

Grand Haven Woman's Club

ARTICLE I: Name

The name of the club shall be GRAND HAVEN WOMAN'S CLUB. It will be located in Palm Coast, Florida.

ARTICLE II: Objectives

The objectives of the club shall be organized exclusively to promote charitable and educational activities that qualify as exempt clubs under Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future tax code.

ARTICLE III: Membership

Section 1 – Membership shall be open to all women residing in Grand Haven and who subscribe to the rules and objectives of the club.

Section 2 – A prospective member may attend no more than two meetings as a guest. The prospective member must follow the current application process. The Board of Directors must approve the applicant. A woman so elected shall be declared an active member of the club upon payment of the annual dues, which entitles the member to a voice and a vote.

Section 3 – Membership shall consist of three (3) categories:

ACTIVE – Active membership will be open to all women who subscribe to the rules and objectives of the club. As an active member, payment of dues and any past due fees entitles the holder to a voice and a vote.

HONORARY – Honorary Membership may be bestowed on members who have distinguished themselves through meritorious and exemplary service in the furtherance of GHWC ideals. Honorary members, exempt from payment of dues, shall be entitled to all privileges of the club except voting and holding office. The procedure for conferring Honorary Membership shall be as follows: Recommendation documenting the accomplishments or outstanding service of the nominee shall be in writing. The recommendation shall be presented to the Board of Directors. If approved by two-thirds of the Board present and voting, the recommendation shall be presented to the membership at a membership meeting. The recommendation must be passed by a majority of the members present and voting at the membership meeting. A suitable certificate shall be presented to the person so honored.

Section 4 – Members may not use or share GHWC contact information for other than GHWC business.

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ARTICLE IV: Dues

Section 1 - For new members, an application fee of \$5.00 will be collected along with the dues for membership as noted on the current application form. Dues are payable upon acceptance to the club. Amounts may be adjusted as needed in the future.

Section 2 – Dues for the next Club year will be payable on or before the April membership meeting and shall be considered delinquent after the May membership meeting. A written notification will be sent to those in arrears. They will be automatically dropped from membership in the club if dues are not paid by July 31.

Section 3 – New members prior to February 1 shall pay full annual dues and application fee. Members voted in after February 1 shall pay one half (1/2) of the annual dues plus application fee.

Section 4 – Any member, who resigns, in writing, may be reinstated upon payment of current dues.

Section 5 – Any member, who has been dropped from membership for nonpayment of dues, must reapply. The current application fee must be submitted with the application for membership.

Section 6 – Any change in the annual dues amount requires a vote of approval by the membership.

ARTICLE V: Officers

The officers of the club shall be: President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and Immediate Past President. They shall be referred to as the Executive Committee.

Section 1 – Duties

- a) The **President** shall preside at all meetings and appoint all Committee Chairs. She shall appoint Standing and Special Committees, as needed, and shall be an ex-officio member of all committees except the Nominating Committee.
- b) The **First Vice-President**, in the absence of the President, shall preside at a meeting. She shall plan programs for the meeting dates of the ensuing year. After the First Vice-President has served one year, she shall automatically become President-Elect.
- c) The **Second Vice-President**, in the absence of the President and First Vice-President, shall perform the duties of the President. She shall be Chair of the Fundraising Committee.
- d) The **Recording Secretary** shall keep an accurate record of the Board, membership & special meetings, and submit a copy of these minutes to the President one week following the meetings. She shall keep an inventory of the club property and location of

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each item.

- e) The **Corresponding Secretary** shall, at the President's direction, conduct all general correspondence. She is responsible for performing or delegating club sunshine duties that consist of, in part, sending cards or personal contact at times of personal events.
- f) The **Treasurer** shall have charge of all club funds and shall pay all bills covered by the approved budget. All non-budgeted expenses shall be approved by the Board of Directors prior to payment. She shall file all bills and submit a monthly statement of all receipts and disbursements to the Board of Directors. This report shall be provided to the membership monthly. She shall submit her books for audit at the close of the fiscal year. The President shall appoint an auditor. The audit report shall be filed with the Recording Secretary prior to the September Board of Directors' meeting.

Immediate Past President – shall serve in an advisory position.

Section 2 – TERM

- a) The Executive Committee shall be elected for a term of no more than two (2) consecutive years.
- b) No officer shall hold the same office for more than two (2) consecutive years except the Treasurer. The Treasurer may serve no more than two (2) consecutive terms.

ARTICLE VI: Nomination and Election of Officers

Section 1 – The Nominating Committee shall be voted on at the November membership meeting in the odd numbered years.

Section 2

- a) The Nominating Committee shall consist of five (5) members. Two (2) shall be elected by the Board of Directors from its membership. Three (3) shall be elected from the floor by the general membership at the November membership meeting. They shall not be a current Board Member. The Nominating Committee shall elect its chair.
- b) Members of the Nominating Committee may be candidate(s) for office. If chosen, the candidate should resign, and the vacancy filled by the Chair of the Nominating Committee.

Section 3

- a) Nominees for office must have been a member in good standing for at least one year.

Section 4

- a) The slate of nominees for each office shall be presented at the March membership meeting. Nominations may be made from the floor. A nominee must have given previous consent.

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- b) At the close of nominations, if only one candidate had been nominated for each office, the recording secretary shall cast one ballot to accept the slate as presented.

Section 5

- a) If more than one candidate has been nominated for the same office, voting shall be by ballot at the March membership meeting.
- b) Voting privileges shall be limited to active members.
- c) The newly elected officers shall be installed at the May membership meeting in the even numbered year.

Section 6 Should a vacancy occur in any elected office, except that of President, the successor shall be elected immediately by the Board of Directors. In the event of a vacancy in the position of President, the 1st Vice President shall assume the role of President to complete the current term.

ARTICLE VII: Meetings

Section 1 – DATE: The monthly membership meeting shall be on the 3rd Monday of the month (unless otherwise noted), September through May. When necessary, the Executive Committee can change the time and place of the meeting.

Section 2 - Special Meetings may be called by the President, by the Executive Committee or upon written request by ten (10) members in good standing.

Section 3 - QUORUM: One-third (1/3) of the membership shall constitute a quorum and a majority of those present and voting shall be a deciding vote.

Section 4 - FISCAL YEAR: The Fiscal Year shall be June 1st to May 31st of the following year.

Section 5 - GUESTS: Guests shall be admitted to no more than two-regular meetings per year.

Section 6 – EMERGENCIES

- a) In the case of a national emergency, state emergency, or any type of event (man-made or natural) that could potentially put members in danger, the President, with the consent of the majority of the Executive Committee, may order those elections be held by mail or electronically.
- b) In the case of a national emergency, state emergency, or any type of event (man-made or natural) that could potentially put members in danger, the President, with the consent of the majority of the Executive Committee, may order that an electronic meeting be held as a substitute for a regular, executive committee, board of directors or special meeting.

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ARTICLE VIII: Board of Directors

Section 1 – COMPOSITION: The Board of Directors shall consist of the Executive Committee, Chairs of Community Service Programs and Standing Committees.

Section 2 – DUTIES: The Board of Directors shall attend to the affairs of the club and perform such duties as are necessary.

Section 3 – MEETINGS: The time of the meetings shall be determined by the President.

Section 4 – QUORUM: A majority of the Board of Directors shall constitute a quorum and three-fourths (3/4) of those present and voting shall decide the issue.

ARTICLE IX: Committees

Section 1 – APPOINTMENTS: Directly after the election, the President shall appoint chairs for Community Service Programs and Standing Committees.

Section 2 – VACANCIES: Vacancies shall be filled by the President for the remainder of the unexpired term.

Section 3 – SPECIAL COMMITTEES: A Special (ad hoc) Committee is a committee formed for a specific purpose. After the purpose is completed, the committee will no longer exist. Special Committee Chairs shall report directly to the President and shall attend Board meetings at her invitation.

Section 4 – COMMUNITY SERVICE PROGRAM CHAIRS: No Community Service Program Chair shall hold the same office for more than two (2) consecutive years, except when they have filled a previous unexpired term. Community Service Programs shall include, at a minimum, Arts/Culture, Education, Environment, Health/Wellness, & Civic Engagement. Other programs that meet the mission may also be included.

ARTICLE X: Parliamentary Authority

Section 1 – The current version of Roberts Rules of Order Newly Revised shall be Parliamentary authority of the club and shall apply to all matters not covered by these By-Laws and Standing Rules.

Section 2 – The President shall appoint a Parliamentarian.

ARTICLE XI: Amendment Procedures

Section 1 - These Bylaws may be amended at any membership or special membership meeting of the club provided the Amendment(s) have been submitted to the membership thirty (30) days in advance of the vote.

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Section 2 – A two-thirds (2/3) vote of the members present and voting is necessary for adoption of an amendment.

ARTICLE XII: Use of Net Earnings

No part of the net earnings of the club shall be used to the benefit of or distributed to its members, trustees, officers or other private persons. The club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purposed clause of this document.

ARTICLE XIII: Political Activity

No part of the activities of the club shall be for the promotion of a political candidate, organization or objective. Involvement in the legislation and regulations that affect the programs GHWC supports shall be permitted. Any such activities shall be non-partisan in nature. Members will abstain from wearing politically motivated signage or promoting a political agenda at any GHWC function. The club also shall not participate or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the club shall not carry on any other activities not permitted by a club exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future Federal Tax code.

ARTICLE XIV: Dissolution of GHWC

Upon dissolution of the club, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the GHWC is located, exclusively for such purposes or to such clubs or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

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Amended May 2006
Amended September 2008
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