarian shall serve on the Executive Board without a vote and shall serve as an adviser to the Bylaws Committee.

ARTICLE V: Meetings and Quorums

Section 1:

(a) The regular general meetings of the Club shall be held on the fourth Wednesday of each month except June, July, August, November and December, unless otherwise ordered by the President, or the Board of Directors, or the Membership.

(b) There shall be no regular meetings in July and August.

(c) The September regular general meeting of the Club shall be a luncheon/business meeting with no program scheduled unless otherwise ordered by the President, Board of Directors or Membership. Committee Chairmen will present their committee projects for the upcoming year for discussion at this meeting.

(d) The June, November and December general meetings will be held on a date set by the Board, but no later than the third Wednesday of the month.

(e) The May general meeting shall be the presentation of scholarships.

(f) The June general meeting will be the installation of officers.

(g) Special meetings may be called by the President or two elected officers or shall be called upon written request of ten members. The purpose of the meeting shall be stated in the Call and no other business can be transacted. Except in cases of emergency, at least three days' notice shall be given.

Section 2: Fifteen (15) active members of the Club shall constitute a quorum for a regular **general** meeting or for a called meeting.

Section 3: Decisions of the Club shall be based upon a vote of the active members present and voting unless otherwise noted in these bylaws.

Section 4: Voting may be done by written proxy.

ARTICLE VI: Fiscal Year

The fiscal year of this Club shall be from July 1st through June 30th.

ARTICLE VII: The Executive Committee

The Executive Committee shall be composed of the elected officers.

ARTICLE VIII: The Board of Directors

Section 1: The Board of Directors constitutes the voting members and shall be composed of the elected officers, Fundraising, Communications, Membership Committee Chairs and the Community Service Program Coordinator. The Parliamentarian shall also serve on the Board of Directors as a non-voting member.

Section 2: The Board of Directors shall have general supervision of the affairs of the Club between its regular business meetings, make recommendations to the Club, and shall perform other duties as are specified by these bylaws. The Board of Directors can authorize expenditures for unbudgeted items not to exceed \$75.00 per item. The Board shall make a recommendation to the membership to approve unbudgeted items that exceed \$75 per item. The Board shall make a recommendation to the membership to approve unbudgeted items that exceed \$75.

Section 3: Unless otherwise ordered by the President, regular meetings of the Board of Directors shall be held on the second Wednesday of each month. Special meeting of the Board of Directors shall be called by the President or shall be called upon written request of three members of the Board.

Section 4: A majority of the Board of Directors shall constitute a quorum for a regular or special meeting of the Board. The Advisory Board shall be made up of the Presidential Advisor, Chairmen of the Community Services Programs and program Chairpersons. The Advisory Board Members will attend the September and June meetings and any meetings requested by the Board of Directors. Advisory Board Members will report their committee meetings and projects to the Community Service Program Coordinator no later than the Sunday prior to the Board Meetings. Ad Hoc Committee Chairmen shall report to the Board of Directors as requested.

Section 5: In lieu of calling a special meeting, the Board of Directors may initiate a vote by phone or electronic means.

ARTICLE IX: Community Service Programs and Committees

Section 1: Community Services Programs and Committee Chairmen will be named for a term of one year.

Section 2: Community Services Programs will conform to GFWC Virginia guidelines, creating committees and projects suggested as follows:

1. ARTS COMMUNITY SERVICE PROGRAMS

Women in the Arts

Literature & Performing Arts

Special Projects

Crafts

****subcommittee Puppets**

2. COMMUNICATIONS (CO-CHAIRMEN: PUBLICITY AND NEWLETTER)

Includes: **Sub-committees

- a. Photographer
- b. Telephone Committee
- c. Yearbook Committee
- d. Historian

3. CONSERVATION COMMUNITY SERVICE PROGRAMS

Includes:

Conservation
Water Quality
Beautification
Resource Conservation
Special Projects

4. EDUCATION COMMUNITY SERVICE PROGRAMS

Includes:

Continuing Education
Learning Disabilities
Literacy
Special Projects

**subcommittee: Book Club

**subcommittee: scholarships

5. HOME LIFE COMMUNITY SERVICE PROGRAMS

Includes:

Home Life & Health

Family Economics

Substance Abuse Prevention

Women's Health

Special Projects

6. INTERNATIONAL OUTREACH COMMUNITY SERVICE PROGRAMS

Includes:

International Cultural

Language Bank

Operation Smile

Outreach for Children

United Nations

Special Projects

7. LEADERSHIP

Includes:

Leadership

Protocol

8. MEMBERSHIP

Includes:

Recruiting new Members

New Member Coffee

9. PUBLIC AFFAIRS COMMUNITY SERVICE PROGRAM

Includes:

Public Affairs/Legislation

Crime Prevention

Issue Awareness

Safety

Special Projects

10. Fund-Raising

Includes: Fund-Raising

11. GFWC VIRGINIA STATE PROJECT COMMITTEE

ARTICLE X: State and District Meetings

Section 1: Representation: Delegate(s) to the State and District meetings shall be the President, and Delegate(s) and Alternate(s) elected at the regular general meeting.

Section 2: Expenses: State and District meetings expenses for the President and Delegate(s) shall not exceed the amount budgeted.

ARTICLE XI: Memorials

Memorials for deceased members shall not exceed \$60.00

ARTICLE XII: Parliamentary Authority

For procedures not covered in the Bylaws or Rules of this organization, the current edition Robert's Rules of Order shall be the authority.

ARTICLE XIII: Amendments

These Bylaws may be amended at any meeting of the Club by a two thirds vote of active members present and voting, provided notice of such amendment has been given in writing to all Club members at least seven days prior to the meeting at which the proposed amendment is to be considered for adoption. All proposed amendments shall be given to the Bylaws Committee for proper wording and for presentation.