

GFWC Sun City Center Woman's Club, Inc. **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 candidate for active membership must provide the completed application form with signature affixed and accompanied by the appropriate dues to the Membership Director, who shall present it with her recommendation for action at the next Board of Directors meeting. 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 Director of her acceptance and be immediately entitled to all privileges and responsibilities of membership.

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 Director.
- D. Annual dues shall be due and paid by June 15 for listing in the Yearbook.
- 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 through annual budget or special vote. 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

In keeping with state regulations, 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 Board of Directors 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.

ARTICLE V – OFFICERS

Section 1: Officers

- A. The Officers of this Club shall be President, Vice President, Program Director, Publicity Director, Hospitality Director, Membership Director, Recording Secretary, Corresponding Secretary, Treasurer, and Director-at-Large who should be the retiring president, if available. If the retiring president is unavailable, the Director-at-Large should be a past president.
- B. 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.
- C. The term of office shall be two years, or until their successors are elected.
- D. An Officer may be removed by a two-thirds (2/3) vote of the Board of Directors for non-performance of duties or financial impropriety.

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. With Club Treasurer as Trustee of, sign and have jurisdiction over any and all important documents and contracts;
 - 4. Sign checks in absence or inability of the Treasurer;
 - 5. Nominate members to fill Board of Directors vacancies;
 - 6. Appoint Community Service Program and Committee Chairs with the approval of the Board of Directors;
 - 7. Assign the Parliamentarian to keep the official copy of the bylaws, all amendments to the Bylaws, and a file of all adopted standing rules;
 - 8. 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 **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 **Program Director** shall:
 - 1. Be in charge of programs for the general meetings;
 - 2. Chair the Program Committee.
- D. The **Publicity Director** shall:
 - 1. Be in charge of all publicity, electronic and hard copy;

2. Maintain Club history.
- E. The **Hospitality Director** shall:
1. Provide a minimum of two caterers along with sample 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 served;
 3. Receive and confirm luncheon reservations.
- F. The **Recording Secretary** shall:
1. Keep a record of the proceedings of all meetings where motions are decided;
 2. Be custodian of the official Minutes 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;
 2. Pay GFWC 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, pay the State Incorporation tax, and maintain the Consumer Certificate of Exemption;
 5. Deposit funds in club designated bank account;
 6. Maintain Club's safe deposit box with legal papers and copy of each annual Yearbook.
- I. The **Membership Director** 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, their contact information 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 Yearbooks;
 6. Turn over to the Treasurer all money collected by her following each monthly meeting and monthly during the summer months.
- J. The **Director-At-Large** shall serve on one or more of the Nominating, Bylaws, Finance and Budget or Audit Committees.

Section 3: Election of Officers

- 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 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 Director-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. Electronic Voting

Under the direction of the Board of Directors, an electronic ballot may be provided to membership for an election, should membership be unable to meet due to extreme circumstances, and it is not feasible to schedule an in-person meeting within a reasonable amount of time. A quorum of 30 members shall respond by electronic ballot and a majority of the votes cast shall be required for election. The Recording Secretary shall receive the electronic ballots and report the results to the Board of Directors and membership.

F. Installation

Those elected Officers together with the Director-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; Vice President; Program Director; Publicity Director; Hospitality Director; Recording Secretary; Corresponding Secretary; Treasurer; Membership Director; Director-at-Large, who should be the retiring President, if available (if the retiring President is unavailable, the Director-at-Large should be a past president).

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 Policy Statement, and the Budget.
- B. The Board shall have the right to fill any vacancies, except the President.
- C. In case of a vacancy in the Presidency, the 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: Finance and Budget Committee

- A. The Finance and Budget Committee shall consist of President, 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, Vice President, Treasurer, Recording Secretary, Membership Director, and Parliamentarian.

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.

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. Biennially, the March meeting shall be the Election of Officers.
- B. 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.
 - 3. 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.
 - 4. Electronic Voting on a Motion: Outside of a scheduled meeting, the Board of Directors may initiate a motion and vote by electronic mail. Only one motion will be electronically voted on at a time. Votes on the motion are submitted to and recorded by the Recording Secretary.
- C. Electronic Meetings: Any meeting of the membership, board, committee, or task force may be conducted in whole or part by electronic means as long as all persons participating, whether in person or electronically, may hear each other and communicate in real time. Participation in an electronic meeting constitutes attendance and any official actions shall be recorded in minutes.

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.

ARTICLE IX – COMMUNITY SERVICE AND STANDING COMMITTEES

Section 1. Community Service Programs

- A. The 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 Programs are open to all members of the Club.

Section 2. 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.

Section 3. 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.

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.

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, Revised Effective 5/2022.

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(c)(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.