

***GFWC Sun City Center Woman's Club, Inc.***  
***Bylaws***

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**BYLAWS**

**ARTICLE I – NAME**

The name of this club shall be GFWC Sun City Center Woman's Club, Inc., a non-profit corporation affiliated with the GFWC Florida Federation of Women's Clubs, Inc.

**ARTICLE II – OBJECT**

GFWC Sun City Center Woman's Club, Inc. shall be organized and operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, and shall otherwise comply with any requirements for classification as an exempt organization under such section.

**ARTICLE III – MEMBERSHIP**

**Section 1: Membership shall be accorded such individuals as fulfill the requirements and qualifications set forth by these bylaws.**

**Section 2: Qualification**

An active member is eligible to hold office and has all the privileges and obligations of membership.

**Section 3: Admission**

- A. A candidate of active membership must be proposed by a member in good standing and endorsed by the members of the Board of Directors. The application form completely filled out, and with signatures affixed and accompanied by the appropriate dues, shall be sent to the Membership Secretary who shall present it at the next meeting of the Board of Directors with her recommendation for action. A two-thirds (2/3) vote of the Board, present and voting, shall elect to membership. A person so elected shall be notified by the Membership Secretary of her acceptance and be immediately entitled to all privileges and responsibilities of membership.
- B. Membership by transfer: Member in good standing of a Federated Club, recommended by the President or Corresponding Secretary of her club, may be voted into membership by two-thirds (2/3) vote of the Board of Directors upon payment of the current dues.

**Section 4: Termination of Membership**

A member shall be dropped from membership for nonpayment of dues.

**Section 5: Reinstatement**

A member who has lost membership for nonpayment of dues may be reinstated by re-application.

**ARTICLE IV – FINANCE**

**Section 1: Fiscal year**

The fiscal year shall be from June 1 through May 31.

**Section 2: Dues**

- A. The Board of Directors shall set annual dues amount.
- B. The annual dues amount will consist of:
  - 1. GFWC dues as set annually by the General Federation;
  - 2. GFWC Florida Federation of Women's Clubs dues, as set annually by the Florida Federation;
  - 3. Club dues portion, which will be limited to a maximum annual increase of five dollars (\$5.00).
- C. Annual dues for an active member shall be paid to the Membership Secretary.
- D. Annual dues shall be due and paid by June 15 for listing in the Year Book.
- E. All members' dues shall accompany the application.
- F. Prospective members may attend no more than 2 meetings without application and payment of dues.

### **Section 3: Monies**

- A. Accounts: Accounts shall be established by authorization of the Board of Directors. All monies shall remain in the designated accounts and be disbursed by order of the Board of Directors or until the account is discontinued by the Board of Directors.
- B. Endowment Fund: The interest from the GFWC Sun City Center Woman's Club endowment fund shall be distributed by authorization of the Board of Directors.
- C. Drafts: All drafts upon the treasury shall be made by order of the Board of Directors. Disbursements shall be made by check bearing the signature of the treasurer or such others as designated by the Board of Directors.

### **Section 4: Fundraising Limitations**

The Club shall have no more than two (2) fundraisers a year.

### **Section 5: Audit**

Each year the financial records of the club shall be subject to review by an auditor who may be an accountant, a CPA or by committee of members to perform the audit, as approved by the Board of Directors.

- A. The auditor or auditing committee shall examine all financial records of the treasurer, which shall be submitted thirty (30) days after the close of the fiscal year.
- B. The report of the auditor is to be submitted to the club for adoption.
- C. If the audit is by committee, the auditing committee shall consist of at least two (2) club members of good standing. One (1) member of this committee shall also be a member of the Board of Directors.
- D. Copy of said audit to be recorded in the Minutes Book.

## **ARTICLE V – OFFICERS**

### **Section 1: Officers**

- A. The Officers of this Club shall be President, First Vice President, Second Vice President, Third Vice President, Fourth Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Membership Secretary, and two (2) Directors, one of whom shall be the retiring president, if available. If the retiring president is unavailable, at least one of the directors shall be a past president.
- B. The Board may create such assistant Vice Presidents and assistant secretaries as the Board shall from time to time deem appropriate and assign to them such duties as may be necessary.
- C. Any such assistant Vice Presidencies shall be filled by election of the members in the same manner as other officers.
- D. Any such assistant Vice Presidents shall not be voting members of the Board of Directors but may at the discretion of the Board, attend regularly scheduled and special Board meetings and participate in discussion of issues before the Board.
- E. At least one Club Officer (President, Vice President, Secretary or Treasurer) must be a member in good standing of the Sun City Center Community Association.
- F. The term of office shall be two years, or until their successors are elected.

### **Section 2: Duties**

All Officers shall perform the duties prescribed herein.

- A. The **President** shall:
  - 1. Preside at all meetings of the Club and the Board of Directors;
  - 2. Be ex-officio member of all committees except the Nominating Committee;
  - 3. Be a member of the GFWC Florida Board of Directors and delegate to State Federation Meetings with expenses paid from the Club's treasury;
  - 4. With Club Treasurer as Trustee of, sign and have jurisdiction over any and all important documents, contracts and/or contents.
  - 5. Sign checks in absence or inability of the Treasurer;
  - 6. Nominate members to fill Board of Directors vacancies.
  - 7. Appoint Community Service Program and Committee Chairs with the approval of the Board of Directors;
  - 8. Maintain Club's safe deposit box with historical papers and copy of each annual Year Book;
  - 9. Keep official copy of the bylaws, all amendments to the Bylaws, and a file of all adopted standing rules;

10. Be first delegate to the Annual Convention and Fall Board meetings of GFWC Florida. If she cannot attend, the delegate shall be from the Officers in their respective order.
- B. The **First Vice President** shall:
1. Serve as the President Elect;
  2. Perform the duties of the President in her absence, or inability to serve;
  3. Perform such other duties as may be assigned by the President.
- C. The **Second Vice President** shall:
1. Be in charge of programs for the general meetings;
  2. Be Chairman of the Program Committee, consisting of the Community Service Program Chairmen with other members as appointed by the Program Chairman.
- D. The **Third Vice President** shall:
1. Be in charge of all publicity;
  2. Be Club Historian;
  3. Update the Club's history.
- E. The **Fourth Vice President** shall:
1. Provide a minimum of two caterers along with luncheon menus for approval by the Board of Directors at the June organizational meeting. The contract shall be voted on and approved at the June organizational meeting;
  2. Oversee the work of the caterer to ensure that all members having lunch are properly cared for;
  3. Receive and confirm luncheon reservations.
- F. The **Recording Secretary** shall:
1. Keep a record of the proceedings of all meetings, the Board of Directors and the Executive Committee;
  2. Be custodian of the official Minute Book of the Corporation, including all minutes and corrected minutes approved by the Board of Directors.
- G. The **Corresponding Secretary** shall:
1. Conduct the correspondence of the Club, except that pertaining to dues and programs;
  2. Attend to all correspondence authorized by the President, Executive Committee and the Board of Directors.
- H. The **Treasurer** shall:
1. Be Custodian of the funds of the Club, derived from whatever source, which she shall expend only upon authorization of the Board of Directors;
  2. Pay Federation dues when due;
  3. Keep a ledger of all funds received and expended and provide a full financial report each month, reflecting reconciled bank account balance, to the Board of Directors;
  4. File the yearly income tax report to the IRS, file the State annual renewal of "Solicitation of Contributions" form and pay the State Incorporation tax;
  5. Deposit funds in club designated bank account;
  6. Develop club's budget with President and First Vice President.
- I. The **Membership Secretary** shall:
1. Receive annual dues, keep accurate files, and furnish the Treasurer with a list of paid members;
  2. Submit names of new members to the Board of Directors for approval;
  3. Keep a complete, accurate, and official list of all members, addresses, telephone numbers, and financial standing with the Club;
  4. Receive all applications for membership, together with appropriate dues, and notify all new members of their acceptance;
  5. Distribute Year Books;
  6. Turn over to the Treasurer all money collected by her following each monthly meeting and monthly during the summer months;
- J. The **Directors-At-Large** shall serve on one or more of the Nominating, Bylaws, Finance and Budget or Audit Committees.

### **Section 3: Elections**

- A. Elections shall be held every other year, with the first such election occurring after the effective date of these amended and restated Bylaws.
  - 1. No one shall be nominated whose consent to serve, if elected, has not first been obtained.
  - 2. A candidate for office must currently be an active member of the Club.
- B. Voting Body: Active and Life members only.
- C. Nominating Committee
  - 1. At the Board of Directors meeting in November preceding an election year, the Nominating Committee Chair shall be elected.
  - 2. The other two (2) shall be nominated by the Board of Directors, or nominated from floor, and elected by the Membership at the November regular meeting.
  - 3. The committee shall present the slate of Officers and new Directors-At-Large at the February Board of Directors and the February General meetings.
  - 4. They shall serve until their successors are elected.
  - 5. No member shall serve for two (2) consecutive years.
- D. Election
  - 1. The election shall take place at the General meeting in March. Nominations may be made from the floor, providing the nominees have agreed to serve, if elected.
  - 2. The vote shall be by ballot if there is more than one (1) candidate for office and a plurality vote of those present and voting shall elect. A committee of three (3) tellers, appointed by the President shall have charge of the balloting under these circumstances.
- E. Installation

Those elected Officers together with the Directors-At-Large shall be installed at the May Annual Meeting and their term of office shall begin at the close of the Annual meeting.

## **ARTICLE VI – BOARD OF DIRECTORS**

### **Section 1: Membership**

- A. Board of Directors shall consist of the elected Officers: President; all elected Vice Presidents; Recording Secretary; Corresponding Secretary; Treasurer; Membership Secretary; two (2) Directors-At-Large, one of whom shall be the retiring President, if available (if the retiring President is unavailable, at least one of the directors shall be a past president); and the Community Service Programs; Communications; Fundraising; and Meals on Wheels Chairs, each of whom shall have a vote on the Board.

The Parliamentarian shall be a non-voting member of the Board.

### **Section 2: Duties**

- A. It shall be the duty of the Board of Directors to transact the business of the Club subject to the Bylaws, the Standard Operating Procedures, the Standing Rules, the Budget, and voted instructions to the Club.
- B. The Board shall have the right to fill vacancies in office, except the President.
- C. In case of a vacancy in the Presidency, the First Vice President shall become President.
- D. Prior to the end of the current fiscal year, the Board shall select and approve the auditor or auditing committee to audit the club's financial records.

### **Section 3: Community Service Program Chairpersons**

- A. Chairs shall be appointed by the President with the approval of the Board.
- B. Each Community Service Program shall arrange for its own work and study, subject to approval of the Board.
- C. Meetings of the Community Service Program are open to all members of the Club.

### **Section 4: Finance and Budget Committee**

- A. The Finance and Budget Committee shall consist of President, First Vice President, Treasurer, and others to be appointed by the President. Meetings are to be held after the election of officers. The Treasurer shall be designated as Chairman.

- B. The Finance and Budget Committee shall prepare a budget and present it for approval at the Organizational Meeting of the new Board of Directors.

## **ARTICLE VII – EXECUTIVE COMMITTEE**

### **Section 1: Membership**

The Executive Committee shall consist of the President, First Vice President, Treasurer, Recording Secretary and Membership Secretary.

### **Section 2: Duties**

- A. Be responsible for the transaction of urgent business of the Board of Directors between meetings of that body.
- B. Make a complete report to the Board at their regular meeting of any such action.

### **Section 3: Meetings**

Meetings of the Executive Committee shall be convened by the President as deemed necessary. Members of the Executive Committee may vote at any such meeting. In lieu of a formal meeting of the Executive Committee, votes can be conducted by electronic mail or telephonic poll.

## **ARTICLE VIII – MEETINGS**

### **Section 1: Meetings**

- A. Regular Meetings of the Club:
  - 1. Monthly meetings shall be held from September to May, inclusive, on the third Thursday unless changed by order of the Board of Directors.
  - 2. The May meeting shall be designated as the Annual Meeting.
  - 3. The March meeting shall be the annual election of Officers.
- B. Special Meetings shall be called by the President, or upon written request of seven (7) members of the Board of Directors, the business to be stated in the call and no other business is to be transacted.
- C. Meetings of the Board of Directors
  - 1. Monthly business meetings shall be held from September to May, inclusive, on the second Thursday at 9:30 a.m., unless changed by order of the Board of Directors.
  - 2. The Organizational Meeting shall follow as soon as possible after the installation.

### **Section 2: Quorums**

- A. Thirty (30) members of the GFWC Sun City Center Woman's Club, in regular or special session, shall constitute a quorum for the transaction of its business.
- B. Seven (7) members of the Board of Directors shall constitute a quorum for the transaction of its business.

### **Section 3: Electronic Voting**

- A. In lieu of calling a Special Meeting, the Board of Directors may initiate a vote by electronic means (email).
- B. Only one motion will be electronically voted on at a time.

## **ARTICLE IX – STANDING COMMITTEES**

### **Section 1: Standing Committees shall be established by the Board of Directors as necessary.**

- A. The Chairs shall be appointed by the President and ratified by the Board of Directors at the Organizational Meeting.
- B. All plans of Committees shall be presented to the Board of Directors for Approval before undertaking.
- C. Each retiring Chair shall provide a written report of her year's activity together with her recommendations for future action to her successor and the President at the Annual Meeting.

**ARTICLE X -- ETHICAL STANDARDS**

The Board of Directors shall act in the best interest of the Club. A member of the Board shall be disqualified from acting when they have any actual or potential conflict of interest that may impede or be perceived as impeding their capacity to act in good faith in the best interest of the Club.

- A. Presumption of Conflict. A conflict of interest shall be presumed when:
  1. An officer or member of the Board of Directors; or
  2. Any individual acting in that capacity for a member of constituent division; or
  3. A member of their immediate family has a close affiliation or interest in an affected organization or company or could expect financial gain or loss from a matter being considered by the Club.

**ARTICLE XI -- STANDARD OPERATING PROCEDURES**

The Board of Directors may adopt Standard Operating Procedures to govern the Club’s operations.

**ARTICLE XII – Affiliations**

- Admitted to the GFWC Florida Federation of Women’s Clubs on April 16, 1963.
- Admitted to the General Federation of Women’s Clubs on May 3, 1963.
- An affiliated club of Sun City Center Community Association.

**ARTICLE XIII– PARLIAMENTARY**

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 these Bylaws and any Special Rules of Order the Club may adopt.

**ARTICLE XIV – AMENDMENTS**

An amendment to the Bylaws shall first be approved by the Board of Directors and proposed by them to the membership at a regular club meeting. These Bylaws may be amended at any regular meeting of the club by two-thirds (2/3) vote of the members, present and voting, provided that the amendment has been submitted in writing at the previous regular meeting. (Restructured May 19, 1994)

**Revised 2/2007; 11/2010; 2/2013. Revised Effective 4/2015; Revised Effective 11/2015, Revised Effective 5/2018**

**ARTICLE XV -- DISSOLUTION CLAUSE**

In case this corporation wishes to dissolve and by due process of law shall dissolve, all assets of whatever nature, or their equivalent in value, which remain after the just debts and liabilities of this corporation have been satisfied, shall be used for such education or public purposes within the state of Florida, as will complete or continue undertakings for the public benefit which have already begun by the GFWC Sun City Center Woman’s Club and any remaining assets shall be distributed for purposes within the scope of Internal Revenue Code (IRC) 501 © (3), or any amendments thereto. No part of the net income or earnings of the corporation shall inure to the benefit of any individual member or be distributable to its members or officers.