

# **NWC BYLAWS**

**Date: 1/22/20**

## **ARTICLE I: Principal Office**

The principal office of the Naples Woman's Club, (hereinafter referred to as 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 regular meeting. The location shall be in Collier County, Florida, but need not be within the corporate limits of Naples, Florida.

## **ARTICLE II: Club Records**

Section 2.1 All permanent records of the Club shall be kept at its principal office.

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 will be guided by the applicable Florida state statutes in responding to requests for inspection and copying.

## **ARTICLE III: Membership**

Section 2 Classification

A) The three classes of membership open for membership selection shall be ACTIVE, DUAL, and SUSTAINER.

An ACTIVE member of the Naples Woman's Club shall request SUSTAINER status on a yearly basis by written application to the Membership Committee Chair by November 1. 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 member of the Naples Woman's Club;
- 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 member of the Naples Woman's Club;
- 4) Member will not be in the Naples area during the months of October-April and thus will be unable to attend any meetings of the Naples Woman's Club. If granted SUSTAINER status, the member is responsible for annual dues. SUSTAINER status is granted on a yearly basis.

B) A member of the Naples Junior Woman's Club may elect to become DUAL member by paying the established dues as noted in the 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 3.1. 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.

No paid employee of the Naples Woman's Club may be a member of the Club  
No incorporator or member shall have any vested right, interest or privilege of, in or to the assets, functions, affairs or franchises of the Corporation.  
No incorporator or member shall be individually liable for the debts or obligation of the Corporation.

Section 3.4. Admission.

No person may transfer her membership in another club to membership in the Club or transfer her membership for the benefit of another member.  
An applicant shall complete a membership application form along with the required entrance fee and annual dues. Applications may be obtained from [www.gfwcnapleswomansclub.org](http://www.gfwcnapleswomansclub.org), and submitted via mail or in person at the Club.  
The Membership Chair recommends appropriate action [acceptance or rejection] to the Board of Directors. A majority vote is required to complete the application process. If the application is rejected, the Membership Chair shall notify the applicant and insure the return of all fees. If the application is accepted, the Membership Chair shall welcome the new member and provide her with key documents such as the Yearbook. The membership chair is responsible for introducing the new member to the general membership as soon as possible.

Section 3.5. Termination.

The Board of Directors has the authority to determine if members' actions would interfere with the pleasant, friendly and congenial social relations between members.

1) Resignation. Any member of any classification of membership may resign. A written, signed notice of resignation, shall be sent to the Membership Chairman for presentation and action by the Board of Directors. Resignations will be accepted only from members considered to be in good standing, that is members whose dues are currently paid or those members with dues in arrears who resign not later than December 1. See ARTICLE IV, Section 2. The Membership Chairman shall notify such members by letter that the resignation has been accepted.

2) Non-payment of dues. Members whose current dues are in arrears past October 31 shall be automatically dropped from membership at the direction of the Treasurer and the Membership Chairman.

3) Death.

4) Other good cause. A member whose activities have become inconsistent with the purposes of the Club may have her membership terminated by the Board of Directors after hearing. Due notice of such hearing shall be sent to the member and opportunity given to such member to appear before such Board of Directors 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, at the direction of the Membership Chairman.

Section 3.6. Reinstatement.

A membership may be reinstated in any one of the following ways:

- 1) A member who resigned while in good standing may reapply for membership by following the regular procedure of admission, less entrance fee.
- 2) A member dropped from membership for nonpayment of dues or who resigned while not in good standing may reapply for membership by following the regular procedure of admission, including entrance fee.
- 3) A member expelled from the Club for other cause may reapply for membership by following the regular procedure of admission, including entrance fee, but reinstatement of membership shall require the unanimous vote for reinstatement by the Board of Directors members present at a regular meeting of such Board of Directors.

**ARTICLE IV: Dues and Fees**

Section 4.1. Amounts.

ACTIVE, DUAL and SUSTAINER members shall pay annual dues which will include the GFWC and GFWC FL per capita annual dues. A newly elected ACTIVE member shall pay an initial entrance fee plus annual due. The amount of the annual dues and the initial entrance 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 entrance fee must be approved by two-thirds of club members present and voting at a regular or special meeting. ACTIVE member annual dues include the GFWC FL and GFWC per-capita annual dues. In addition to the annual dues, newly elected members shall pay an established initial entrance fee.

Section 4.2. Payment Dates and Penalties for Non-payment.

The Treasurer shall send out statements in September of each year, and dues shall be due and payable 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 from membership.

Section 4.3. Refunds and Transfers.

No refund shall be made except for overpayment and then only to the extent of such overpayment.

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 regular meetings during the Club year after which time she will apply for membership.

**ARTICLE V: Membership Meetings**

Section 5.1. Regular Meetings.

Regular meetings shall be held on the second Wednesday of the month from October through April, unless otherwise ordered by the Board of Directors.

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

#### Section 5.2. Special Meetings.

A special meeting may be called at the discretion of the President.

A special meeting shall be called by the President within a reasonable time after her receipt of written request for such a meeting signed by at least fifteen (15) members in good standing.

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 regular and special meetings not less than four days prior to the date of the meeting.

All regular and special meetings shall be held at the principal office (or Club), or at such other place in or near the City of Naples, Florida, as may be determined by the Board of Directors.

A quorum for any regular or special meeting shall be 20% of the members in good standing.

### **ARTICLE VI: Nomination, Voting and Election Procedures**

#### Section 3. Voting

All ACTIVE 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.

#### Section 6.1. Nominating Committee.

The Nominating Committee shall consist of a Chairman and four additional members. The Chairman and one other shall be members of the Board of Directors and shall be elected by a majority vote of the Board of Directors at the board meeting prior to the November membership meeting held in the odd-numbered year. Three additional members from the general membership, excluding Board of Directors members, shall be nominated from the floor and elected at the Club during the odd-numbered year.

At the February membership meeting in the even-numbered year, the Nominating Committee shall present a slate of one eligible, consenting nominee for each elective office. At the March membership 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 meeting.

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.

All Active and Dual members shall have the right to vote.

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. The vote may be by voice vote or by ballot vote. A vote shall be required in any one of the following situations:

When more than three persons are nominated from the floor to serve on the Nominating Committee.

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

The Board of Directors 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.

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.

A ballot committee of appropriate size may be appointed by the Board of Directors 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 Recording Secretary, Corresponding 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 of Directors 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 and the Business Administrator who will be “on call” to offer counsel as requested.

Section 7.2. Eligibility.

Members concurrently holding an elective or appointive office in another GFWC Florida Women’s Club are not eligible for office in the Naples Woman's Club.

A member not current in dues is ineligible.

To be eligible for the office of President a member must serve on the Board of Directors for one year.

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

Section 7.4. Term.

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.

A) Vacancies.

1) A vacancy in any office except that of President and President-elect shall be filled by the Board of Directors 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 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 regular membership 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 of Directors 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 sub-committee chairmen. Each officer shall assume the responsibility for reporting the names of her entire committee to the President and the Yearbook Chairman.

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

the office file for the use of her successor in office. Each retiring officer shall surrender to her successor all properties belonging to her office, 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 chairmen.

B) President.

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

2) She shall preside at all meetings of the membership, the Executive Committee and the Board of Directors.

3) She may vote by ballot, or otherwise when her vote will affect the result, at any meeting of the membership. As presiding officer, she shall vote when her vote will affect the result of any meeting of the Board of Directors. 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 and 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 of Directors, 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 of Directors, she shall fill all appointive vacancies occurring during her term of office.

8) She shall coordinate physical arrangements approved by the Board of Directors for membership meetings or shall assign responsibility for coordinating such arrangements to another person.

9) She shall supervise the format of the Yearbook; 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 of Directors and the membership.

10) She shall keep the general membership informed of the transactions of the Board of Directors.

11) On the appropriate account approved by the Board of Directors and upon prior authorization of such Board of Directors, 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 of Directors at the beginning of each administration.

12) She shall sign all contracts or other obligations authorized by the membership and/or the Board of Directors, 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 of Directors 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 Chairmen.

6) She shall serve as Program Chairman, and in that capacity shall be responsible for coordinating related activities planned for each regular meeting of the membership.

7) 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 serve as Membership Chairman, and in that capacity shall be responsible for compiling and maintaining the official membership file containing current names, addresses and areas of interest of all the Club members. She shall submit membership applications and resignations to the Board of Directors for its consideration, shall report the current numerical membership, and have available all membership changes at each Board of Directors meeting. A copy of such report shall be retained at the Club office for the use of all officers and chairmen.

4) She shall be responsible for orientation of new members; for providing name badges at regular meetings of the Club membership; and for all other duties pertaining to membership specified in ARTICLE III or elsewhere in these Bylaws.

E) Third Vice President(s)

1) She (they) shall serve as Fundraising Chair (men) and shall be responsible for all fundraising projects approved by the Board of Directors.

2) She (they) shall serve on the Finance Committee.

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, services, employees, 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 coordinate, delegate and supervise the work of the office manage to include the rental program. She is responsible for performance reviews and human resource issues.

4) She shall supervise the Program Support Chair in coordinating table set-ups, refreshments and hospitality at general meetings and major functions.



- 5) She shall assist in long range planning.
  - 6) She shall develop an annual budget of operational expenses. She shall manage the process of spending and budgeting.
  - 7) She shall develop an annual report to members with pertinent information about administrative issues
  - 8) She will coordinate with the President to develop the leadership report of the GFWC Annual Report.
- G) Recording Secretary
- 1) The Recording Secretary shall keep in permanent form the Minutes of all Meetings of the Membership, the Board of Directors, and, upon request, the Executive Committee.
  - 2) She shall, within ten days after a meeting, provide a copy of the Minutes thereof to the President and also a copy to the Club office for the use of Board of Directors members. Any correction to such Club office Minutes shall be noted thereon. Minutes of any Board of Directors meeting shall include the names of the members present at such meeting. She shall make available copies of approved minutes to the membership.
  - 3) Her records shall also contain an inventory of current contents in the safety-deposit box, and 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 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 of Directors meetings and shall supervise their proper filing in the Club office.
  - 5) She shall be custodian of the corporate seal and shall affix the seal on all documents requiring it.
  - 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 of Directors. 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 of Directors. From October through April she will provide these statements to the membership at monthly membership meetings.
- 4.) She shall provide an annual financial report to the Board of Directors and the membership.
- 5.) At the end of each administration (every two years) she shall deliver all pertinent records to an independent certified accountant chosen by the

Board of Directors for a certified audit. She shall present the completed audit to the Board of Directors 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 fiduciary 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.) She shall serve as Chair of the Finance Committee.
- 9.) 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 of Directors.

I] Corresponding Secretary. 1] The Corresponding Secretary shall read and acknowledge any correspondence as deemed necessary by any member of the Executive Committee. 2] She shall serve as Media Chairman.

#### 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 of Directors. There shall be the following accounts: 1) Club checking account 2) club saving account 3) Club long range saving accounts 4) managed assets
- B) Accounts may be opened or closed only with the authorization of the Board of Directors. The Board of Directors 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 or the Board of Directors may co-sign checks or other forms for the withdrawal or payment of money.
- D) 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 of Directors and to the membership.

Section 8.3. Bonding. The Treasurer and appointed assistant shall be bonded in an amount established by the Board of Directors 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 once per administration by an independent certified public accountant approved by the

Board of Directors. The results of the audit shall be presented to the Board of Directors and the membership. Copies may be made available to members.

**ARTICLE VIII: Finance**

Section 8.1. Fiscal Year. The fiscal year shall be from July 1 through June 30.

Section 8.2. General.

A) All money of the club shall be deposited in a local bank or other financial institution approved by the Board of Directors. There shall be the following accounts:

1) Club checking account

2) Club saving accounts

3) Club long range saving account. An account may be closed, or additional checking and / or savings accounts opened or closed only after authorization of the Board of Directors.

B) A special fund may be established only after authorization by the Board of Directors, which authorization shall include the account, which shall handle such special fund and the terms and conditions relative to the management and use of such special funds. The Treasurer's financial records shall always accurately reflect all special funds.

Only persons authorized by these bylaws or by the Board of Directors may co-sign checks or other forms for the withdrawal or payment of money.

Persons authorized to handle Club money shall furnish monthly reports to the Club Treasurer. All such monthly reports submitted to the Club Treasurer shall be included in her monthly report to the Board of Directors and to the membership whenever she is required to make such a monthly report.

Section 8.3. Bonding.

The Treasurer of the Club and any appointed assistant to the Club Treasurer shall be bonded in an amount established by the Board of Directors, with the cost thereof to be paid by the Club. Other persons authorized to handle Club money may be so bonded at the direction of the Board of Directors.

Section 8.4. Audit.

The financial records of the Club shall be audited once per administration by an independent certified public accountant chosen by the Board of Directors. The completed certified audit shall be presented to the Board of Directors and subsequently to the membership. Copies of the audit will be provided to members.

Section 8.5. Property.

The Naples Woman's Club cannot enter into any loan agreement or liability without the approval of the Board of Directors 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 Chairmen of Committees; the Chairmen 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 of Directors. Members employed by the club and members concurrently holding elective or appointive office in another GFWC Woman's Club are not eligible to serve as members of the Board of Directors.

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

- 1) When and as needed, additional Appointees desired by the President. Such Appointees may serve on the Board of Directors at the request of the President.
- 2) When and as needed, the establishment of additional Committees (both Standing and Special) with chairmen appointed as desired by the President. The Chairmen of such Committees may serve on the Board of Directors 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 shall 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 Community Service Program Chairmen, the President, and the First Vice President shall formulate the structure and work plan of the Committees. Each Chairman shall appoint her committee members and any desired sub-committee chairmen of her Community Service Program. Each such sub-committee chairman shall appoint her sub-committee members.

Each such Community Service Program Chairman shall be responsible for reporting the names of her committee members, sub-committee chairmen and members of her Committee, to the President, the First Vice President and the Yearbook Chairman.

#### Section 9.3. Standing Committees

The following 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) Media (Corresponding Secretary)

All other Standing Committees shall be established in accordance with the needs of the Club, provided, however, that chairmen 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 of Directors 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 of Directors. Members of this committee shall include: Chairmen of Program, Fundraising, Philanthropy, Treasurer of the Club, as well as many other members as the Finance Chairman may deem proper, including the immediate past President and Treasurer who would serve for a year.
- 2) Philanthropy: Research and present recommendations for the approval of the Board of Directors regular monthly meeting for the use of the Club's charitable and philanthropic funds; to report on all written requests for money, all such requests and disposition of funds to be maintained in a continuous, current file in the Club office. Chairman shall serve on the Finance Committee.
- 3) Publicity: Plan and conduct all publicity for the Club.
- 4) Social: Coordinate with the Committee Chairman the refreshment and hospitality at each regular monthly meeting and handles other social activities of the Club which are approved by the Board of Directors.
- 5) Yearbook: Responsibility for compiling and publishing a yearbook under the supervision of the President and the Business Administrator as to format.

#### 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 Chairman 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 Yearbook Chairman.

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.

Chairmen vacancies in Community Service Programs, Standing and Special Committees and Appointees vacancies shall be filled by the President subject to ratification by the Board of Directors.

Sub-committee chairmen vacancies shall be filled by the appropriate Chairman.

When a Chairman 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 Chairman 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 of Directors in another capacity.

Section 9.7. Term.

At the close of each administration, all appointed positions and chairmanships, shall be deemed vacant.

Upon request of the newly elected President and Executive Committee, a Chairman and Appointee may continue in office.

Section 9.8. Reports.

A) Each Chairman 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 the office file for the use of her successor.

B) Each Chairman 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.

The Board of Directors shall consist of the following persons:

- 1) All elected Officers; and
  - 2) Chairmen of Community Service Programs; and
  - 3) Chairmen of Finance, House and Grounds, Philanthropy, Social, Yearbook and any others appointed by the President with the approval of the Executive Committee.
- B) After the above Board of Directors has been established, when and as needed additional Chairmen or Appointees desired by the President shall be ratified by the Board of Directors.

Section 10.2. Duties.

The business and property of the Club shall be controlled by the Board of Directors 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 of Directors.

All affairs of the Club shall be managed by the Board of Directors; 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.

- 1) The Board of Directors 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 Board of Directors. When appropriate, these duties shall include assistance to officers and chairmen, but such assistance may not be confined exclusively to any one officer or chairman.

The Board of Directors shall perform all other duties assigned to it under these By-laws and any Standing Rules.

Any act of the Board of Directors, 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 of Directors shall be held prior to any regular monthly membership meeting. The meeting shall be held at least nine but no less than five days before the monthly membership meeting.

B) Members may attend the Board of Directors Meetings with prior notice without a voice or vote.

C) Any member must notify the President at least three days prior to the Board of Directors Meeting to be placed on the agenda.

D) Minutes must be recorded, approved by the Board of Directors and made available to the members.

### Section 10.4. Quorum and Vote.

Each Community Service Program or Committee Chairman shall have one vote.

A quorum for any meeting shall be a majority of the Board of Directors. The vote of a majority of those present at any meeting at which there is 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 of Directors 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 of Directors in another capacity.

A member of the Board of Directors who shall be absent from three successive regular Board of Director 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.

The Executive Committee shall consist of the elected officers as well as the Parliamentarian who will serve without a vote and the Business Administrator who will be "on call" to offer counsel as requested.

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

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.

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).

The President or her alternate shall be the first delegate sent with 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.

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.

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 of Directors. Any member attending as such a delegate must be a member in good standing. During an election year, 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 of Directors; and last from the membership. During an off-election year, they shall be chosen by the President in the following order of priority: first from the officers; next from the Board of Directors; and last from the membership.

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

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 of Directors), shall be the first delegate given the opportunity to attend such convention, with her expenses paid to the extent deemed advisable by the Board of Directors 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 expense shall not be paid by the Club unless otherwise authorized by the Board of Directors serving at the time of the receipt of the call to the convention, and then only to the extent deemed advisable by such Board of Directors. Any member attending as such a delegate must be a member in good standing.

## **ARTICLE XIII: Standing Rules**

Section 13.1. Standing Rules

A) Standing Rules may be adopted, amended, rescinded or suspended by majority vote of the Board of Directors at any regular or special meeting of such Board of Directors 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



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 of Directors a copy of the proposed recommendation with their signatures affixed.

The Board of Directors 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 of Directors 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 regular or special meeting of the membership at which a quorum (20% of the 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 regular or special meeting held at least fourteen days prior to the meeting at which such amendment [s] is voted on. The term "presented" is interpreted to mean reading 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 of Directors. Fifteen members of the Club who are in good standing may propose an amendment by delivering the same in writing to the Board of Directors with their signatures affixed.

## **NWC Standing Rules**

The GFWC Naples Woman's 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 GFWC Naples Woman's Club actively recruits and welcomes new 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 memberships in the GFCW Naples Woman's Club. Dues for the GFWC Naples Woman's Club are adjusted for dual memberships.

### **Article III.**

As detailed in the Bylaws, the amount of annual dues and initial entrance fee shall be specified in these Standing Rules. Beginning in September 2020, annual dues will be \$120 for members [active and sustainer] except Legacy Members. Legacy Members are defined as those members born before December 31, 1939 or those who have been members for twenty [20] years or more. Legacy Members pay \$100 dues. Legacy Members must request Legacy status at the time of their membership renewal. Prospective members will have a one-time entrance fee of \$75 plus \$15 for a name badge. Once the member is approved by the Board of Directors, the membership dues will be \$120.

### **Article IV.**

Requirements to maintaining active status as a voting member are:

- A) Payment of annual dues as established by the GFWC Naples Woman's Club Board of Directors;
- B) Active participation on a Woman's Club committee.
- C) Financially supporting a fundraiser or major project.

**Article V.**

Meetings of the GFWC Naples Woman's 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 of Directors.

**Article VI.**

As detailed in the Bylaws, any member not being compliant with the objectives and purposes of the GFWC Naples Woman's Club may be terminated by the Board of Directors.

**Article VII.**

The release of membership information to outside firms or organizations is prohibited. Unauthorized member use of membership names, emails, addresses or phone numbers may be cause for termination. Only the Board of Directors may release information after consultation with the membership.

**Article VIII.**

Original copies of the Secretary's minutes are safe guarded in the office of the GFWC Naples Woman's Club. Original copies must be reviewed in the Club office. No original documents may be removed from the Club with the exception of the auditor 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 GFWC Naples Woman's Club.

**Article X.**

The Board of Directors 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 GFWC Naples Woman's Club property should not vote on the issue.