

**The Amended and Restated
BYLAWS OF THE GFWC DOMINION WOMAN’S CLUB
Dated 11/18/2020**

ARTICLE I - NAME

The name of this Organization shall be the GFWC Dominion Woman’s Club.

ARTICLE II - ARTICLES OF ORGANIZATION

Section 1. This Organization exists as an unincorporated association of its members. Its “Articles of Organization” comprise these bylaws, as from time to time amended.

Section 2. The Organization’s fiscal year effective July 1, 2021 will begin July 1 and end June 30.

ARTICLE III - OBJECT

The object of this Organization shall be to unite the members for the purpose of mutual benefit and for the promotion of their common interests in the civic, cultural, educational and environmental welfare of the community, and to provide members the opportunity for community service.

ARTICLE IV - POLICIES AND POWERS

Section 1. The Organization is organized exclusively for the charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) and shall be noncommercial, nonsectarian and nonpartisan.

Section 2. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code), or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future tax code).

Section 3. No part of the net earnings of the Organization shall inure to the benefit of or be distributable to any member, Officer or other private person, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions for the purposes set forth in these bylaws.

ARTICLE V - MEMBERS

Section 1. Eligibility. - Membership shall be open to women 18 years and older whose interests are consistent with the objectives of this Organization.

Section 2. Admission

A. A prospective member may not attend more than 2 meetings without filing the application form for membership.

B. The application shall be submitted to the Second Vice President of Membership. The initiation fee and prorated dues shall be due within one month after receipt of the application or the name will be withdrawn and the applicant so notified.

Section 3. Initiation Fee and Dues - The annual dues shall be due on July 1st-August 31st of each fiscal year the annual dues will be collected by the treasurer.

Section 4. Delinquent Dues – Dues shall be delinquent if not received by September 1st and the member shall be notified by the Treasurer. If the dues are not received by the last day of September, the member shall be automatically dropped from membership.

Section 5. Resignation – Any member desiring to resign in good standing shall submit a written resignation to the Corresponding Secretary accompanied by the dues for the current year, if not previously paid. The Secretary shall present the letter of resignation to the Executive Board for action.

Section 6. Reinstatement

A. A former member who has resigned in good standing may be reinstated by making application to the Executive Board. The application shall be accompanied by the dues for the current year, if not previously paid.

B. A former member who forfeited membership for nonpayment of dues may request reinstatement by making application to the Executive Board. The application shall be accompanied by payment of dues for the current year.

ARTICLE VI - OFFICERS

Section 1. Officers - The officers of the Organization shall be: A President, a Co-President/Executive Vice President, a First Vice President, a Second Vice President, a Recording Secretary, a Corresponding Secretary and a Treasurer. These officers shall perform the duties prescribed in these bylaws and by the parliamentary authority adopted by this Organization.

Section 2. Eligibility - To be eligible to be elected to office, a member must be in good standing and have been a member for at least one year.

Section 3. Nominations

- A. A Nominating Committee shall be elected at least 2 months prior to the April meeting and shall be composed of at least three members and no more than five members. The committee shall elect its own chairman. If a Nominating Committee cannot be elected as provided in this Article, the current Executive Board, with the exception of the President, shall serve as the nominating committee.

- B. It shall be the duty of this committee to nominate a candidate for each office and to submit these prior to the election. Additional nominations may be made from the floor. The consent of the nominee to serve if elected, must be obtained for all nominations.

Section 4. Election - The officers shall be elected by ballot at the April meeting to serve one year or until their successors are elected. The term of office shall begin July 1. A majority vote shall elect. In the event there is only one nominee for office, the vote may be by voice. No officer may serve more than two consecutive terms in the same office and shall serve in only one office at a time. Any officer who has served more than half a term is considered to have served a full term in that office. Any officer may be removed from office by a two-thirds vote of the Executive Board, if such action is deemed necessary.

Section 5. Duties

- A. The President and Co-President / Executive Vice President shall:
 - (1) Preside at all regular meetings of the Organization;
 - (2) See that all policies, order and resolutions of the Organization are put into effect;
 - (3) Appoint a parliamentarian;
 - (4) Serve ex-officio on all committees except the Nominating Committee;
 - (5) Authorize expenditures within the budget limitations;
 - (6) Submit a report at all meetings of the organization.

- B. The First Vice President shall:
 - (1) Assume the duties of the President in her absence;
 - (2) Serve as Chairman of the Program Committee and assume any other duties as prescribed by the Executive Board or the Organization.

- C. The Second Vice President shall:
 - (1) Assume the duties of the President in her absence and the absence of the First Vice President;
 - (2) Serve as Chairman of the Membership Committee and assume any other duties as prescribed by the Executive Board or the Organization.

- D. The Recording Secretary shall:
 - (1) Send the minutes to the Executive Board within one week after a meeting.
 - (2) Keep a record of attendance at each meeting;
 - (3) Prepare ballots for elections and after such elections; keep the sealed ballots until

directed by the Organization to destroy them.

E. The Corresponding Secretary shall:

- (1) Conduct the general correspondence of the Organization;
- (2) Give required notice of meetings.

F. The Treasurer shall:

- (1) Receive all moneys collected in the name of the Organization and place in such depositories as may be designated by the Executive Board;
- (2) Disburse all moneys as allocated in the approved budget, subject to the approval of the President, the Executive Board and/or as authorized by the vote of the membership of the Organization;
- (3) Report the financial condition of the club at each meeting of the Organization and the Executive Board with written copies to the President, Secretary and the Finance committee;
- (4) Close books by June 30 and submit for financial review within 30 days to the audit committee appointed by the president.

Section 6. Vacancy in Office – A vacancy occurring in any office shall be filled for the unexpired term by a member elected by a majority vote of the Executive Board. The Organization shall ratify that appointment at the next meeting.

ARTICLE VII - MEETINGS

Section 1. The meetings of this Organization shall be held on a regular basis, not less than quarterly, at a time and place to be determined by the Organization or the Executive Board.

Section 2. The regular meeting in May shall be known as the Annual Meeting, and shall be for the purpose of installing officers, receiving written reports of officers and committees and for any other business that may arise.

Section 3. Special meetings may be called by the President or the Executive Board to deal with urgent business matters between regular meetings. Except in the case of an emergency, 10-day notice of a special meeting shall be given stating the purpose of the meeting. Notice may be by mail, email, fax or hand.

Section 4. A quorum for the transaction of business of the Organization shall consist of those members present and eligible to vote, at a regular meeting of the membership, or a special/emergency meeting, called with proper notice.

Section 5. In the case of a national emergency, state emergency, or any qualifying event, the President, with the consent of the majority of the Executive Board, may order that elections and voting be held by mail or electronically. An electronic meeting may be held as a substitute for a regular, executive board, committee or special meeting.

ARTICLE VIII - EXECUTIVE BOARD

Section 1. The officers shall constitute the Executive Board which shall, to the extent consistent with these Bylaws, exercise the general authority of the Organization between regular meetings as necessary. The Parliamentarian shall attend as advisor without vote.

Section 2. The Executive Board, with the concurrence of the organization, shall recruit members to fill leadership positions, create and appoint committees and approve the plan of work for those committees. The Executive Board shall be responsible for approving the annual budget, reviewing financial policies, and Standing Rules for approval by the organization. The Executive Board shall oversee the budget and activities approved by the Organization. The Executive Board shall also perform any duties assigned by or designated by the Organization, in accordance with the bylaws.

The Executive Board shall perform all other duties as are specified in the Bylaws. The Executive Board shall be subject to the orders of the Organization and none of its acts shall conflict with these Bylaws or with actions taken by the Organization.

Section 3. Unless otherwise ordered by the Executive Board, meetings of the Executive Board shall be held at the call of the President or upon written request of at least two other members of the Executive Board.

Section 4. Four members shall constitute a quorum for all meetings of the Executive Board.

ARTICLE IX - COMMITTEES

Section 1. The Audit Committee of three members shall be appointed by the Executive Board. It shall be the duty of this committee to conduct a financial review of the Treasurer's accounts at the close of the fiscal year and to communicate results of the report to the membership.

Section 2. The Bylaws Committee shall consist of three members appointed by the Executive Board. The Parliamentarian shall serve as advisor.

Section 3. A Finance Committee composed of the Treasurer and at least two additional members appointed by the President shall prepare a budget for the fiscal year and present it to the organization for adoption at the May meeting.

Section 4. A Membership Committee composed of the Second Vice President as chairman and at least two additional members appointed by the Executive Board shall create and implement plans to promote retention and extension of membership in the Organization.

Section 5. A Program Committee composed of the First Vice President as chairman and at least two additional members appointed by the Executive Board shall prepare the

meeting programs for the year.

Section 6. Such other committees, standing or special, as shall be required from time to time, shall be appointed by the Executive Board as authorized by the Organization or the Executive Board.

ARTICLE X - DISSOLUTION

Section 1. In the event that dissolution of the Organization becomes necessary or desired, the Executive Board shall adopt a resolution recommending that the Organization be dissolved and the resolution shall be adopted by the membership at a special meeting called for the purpose of dissolution. Written notice stating the purpose of this special meeting shall be mailed to all members at least 30 days prior to the date of such meeting. Approval of the resolution of the Organization shall require an affirmative vote of at least two-thirds of the members present.

Section 2. Upon dissolution of the Organization, after paying or adequately providing for the debts and obligations of the Organization, the assets of the Organization shall be distributed as the membership may determine to one or more entities organized and operated exclusively for charitable, scientific, literary or educational purposes as described in Sections 170(c)(2) or 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XI - INDEMNIFICATION

The Organization shall hold liability insurance on an annual basis as determined by the membership. Each member shall be indemnified by the Organization against all expenses incurred or imposed upon her in the performance of her duties for the Organization, except where she was guilty of willful malfeasance, not acting in the best interest of the Organization or other unlawful actions, provided however, that the Executive Board approved such settlement as being in the best interest of the Organization.

ARTICLE XI - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or adopted Standing Rules.

ARTICLE XII - AMENDMENT OF BYLAWS

These Bylaws may be amended or revised at any regular meeting of the Organization by two thirds vote of the votes cast, provided notice of the amendment(s) or revision has been submitted in writing to the membership at least 15 days prior to the meeting.

Adopted 03/18/2007 _____

Martha Feeney, President

Sue Mork, Parliamentarian

Amended 11/18/2020 Previously amended 10/19/09, 7/23/12, 3/20/19