NWC BYLAWS

Revised: March 30, 2026

ARTICLE I: Principal Office

The principal office of the GFWC - Naples Woman's Club, Inc. ("Club"), shall be at 570 Park Street, Naples, Florida 34102. Such principal office may be moved by the affirmative vote of over one-half of the voting Membership at a duly called Special or General Meeting. The location shall be in Collier County, Florida, but need not be within the corporate limits of Naples, Florida.

Said corporation is organized exclusively for charitable, religious, educational, and/or scientific 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 Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE II: Club Records

Section 2.1. All permanent and legal records of the Club shall be kept at its principal office, Archives safe room ("Archives").

Section 2.2. Florida State Statutes give Members the right to inspect and copy certain documents at specified times and places with written notice given within a time frame. Members' requests must be made in good faith and for a proper purpose. Members must describe with reasonable particularity their purpose and records to be inspected. The Board of Directors ("Board") will be guided by the applicable Florida state statutes in responding to requests for inspection and copying.

ARTICLE III: Membership

Section 3.1. Classification: The five classes of Membership, open for Membership selection, shall be ACTIVE, SUSTAINER, LEGACY, HONORARY, DUAL ("Member").

A. An ACTIVE, LEGACY or DUAL Member shall request SUSTAINER status on a yearly basis, by either a written application or a verbal request to the Second Vice-President Membership, by October 31. To be granted SUSTAINER status, the Member must meet one of the following criteria:
1. Member must be 85 years of age or older.
2. Member is suffering from an illness or disability which will not allow her to be an ACTIVE, LEGACY or DUAL Member.
3. Member is the primary caregiver for a spouse, partner, or close family member and will not have the ability to care for this individual and be an ACTIVE, LEGACY or DUAL Member.
4. Member will not be in the Naples area during the months of October-April and will be unable to attend any meetings of the Club.

If granted SUSTAINER status, the Member is responsible for annual dues, per NWC Standing Rules Article III.

B. AN ACTIVE, SUSTAINER or DUAL Member shall request LEGACY status, by written or verbal application to the Second Vice-President Membership by October 31. To be granted LEGACY status, the Member must meet one of the following criteria:
1. Legacy Members are defined as those Members 85 years of age or older.
2. Legacy Members are those who have been Members for twenty [20] years or more.

C. An HONORARY Member of the Club shall be recommended by the President and approved by the Board.

D. A member of the Naples Junior Woman's Club may elect to become a DUAL Member by paying the established dues as noted in the NWC Standing Rules. This Membership does not extend to the GFWC Florida or GFWC, whose dues will be paid by the Naples Junior Woman's Club.

Section 3.2. Eligibility:
Any adult woman interested in the purpose of the Club shall be eligible for

ACTIVE Membership in the Club, such Membership to include Memberships in the GFWC Florida and the General Federation of Women's Clubs, hereinafter referred to as GFWC Florida and GFWC, respectively.

Section 3.3. Rights and Powers:

1. No paid employee of the Club may be a Member of the Club.
2. No incorporator or Member shall have any vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of the Club.
3. No incorporator or Member shall be individually liable for the debts or obligation of the Club.

Section 3.4. Admission:

1. No person may transfer her Membership in another club to Membership in the Club or transfer her Membership for the benefit of another Member.
2. An applicant shall complete a Membership application form, along with the required application fee. Applications may be obtained from the Second Vice-President Membership and submitted via mail, electronic mail, or in-person at the Club.
3. The Second Vice-President Membership recommends appropriate action [acceptance or rejection] to the Board. A majority vote is required to complete the application process. If the application is rejected, the Second Vice-President Membership will notify the applicant and insure the return of application fee. If the application is accepted, the Second Vice-President Membership will welcome the new Member; the applicant will register on the Club website at napleswomansclub.org, pay her annual dues, and pay for her name badge. The Second Vice-President Membership is responsible for introducing the new Member to the General Membership as soon as possible.

Section 3.5. Cessation:

1. Resignation: Any Member of any classification of Membership may resign. A written or electronic notice of resignation must be sent to the Second Vice-President Membership, for presentation and action by the Board. Resignations will be accepted only from Members considered to be in good standing, that is Members whose dues are currently paid. The

Second Vice-President Membership shall notify such Members by letter or electronic notice that the resignation has been accepted.

2. Non-payment of dues: Members whose current dues are in arrears, past October 31st, shall be dropped from Membership at the direction of the Treasurer and the Membership Chair.

3. Death

4. Termination: The Board has the authority to determine if Members' actions would interfere with the pleasant, friendly, and congenial social relations between Members. A Member whose activities have become inconsistent with the purposes of the Club may have her Membership terminated by the Board after a hearing. Due notice of such hearing shall be sent to the Member and opportunity given to such Member to appear before such Board, at the time of such hearing. The date of and reason for termination of Membership shall be noted on the Member's official Membership application form and electronic profile, at the direction of the Second Vice-President Membership.

Section 3.6. Reinstatement: A Member may be reinstated in any one of the following ways.

1. A Member who resigned while in good standing may reapply for Membership, less application fee.

2. A Member dropped from Membership for non-payment of dues or who resigned while not in good standing may reapply for Membership as outlined in Admission 3.4, including application fee.

3. A Member expelled (terminated) from the Club, for other cause, may reapply for Membership, including application fee, and any outstanding debts to the Club, but reinstatement of Membership shall require the unanimous vote, for reinstatement, by the Board present at a regular meeting of such Board.

ARTICLE IV: Dues and Fees

Section 4.1. Amounts:

ACTIVE, LEGACY, and SUSTAINER Members shall pay annual dues which will include the GFWC and GFWC FL per-capita annual dues. As previously stated in **ARTICLE III**, DUAL Members' dues are paid by the Naples Junior Woman's Club and do not include monies payable to the GFWC FL or GFWC. A newly elected ACTIVE, LEGACY, and DUAL Member shall pay an initial application fee, plus annual dues. The amount of the annual dues and the initial application fee shall be specified in the Standing Rules and may not be suspended. After previous notice, any change in the annual dues and the initial application fee must be approved by two-thirds of the eligible Club Members present and voting at a General or Special Meeting.

Section 4.2. Payment Dates and Penalties for Non-payment:
The Second Vice-President Membership shall send out statements in September of each year; dues shall be due and payable by October 31. A second statement shall be sent to those Members whose dues remain unpaid. Members delinquent in payment of dues after October 31 shall be dropped, subject to Section 3.5: Cessation, from Club Membership.

Section 4.3. Refunds and Transfers:
1. No refund shall be made except for overpayment and then only to the extent of such overpayment.
2. No Member may transfer her dues to or for the benefit of another Member.

Section 4.4. Guests:
A guest may attend no more than two General Meetings during the Club year, after which time she may apply for Membership.

ARTICLE V: Membership Meetings

Section 5.1. General Meetings:
1. General meetings shall be held on the second Wednesday of the month from October through April, unless otherwise ordered by the Board.

2. The Annual Meeting shall be held at a time and place to be determined by the Board. The operating year of the Club, also referred to as the "Club Year," shall be from annual meeting through annual meeting.
3. The Presidents' Annual Luncheon Meeting shall be held at a time and place to be determined by the Executive Committee. Written annual reports of officers and Chairs shall be due and installation of officers shall be held during an election year at this luncheon meeting.

Section 5.2. Special Meetings:
1. A Special Meeting may be called at the discretion of the President.
2. A Special Meeting shall be called by the President, within a reasonable time, after her receipt of a written request for such a meeting, signed by at least fifteen (15) Members in good standing.
3. The agenda for any Special Meeting shall be stated in the call.

Section 5.3. Notice and Place of Meeting and Quorum:
Members shall receive notification specifying the time and place of all General and Special Meetings, not less than four days prior to the date of the meeting. All General, Special or electronic meetings shall be held at the principal office of the Club, or at such other place in or near the City of Naples, Florida, as may be determined by the Executive Committee. A quorum for any General or Special Meeting shall be 20% of the Members in good standing.

ARTICLE VI: Nomination, Voting and Election Procedures

Section 3. Voting:
All ACTIVE, LEGACY, and DUAL Members shall have the right to vote. SUSTAINER Members do not have the right to vote, if absent from meetings during the year SUSTAINER status is granted. HONORARY Members do not have the right to vote.

Section 6.1. Nominating Committee:
1. The "Nominating Committee" shall consist of a Chair and four additional

Members. The Chair and one other shall be members of the Board and shall be elected by a majority vote of the Board, at the Board meeting prior to the November General Meeting, held in the odd-numbered year. Three additional Members from the Membership, excluding Board Members, shall be nominated from the floor, and elected at the Club during the odd-numbered year.

2. At the February General Meeting in the even-numbered year, the Nominating Committee shall present a slate of one eligible and consenting nominee for each elective office. At the March General Meeting in the same year, the same slate shall again be presented. At such March meeting, nominations may be made from the floor, provided all persons so nominated are eligible and have consented in advance to serve if elected. Election shall take place at such March General Meeting.

3. The Nominating Committee shall be considered dissolved after installation of officers at the Presidents' Annual Luncheon Meeting.

Section 6.2. Election Year:

The even-numbered year shall be known as the "Election Year."

Section 6.3. Voting:

1. All ACTIVE, LEGACY, and DUAL Members shall have the right to vote.

2. The President or presiding officer shall vote at a meeting of the Membership whenever her vote will affect the result and she may vote when the vote is by ballot.

3. Votes may be by voice vote, by ballot vote, or by electronic vote. A vote shall be required in any one of the following situations:

a) When more than three Members are nominated from the floor to serve on the Nominating Committee.

b) When more than one Member is nominated for an office in the Club, but only as to the office where there is more than one candidate.

c) The Board may authorize a vote by mail or any other electronic means, provided both sides of any issue are adequately presented to the Membership by mail or other electronic means.

d) The majority vote of those present at a duly called meeting of the Membership at which there is a quorum present shall decide the question, unless a different vote is required by these Bylaws or by Roberts Rules of Order Newly Revised Edition, in which case the plurality vote will be accepted. When the vote is taken by mail or other electronic means at least 20% of the Members listed in good standing must return their ballot and the majority vote of those so replying shall decide the question, unless a different vote is required by these Bylaws or by Roberts Rules of Order, Newly Revised Edition.

e) A ballot committee of appropriate size may be appointed by the Board prior to any meeting at which a vote by ballot may occur. Such committee shall: plan the method of balloting; prepare, distribute, collect, tabulate and report results to the presiding officer; and retain or destroy ballots at the direction of the Club.

ARTICLE VII: Officers

Section 7.1. Names and Numbers:

The elected officers of the Club shall be a President, a First Vice-President, a Second Vice-President, two Third Vice-Presidents, a Fourth Vice-President, a Secretary, and a Treasurer. *Elected Officers*, within the meaning of the Revised Articles of Reincorporation and these Bylaws, shall be those officers elected by the Membership to the above elected offices and those officers, appointed by the Board upon recommendation of the Executive Committee, to fill vacancies occurring in such elected offices. These officers shall constitute the Executive Committee with the Parliamentarian who will serve without a vote.

Section 7.2. Eligibility:

1. A Member not current in dues is ineligible to hold office.

2. To be eligible for the office of President a Member must serve on the Board for two years and serve as a Chair of a Committee for two years.

Section 7.3. Nomination and Election:
Nomination and election shall be in accordance with ARTICLE VI.

Section 7.4. Terms:
An Elected Officer shall hold office for a two-year term, coincident with the even numbered calendar years of the GFWC Florida official term. Officers may be nominated for the same office, and if elected, may serve one more successive two-year term. Term of office shall start after installation of the new Officer at the Presidents' Annual Luncheon Meeting, of an election year, and shall continue until the installation of a successor at the Presidents' Annual Luncheon Meeting of the next election year, or until such time as a successor is elected and installed. An Officer who has served one year or more while filling a vacancy shall be considered to have served a full two-year term. Those serving less than one year may be nominated for the same office and, if elected, may serve for a full two-year term.

Section 7.5. Vacancies:
1. A vacancy in any office except that of President and President-elect shall be filled by the Board upon recommendation of the Executive Committee. The Officer selected shall serve until a successor elected at the next regular election held during an election year is installed at the Presidents' Annual Luncheon Meeting of such election year.
2. If the office of President becomes vacant, the First Vice-President shall succeed automatically thereto. If she is unable to serve, then the Second Vice-President shall succeed automatically thereto. If the Second Vice-President is unable to serve, then at the next General Meeting, or at a Special Meeting called by any one of the Elected Officers, a new President shall be elected to fill out the unexpired term. The qualifications for nomination and election shall be the same as for nominations to a full term. If the Nominating Committee is in session, such Committee shall present a

candidate to the Membership and nominations from the floor shall be accepted. Voting shall be by ballot if there is more than one candidate.

3. If the office of President-elect becomes vacant, the Board will appoint an interim President-elect to complete that term. At the next regular election held during that election year, a President will be elected.

Section 7.6. Duties of Officers:

A. Officers

1.Each Officer may appoint her own assisting committee Members and subcommittee Chairs ("Chairs"). Each Officer shall assume the responsibility for reporting the names of her entire committee to the President and the Second Vice-President Membership.

2. Each officer shall complete all reports required by GFWC. At the close of her term of office, she shall make a written report of the activities of her office to be placed in Archives, for the use of her successor in office. Each retiring Officer shall surrender to her successor all properties belonging to her office, including but not limited to keys, passwords, usernames, emails, accounts, within one month after her term.

3. Each Officer shall faithfully perform the duties of her office and all those duties specifically assigned to her by these Bylaws. She shall cooperate with all other Officers and Chairs.

B. President

1.As chief executive officer, the President shall have general supervision over all Club activities, the Executive Committee, and the Board.

2. She shall preside at all General Meetings of the Membership, the Executive Committee and the Board.

3. She may vote by ballot or otherwise, at any meeting of the Membership, when her vote will affect the result. As presiding officer, she shall vote when her vote will affect the result of any meeting of the Board. She may vote as presiding officer of the Executive Committee at any meeting of such Committee.

4. She shall serve ex-officio without vote on all committees except the Nominating Committee.

5. She shall be the first official representative of the Club at all places and meetings; she shall be the first delegate at the GFWC Florida meetings and Convention and the GFWC Convention.

6. Upon her election, and with the aid of the newly elected Executive Committee, she shall proceed to establish the new Board, selecting Members in accordance

with **ARTICLE X**, Section 1, A, B, C, and as outlined in **ARTICLE IX** and elsewhere in these Bylaws.
7. Subject to ratification by the Board, she shall fill all appointive vacancies occurring during her term of office.
8. She shall coordinate physical arrangements approved by the Board for General Meetings or shall assign responsibility for coordinating such arrangements to another person.
9. She shall supervise the format of the Directory, electronic or otherwise; approve the content of all official communications to the Membership; be responsible for reports required by GFWC; and after attending the GFWC Florida meetings and Convention or the GFWC Convention, she shall submit a summary report to the Board and the Membership.
10. She shall keep the General Membership informed of the transactions of the Board.
11. On the appropriate account approved by the Board and upon priorauthorization of such Board, she shall co-sign all checks or other forms for the withdrawal or payment of money with the Treasurer or other authorized person(s). Authorization for payments of basic recurring expenses may be given by the Board at the beginning of each administration.
12. She shall sign all contracts or other obligations authorized by the Membership and/or the Board, along with other person(s) authorized so to sign.
13. She shall have access to the safety-deposit box of the Club.
14. She shall keep the First Vice-President advised on Club affairs.
15. She may call Special Meetings of the Membership, the Board and/or Executive Committee when she deems the same necessary.

C. First Vice-President

1. The First Vice-President shall assist the President in the general supervision of the Club.
2. She shall perform all duties of the President in her temporary absence or disability, including the signing of checks and official documents.
3. She shall assume the office of President when the same becomes vacant.
4. In the second year of the administration, she shall assume the title of "President-elect" and shall perform duties necessary for preparing for the next two years administration.
5. She shall serve as Dean of Community Service Program Chairs, as defined in the current organization chart, and in that capacity shall be responsible for coordinating related activities planned for each General Meeting of the Membership.
6. She shall serve on the Finance Committee.

D. Second Vice-President

1.The Second Vice-President shall perform all duties of the President in the temporary absence or disability of the President and the First Vice-President, including the signing of checks and official documents.

2. She shall assume the office of President when the same becomes vacant if willing to do so and the First Vice-President declines in writing to assume such office.

3. She shall be responsible for compiling and maintaining the official Membership file containing current names, addresses, and areas of interest of all Club Members. She shall submit Membership applications and resignations to the Board for its consideration; shall report the current numerical Membership; and have available all Membership changes at each Board meeting. A copy of such report shall be retained at the Club office for the use of all Officers and Chairs.

4. She shall be responsible for orientation of new Members; for providing name badges at General Meetings of the Club; and for all other duties pertaining to Membership, specified in **ARTICLE III** or elsewhere in these Bylaws.

E. Third Vice-President(s) – Two Positions

1. Shall serve as Fundraising Chair(s) and shall be responsible for all fundraising projects approved by the Board.

2. Shall serve on the Finance Committee.

3. Shall keep the President advised on all Club Fundraising affairs

4. Shall be responsible for compiling and maintaining a Fundraising report containing current Fundraising contact names, addresses, contributions, and areas of interest. A copy of such report shall be retained in the Club Archives for the use of all Officers and Chairs.

5. Shall assist in Fundraising long-range planning.

6. Shall develop and manage an annual budget of Fundraising income and expenses total and per Fundraiser.

7. Shall work in partnership with Philanthropy to develop board recommendations regarding grant recipients related to planned fundraising events, as well as determine funding amounts for grant recipients following each event.

8. Shall develop an annual report to Members with pertinent information including all administrative issues.

9. Shall be kept informed and track all reimbursements to Members authorized to expend funds. Appropriate forms and receipts will be submitted to the Treasurer.

F. Fourth Vice-President

1.The Fourth Vice-President shall assist the President in the supervision and management of the Club's building, grounds, hospitality, Archives, security

services, communication systems, and contract vendors.
2. She shall assist the President with the signing of checks and official documents if the First Vice-President is unavailable.
3. She shall be responsible for hiring and terminating paid employees of the Club, along with the President and Executive Committee.
4. She shall coordinate, delegate, and supervise the work of paid employees of the Club.
5. She is responsible for performance reviews and human resource issues, along with the President and Executive Committee.
6. She shall assist the Community Service Program Chairs in coordinating table set-ups, refreshments, and hospitality at General Meetings and major functions. Hospitality is defined as kitchen, select food, and service responsibilities.
7. She shall assist in long-range planning.
8. She shall develop and manage an annual budget of operational expenses.
9. She shall develop an annual report to Members with pertinent information about administrative issues including but not limited to item 1 (above).
10. She will report to the Board monthly during the Club year.
11. She will coordinate with the President to develop the leadership report of the GFWC Annual Report.

G. Secretary

1. The Secretary shall keep, in permanent form, the Minutes of all Meetings of the Membership, the Board, and the Executive Committee ("Club Office Minutes").
2. She shall, within ten days after a meeting, provide a copy of the Minutes thereof to the President and a copy to the Club office for the use of Board. Any correction to such Club Office Minutes shall be noted thereon. Minutes of any Board meeting shall include the names of the Members present at such meeting. The Secretary shall make available copies of approved minutes to the Membership.
3. Her records shall also contain correct copies of the Revised Articles of Reincorporation and the Bylaws, Special Rules of order, any Standing Rules, and any other pertinent corporate documents. All amendments or additions to such documents shall be properly recorded. She shall see to the recordation of all Club records, which should be recorded in the Office of Public Records of Collier County, Florida.
4. She shall be responsible, at the conclusion of the administration, for having previous Minutes permanently bound; shall receive copies of reports submitted at Board meetings and shall supervise their proper filing in Archives.
5. She shall be custodian of the Corporate Seal and shall affix the seal on all documents requiring it. Corporate Seals to reside in Archives.

6. She shall attest all corporate documents requiring her signature.

H. Treasurer

1. The Treasurer shall receive, manage, disburse, and account for funds as directed by the Board. These directions may include authorization for payment of basic recurring expenses.
2. She shall be kept informed of all reimbursements to Members authorized to expend personal funds. Appropriate forms and receipts will be submitted to the Treasurer.
3. She shall furnish a monthly financial statement to the Board. From October through April, she will provide these statements to the Membership at monthly General Meetings.
4. She shall provide an annual financial report to the Board and the Membership.
5. Every four (4) years, upon completion of the fiscal year and tax preparation, she shall order an audit in compliance with the regulations set forth in Article VII, Section 8.4. She shall present the completed audit to the Board and the Membership.
6. She shall cooperate with all Officers and Chairs needing her assistance to fulfill their duties.
7. She shall be responsible for financial matters concerning Membership while the Second Vice-President Membership is responsible for the management of Membership including: recruiting, procedures, collecting dues, reporting names of members, and forwarding information to GFWC.
8. The Executive Committee may appoint an Assistant to the Treasurer who performs the duties of the Treasurer in her absence as well as assisting her in numerous other duties. The Assistant serves at the pleasure of the Board.

Article VIII: Finance

Section 8.1. Fiscal Year:

The fiscal year shall be from July through June 30.

Section 8.2. General:

A. All Club money shall be deposited in a local bank or financial institution as approved by the Board. There shall be the following accounts:
   1. Club Checking Account
   2. Club Savings Account
   3. Club Long-Range Saving Account
   4. Managed Investment Account

B. Accounts may be opened or closed only with the authorization of the Board. The Board may authorize a special fund stipulating terms, conditions, purpose, and management. The Treasurer's financial records shall accurately reflect all special accounts.

C. Only persons authorized by these bylaws may co-sign checks or other forms for the withdrawal or payment of money. Persons authorized to handle Club money shall provide monthly reports to the Treasurer. All monthly reports shall be included in her monthly report to the Board and to the Membership.

Section 8.3. Bonding:

The Treasurer and appointed Assistant to the Treasurer shall be bonded in an amount established by the Board, paid by the Club. Other persons authorized to handle money may also be bonded.

Section 8.4. Audit:

The financial records of the Club shall be audited every four (4) years by an independent certified public accountant, approved by the Board. The results of the audit shall be presented to the Board; copies of the audit may be made available to Members upon request.

Section 8.5. Property:

The Club cannot enter into any loan agreement or liability without the approval of the Board and the Membership.

ARTICLE IX: Community Service Programs, Committees and Appointees

Section 9.1. General:

The work of the Club shall be carried on through Community Service Programs, Committees (Standing and Special), and individual Appointees. Following her election during an election year, the President-Elect with the aid of the newly elected Executive Committee, shall proceed to assign the duties and to appoint: The Chair of Committees; the Chair of as many Standing and Special Committees as she deems necessary, excluding Program, Membership, Fundraising, and Nominating, and as many

Appointees as she deems necessary. With Members selected in accordance with **ARTICLE X**, Section 1, A, B, C, D, and as outlined in this **ARTICLE IX** and elsewhere in these Bylaws, she shall establish a new Board. Members employed by the Club are not eligible to serve as members of the Board.

At the beginning of her official term of office, the new President shall finalize within a reasonable time her selection of the full Board. Thereafter, such Board shall approve:

1. When and as needed, additional Appointees desired by the President. Such Appointees may serve on the Board at the request of the President.
2. When and as needed, the establishment of additional Committees (both Standing and Special) with Chair appointed, as desired, by the President. The Chair of such Committees may serve on the Board at the request of the President.
3. General plans of action as they are submitted by the Membership.

Section 9.2. Community Service Programs:

The following Community Service Programs may be established, all in accordance with the GFWC Bylaws and Manual:

1. Arts and Culture
2. Civic Engagement and Outreach
3. Education and Libraries
4. Environment
5. Health and Wellness

The First Vice-President as Community Service Program Chair and the President shall formulate the structure and work-plan of the Committees. Each Chair shall appoint her committee Members and any desired sub-committee Chairs of her Community Service Program. Each such sub-committee Chair shall appoint her sub-committee Members. Each such Community Service Program Chair shall be responsible for reporting the names of her committee members, sub-committee chair and members of her Committee, to the President, the First Vice-President and the Second Vice-President Membership.

Section 9.3. Standing Committees:

Standing Committees shall be Chaired by the following officers:

1. Program (First Vice-President)
2. Membership (Second Vice-President)
3. Fundraising (Third Vice-Presidents)
4. Audit (Treasurer)
5. Building and Administration (Fourth Vice-President)

All other Standing Committees shall be established in accordance with the needs of the Club, provided, however, that Chairs shall be appointed and appropriate names assigned to the number of Standing Committees, as shall be required to perform the following general functions:

1. Finance: Financial fact-finding to advise and make recommendations to the Board for the approval of such Board on all matters relating to the financing of the Club's own administration and the financing of current and long-range projects; and the supervision of the annual budget for presentation to and approval of the Board. Members of this committee shall include: The President, First Vice-President, Third Vice-President, Philanthropy, Treasurer, Fourth Vice-President, as well as many other members as the Finance Chair may deem proper. This may include the immediate past President and Treasurer. The Finance Chair shall appoint an Investment Advisor, and along with the Investment Advisor be responsible for investment and selections, subject to guidance from the Finance Committee and approved by the Board.
2. Philanthropy: Prepare a strategic funding plan based on current community needs reported by the Collier Community Foundation and present the plan to the Board for approval. Using the strategic funding plan, research and identify agencies that may be eligible for potential grants. Partner with the Third Vice Presidents-Fundraising to develop recommendations regarding grant recipients for planned fundraising events. These recommendations are submitted to the Board for approval regarding the use of the Club's charitable and philanthropic funds. Upon board approval, obtain completed grant requests from selected agencies. In continued partnership with the Third Vice Presidents-Fundraising after

fundraising events, determine the appropriate funding amounts for each agency, obtain Board approval and manage disbursement of funds with Treasury. Report on all written requests for funding, all such requests and disposition of funds will be maintained in a continuous, current file in the Archives. Chair or Co-Chair shall also serve on the Finance Committee.

3. Communications: Plan and conduct all communications of the Club, internal and external.
4. Juniorettes: Organize and support teen volunteers in planning and participating in community service projects and developing leadership skills.

Section 9.4. Special Committees:

Special Committees shall be appointed by the President to carry out specific tasks, at the completion of which, such Committees shall automatically cease to exist. The Chair of any Special Committee shall name the Members of her committee and shall be responsible for furnishing a list of the names of her committee Members to the President and the Second Vice-President Membership.

Section 9.5. Appointees:

An "Appointee," within the meaning of the Revised Articles of Reincorporation and these Bylaws, shall be a Member who has been assigned a specific title and/or duty that may include but need not be limited to Parliamentarian, Chaplain, and others.

Section 9.6. Vacancies:

1. Chair vacancies in Community Service Programs, Standing and Special Committees and Appointees vacancies shall be filled by the President subject to ratification by the Board.
2. Sub-committee Chair vacancies shall be filled by the appropriate Chair. When a Chair of a Community Service Program or of a Standing or Special Committee is temporarily unable to perform her duties and has not assigned such duties to a Member of her committee, or an Appointee is temporarily unable to perform her duties, the President, with the approval of such Chair or Appointee

may temporarily fill such office. The designated person may attend Board meetings, if so authorized by the President, but shall not have the right to make a motion, or to second a motion or to vote unless she already is a Member of the Board, in another capacity.

Section 9.7. Term:

At the close of each administration, all appointed positions and Chair positions, shall be deemed vacant. Upon request of the newly elected President and Executive Committee, a Chair and an Appointee may continue in office.

Section 9.8. Reports:

A. Each Chair or Appointee shall complete all reports requested by GFWC before the Presidents' Annual Luncheon Meeting. At the close of her term, she shall provide a written report of the activities of her office, to be placed in Archives for the use of her successor.

B. Each Chair or Appointee shall surrender to her successor all properties belonging to her office, within one month after the end of her term of office.

ARTICLE X: Board of Directors

Section 10.1. Numbers:

A. The Board shall consist of the following persons:
   1. All elected Officers
   2. Chairs of Community Service Programs
   3. Chairs of Finance, Philanthropy, and any others appointed by the President, with the approval of the Executive Committee.

B. After the above Board has been established, when and as needed additional Chair or Appointees desired by the President shall be ratified by the Board.

Section 10.2. Duties:

The business and property of the Club shall be controlled by the Board subject to the rights of the Membership set forth in these Bylaws. All acts of any Officer, head of committee, or of an Appointee shall be subject to the aforementioned authority of the Board.

All affairs of the Club shall be managed by the Board provided, however, any proposed major project (financial or otherwise), any proposed major indebtedness, all legal contracts concerning the buying, selling and/or leasing of real property, and any proposed stand on a public, controversial issue shall be first presented to the Membership, for its prior approval. The Executive Committee shall also assume responsibility for employment of personnel in accordance with the needs of the Club. Duties of such personnel shall be defined by the Executive Committee. When appropriate, these duties shall include assistance to Officers and Chairs, but such assistance may not be confined exclusively to any one Officer or Chair.

The Board shall perform all other duties assigned to it under these Bylaws and any Standing Rules.

Any act of the Board, or of any Officer, committee, or Appointee, shall always be in compliance with the lawful acts of the Membership.

Section 10.3. Meetings:

A. A monthly meeting of the Board shall be held prior to any monthly General Meeting. The meeting shall be held at least nine but no fewer than five days before the monthly General Meeting.
B. Members may attend the Board Meetings with prior notice without a voice or vote.
C. Any Member must notify the President at least three days prior to the Board Meeting to be placed on the agenda.
D. Minutes must be recorded, approved by the Board, and made available to the Members.
E. Meetings can be held in person or electronically.

Section 10.4. Quorum and Vote:

Each Community Service Program shall have one vote.
A quorum for any meeting shall be a majority of the Board. The vote of a majority of eligible votes at any meeting at which there is a quorum, unless a different vote is required by these Bylaws or by Robert's Rules of Order

Newly Revised. The presiding Officer shall not vote unless her vote is needed to affect the result.

Section 10.5. Absences:

A Member of the Board who cannot attend a meeting may, with prior approval of the President, send a representative to report, provided that such representative may not make a motion, second a motion, or vote unless she is already a Member of the Board, in another capacity.

A Member of the Board who shall be absent from three successive regular Board meetings, without valid excuse, shall, at the direction of the President, be contacted in writing to determine the member's intent regarding her duties as a Member of the Board. On majority vote of the Board, a Member who has been so absent may be removed from the Board and a replacement appointed in her place.

ARTICLE XI: Executive Committee

Section 11.1. General:

A. The Executive Committee shall consist of the Elected Officers as well as the Parliamentarian who will serve without a vote.

B. The Executive Committee shall be empowered to transact emergency business between meetings of the Board; provided, however, that all such business so transacted shall be reported at the next meeting of the Board for ratification. Minutes of the Executive Committee will be provided to the Board and available to Members.

C. The Executive Committee shall meet at the call of the President or upon written request of three Members. Five Members shall constitute a quorum and any question may be decided by a simple majority.

D. The Executive Committee shall perform all other duties assigned to it under these Bylaws and any Standing Rules.

ARTICLE XII: Delegates

Section 12.1. GFWC Florida (GFWC FL):

A. The President or her alternate shall be the first delegate sent, with partial expenses paid, to the annual GFWC FL Convention and all other GFWC FL meetings. During an election year, both the President, as first delegate, and the President-elect, as a delegate, shall attend the GFWC FL Convention.

B. The President shall also attend the Pre-Convention Board meeting as a Member of the GFWC FL Board of Directors. The President-elect (or President, if not an election year) shall also attend the Post-Convention Board meeting.

C. As many additional delegates as are permitted by GFWC FL rules shall be given the opportunity to attend the GFWC FL Convention, and all other GFWC FL meetings, and shall receive delegate credentials. Their expenses shall be paid to the extent deemed advisable by the Board.

D. Any Member(s) attending as such a delegate(s) must be a Member(s) in good standing. During an election year, she/they shall be chosen by the President-elect in the following order of priority: first from the newly elected officers; next from the new Board; and last from the Membership. During an off-election year, she/they shall be chosen by the President in the following order of priority: first from the officers; next from the Board; and last from the Membership.

Section 12.2. General Federation of Women's Clubs (GFWC):

A. The President who shall be in office at the convening of the GFWC Convention or her alternate (if an alternate is authorized by the Board), shall be the first delegate given the opportunity to attend such Convention, with her expenses paid to the extent deemed advisable by the Board serving at the time of the receipt of the call to the Convention.

As many additional delegates as are permitted by GFWC rules shall be given the opportunity to attend the GFWC Convention and shall receive delegate credentials. Their expenses shall not be paid by the Club, unless otherwise authorized by the Board serving at the time of the receipt of the call to the Convention, and then only to the extent deemed advisable by such Board. Any Member(s) attending as such a delegate(s) must be a Member(s) in good standing.

ARTICLE XIII: Standing Rules

Section 13.1. Standing Rules:

Standing Rules may be adopted, amended, rescinded, or suspended by majority vote of the Board at any General or Special Meeting of such Board, at which a quorum is present, provided however, that each Standing Rule proposed for adoption shall be designated "as a Standing Rule" in the wording of the motion presented. Standing Rules shall be consistent with these Bylaws. All Standing Rules adopted, amended, or rescinded shall be communicated to the Membership and shall be binding upon all Members of the Club.

Section 13.2. Amending Standing Rules:

A. Any fifteen Members of the Club, who are in good standing, may require a vote of the Membership on adopting, amending, or rescinding a Standing Rules by delivering to the Board a copy of the proposed recommendation with their signatures affixed.

B. The Board shall review a proposal presented by any fifteen members of the Club who are in good standing and either accept or deny the proposal. If the proposal is denied, the proposed Members' recommendation and the Board recommendation will be read at a Membership meeting or submitted in writing prior to the date of the meeting, at which it is to be presented to the Membership for a majority vote.

ARTICLE XIV: Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with the Revised Articles of Incorporation and/or these Bylaws or any Special Rules of Order or Standing Rules the Club may adopt.

ARTICLE XV: Amendment of Bylaws

Section 15.1. Amending Bylaws:

These Bylaws may be amended at any General or Special Meeting of the Membership at which a quorum (20% of the eligible Membership) is present, or

has voted by mail or other electronic means, upon the affirmative vote of two-thirds of those present at such meeting, provided:

1. The proposed amendment(s) was presented to the Membership at a previous General or Special Meeting, in person or electronically, held at least fourteen days prior to the meeting at which such amendment(s) is voted upon. The term "presented" is interpreted to mean reading or electronically communicated the proposed amendment to the Membership.
2. A copy of the proposed amendment(s) is emailed to the Membership. An amendment shall take effect at the adjournment of the meeting at which it was adopted, unless the amendment provides a different effective date.

Section 15.2. Process of Amending:

An amendment may be proposed by the Board. Fifteen Members of the Club who are in good standing may propose an amendment by delivering the same in writing to the Board with their signatures affixed.

NWC Standing Rules

The GFWC Naples Woman's Club, Inc. ("Club") is affiliated with the State of Florida General Federation of Women's Clubs (GFWC Florida) located in Lakeland, Florida, and the General Federation of Women's Club (GFWC) located in Washington, DC. Federation provides Membership for both the GFWC Naples Woman's Club and its members to state and international levels of Women's Clubs. Yearly Club dues pay for Membership in each of these organizations.

Article I.

The Club actively recruits and welcomes new women members. All active Club Members are encouraged to sponsor new applicants during the Club year.

Article II.

Members of the GFWC Naples Junior Woman's Club may hold Dual Membership in the Club, so long as membership in GFWC Naples Junior Woman's Club is in good standing with all fees and dues paid. Dues for the Club are adjusted for Dual Memberships.

Article III.

As detailed in the Bylaws, the annual dues amount, and the initial application fee shall be specified in these Standing Rules. Beginning September 1, 2026, Annual dues will be $300 for ACTIVE, SUSTAINER, and DUAL members. LEGACY members will pay $150 annual dues. (New Legacy Members must request LEGACY status at the time of their Membership renewal.). Prospective Members will have a one-time application fee of $150 plus $25 for a name badge. Once the member is approved by the board, their membership dues will be $300.

Article IV.

Requirements to maintaining ACTIVE, LEGACY, DUAL status as a voting Member are:

A. Payment of annual dues as established by the Club Board.

B. Active participation on a Club committee.

C. Financially supporting a fundraiser or major project.

Article V.

Meetings of the Club are open to the Members, with the exception of termination proceedings. Club Bylaws provide for advance notification for attendance or placement on the agenda at the meetings of the Board.

Article VI.

As detailed in the Bylaws, any Member not being compliant with the objectives and purposes of the Club may be terminated by the Board.

Article VII.

A. The release of Membership information to outside firms or organizations is prohibited.

B. Unauthorized Member use of Membership names, emails, addresses or phone numbers may be cause for termination.

C. Only the Board may release information after consultation with the Membership.

Article VIII.

Original copies of the Secretary's Minutes are safe guarded in Archives. Original copies must be reviewed in the Club office. No original documents may be removed from the Club with the exception of the Secretary who must sign for any documents being removed. Copies of Minutes are available on request.

Article IX.
Partisan and/or non-partisan candidates for public office or their supporters may not give political talks nor distribute political literature on the premises of the Club.

Article X.
The Board is the approval authority for the general public use of the meeting rooms of the Club. Club Members may use the Club for Club-sponsored meetings and activities. Other activities will be covered by a rental agreement.

Article XI.
To avoid a conflict-of-interest, Members belonging to an organization submitting a contract for the sale or lease of any Club property should not vote on the issue.

The GFWC COLLECT

Keep us, O God, from pettiness.
Let us be large in thought, in word, in deed.

Let us be done with fault-finding and
leave off self-seeking.

May we put away all pretense and meet each
other face to face -- without self-pity
and without prejudice.

May we never be hasty in judgment and
always generous.

Let us take time for all things;
make us to grow calm, serene, gentle.

Teach us to put into action our better impulses,
straightforward and unafraid.

Grant that we may realize it is the little
things that create differences,
that in the big things of life we are at one.

And may we strive to touch and to know the great,

common human heart of us all, and

O Lord God, let us forget not to be kind!

--Mary Stewart, 1904