

# WOMAN'S CLUB OF RALEIGH BYLAWS

## ARTICLE I

### Name

The name shall be "The Woman's Club of Raleigh, Incorporated" hereinafter referred to as "The Woman's Club of Raleigh", the "Club", or as the "Corporation."

**Section 1. Corporate Seal.** The official Seal of the Corporation shall have inscribed thereon the name of the Corporation. The official Seal shall be used on legal documents including leases and contracts and shall be held at the Club Office by the Chair of Trustees.

**Section 2. Identification Seal.** The Club Identification Seal as adopted in 1999 shall be used for materials related to overall Club activities.

## ARTICLE II

### Object

The object of the Woman's Club of Raleigh shall be the charitable, intellectual, philanthropic, social and civic betterment of the community.

The Corporation, which is organized under the Non-Profit Corporation Act of North Carolina, shall operate exclusively for charitable and educational purposes and in a manner consistent with Chapter 55A of the General Statutes of the State of North Carolina and Section 501 (c)(3) or successor provisions of the Internal Revenue Code.

## ARTICLE III

### Affiliation

The Club and its members shall be members of the General Federation of Women's Clubs of North Carolina (GFWC-NC) and the General Federation of Women's Clubs (GFWC) hereinafter referred to as the GFWC-NC and the GFWC respectively.

## ARTICLE IV

### Membership

**Section 1. Membership** shall be of these classes: Active Member, Associate Member, Life Member, Complimentary Member, Honorary Life Member, and GFWC-NC Honorary Life Member.

All classes shall have full membership privileges.

**Section 2. Applicants** A candidate for active membership, after attending a minimum of two Club meetings (either general or department meetings), shall present to the Membership Chair an application signed

by one active member as a sponsor with a letter of recommendation from the sponsor. If approved by two-thirds of the members of the Board of Directors present and voting, the application shall be submitted to the Club at a General Meeting, except those applications approved during the summer when all business is transacted by the Board of Directors. The vote of the majority of members present and voting shall be necessary to admit to membership.

The initiation fee and annual dues shall be paid by the candidate prior to her presentation to the Club at a General Meeting. A member of another Club affiliated with the GFWC-NC, or GFWC, who wishes to join the Woman's Club of Raleigh, may do so without payment of initiation fee or endorsers, provided she makes available to the Membership Chair a statement from the President or Treasurer of her Club that she has been a member in good standing within the past twelve months.

Sponsors shall be responsible for assisting the members they sponsor in active participation in the programs of the Club.

**Section 3. Juniors** Any member in good standing in the Junior Woman's Club of Raleigh may:

1. Become a member of the Woman's Club of Raleigh within two years after graduation from the Junior Woman's Club of Raleigh without payment of the initiation fee.
2. Become a member of the Woman's Club of Raleigh and shall be assessed one-half of the annual dues for the year in which she joins.
3. Hold GFWC-NC dual membership, (age 40-45 as stated in the GFWC-NC Bylaws), and shall be assessed one-half the annual dues during the five year period.

**Section 4. Active Membership** is conferred upon members in good standing through payment of annual dues and support of the Club mission and goals.

**Section 5. Associate Membership** shall be available to members who have held membership in the Club for twenty-five years or more and have reached 70 years of age, or who reside out-of-state. Associate membership dues shall be one-half of the active membership dues per year.

**Section 6. Life Membership**, shall be conferred upon members who pay a one-time life membership fee (10 times the annual fee).

**Section 7. Complimentary Membership**, is extended to women leaders and/or dignitaries in the community for a specified duration. Complimentary Membership shall be conferred upon recommendation of the Board of Directors.

**Section 8. Honorary Life Membership**, shall be granted automatically to past Presidents of the Woman's Club of Raleigh. All other candidates

for Honorary Life Membership in the Woman's Club of Raleigh shall be conferred upon a recommendation of the Board of Directors and vote of the membership.

**Section 9. GFWC-NC Honorary Life Membership** – As outlined in the GFWC-NC Bylaws, Honorary Life Membership of the GFWC-NC may be conferred upon any member meeting the requirements. The Woman's Club of Raleigh does not pay state dues for a member holding an Honorary Life Membership in the GFWC-NC.

**Section 10. Resignation.** Any member resigning through written communication may be reinstated to membership within a time limit of five years without payment of initiation fee. She must make application through the Membership Committee for reinstatement and shall be admitted upon approval of the Board of Directors. Members moving away may retain membership by payment of annual dues or may request a letter of transfer to another Federated Club from the Membership Chair.

**Section 11. Annual dues** for the following Club year are due in April. Any member failing to pay her dues after two notices from the Treasurer shall be dropped from the roll as of June 1.

**Section 12. Member Rights** The rights of the members of the Woman's Club of Raleigh, Incorporated are, as in all democratic societies, a balance of privileges and responsibilities exercised by the members and the governing body of the Corporation according to the rules of the Corporation. It is the duty of the Corporation to assure that its members are heard fairly and informed fully on all matters affecting the Corporation. All members have a right to vote on elected positions, on changes to the Bylaws, and on matters presented to the general membership.

**Section 13. Removal.** Any member of the Club may be removed from membership by a two-thirds vote of those Club members present and voting at a General Meeting, her name having been presented with charges in writing at two consecutive General Meetings of the Club and the member having had the opportunity to defend herself.

## ARTICLE V Officers

**Section 1. Officers.** Officers of the Club shall be the President, President-elect, First Vice-President, Second Vice-President, Third Vice-President, Recording Secretary, Assistant Recording Secretary, Corresponding Secretary, Treasurer, and Assistant Treasurer. No member shall hold more than one elective office at the same time, with the exception of serving as a member of the Nominating Committee. No

officer except the President, Treasurer, and Assistant Treasurer shall be eligible to succeed herself unless she is filling the unexpired term of her predecessor.

**Section 2. Term of Office.** Each officer shall hold office for a period of two years or until her successor has been elected and takes office or until her death, resignation, retirement, removal, or disqualification, if such occurs before completion of the two-year term of office. The Board of Directors may fill offices that become vacant upon recommendation of the Nominating Committee at any regular meeting.

**Section 3. Office of the President.** The President shall serve as President of the Corporation (Club) and Chair of the Board of Directors and shall perform all duties and have all authority that usually pertains to these two offices, including, but not limited to:

1. She shall serve as Chief Executive Officer managing the administration during which she serves and shall conduct the business of the Corporation.
2. She shall be accountable to the Board of Directors and shall advise the Board on all significant matters of Club activities and see that all orders and resolutions are properly carried out.
3. She shall preside at all meetings of the Club, Board of Directors and Executive Committee according to procedures specified in "*Robert's Rules of Order/Newly Revised.*"
4. She shall appoint, in consultation with the respective chair, the members of the standing committees. She shall appoint such special committees as may be deemed necessary by the Board of Directors to conduct the business of the Club.
5. She shall call meetings of the Board of Directors and of the Club at her discretion. Notice and purpose of the meeting must be given to the membership in writing at least one week prior to the meeting.
6. She shall serve as a voting ex-officio member of the Trustees and all committees, except the Nominating Committee.
7. She shall sign all contracts or other documents that officially obligate or affect the Corporation (Club) in all matters.
8. She shall serve as the official representative of the Corporation in the community and with the GFWC-NC and GFWC. She shall appoint, with the approval of the Board of Directors, community liaisons as needed to accomplish community responsibilities.
9. She shall ensure that all committees operate in accordance with the current Bylaws and the Policies and Procedures of the Woman's Club of Raleigh, Inc.

**Section 4. Office of the President-elect.** The President-elect shall serve as a member of the Board of Directors. She shall perform such

duties as may be requested by the President or Board of Directors. She also shall serve as chair of the Long-Range Planning Committee and shall transfer those responsibilities to the Vice-Chair of the Committee when she assumes the Presidency. She shall be authorized to plan and prepare the program of work for the administration in which she shall serve as president. She shall attend one or more meetings of the Trustees and the Finance Committee at the invitation of the Chair.

**Section 5. Office of the First Vice-President.** The First Vice-President shall perform the duties of the President in her absence. She shall be Chair of Departments and Committees and shall be the liaison between the Club department chairs, the GFWC-NC District chairs and the GFWC-NC Department Chairs. She shall be responsible for the annual reports of the departments; shall serve as Chair of the Reports Committee; and shall serve as a member of the Awards Committee. She shall serve on the Yearbook Committee to coordinate the Club calendar with the programs of the departments and committees. She shall serve as a member of the Long-Range Planning Committee and the Data Systems Committee.

**Section 6. Office of the Second Vice-President.** The Second Vice-President shall be Chair of the Social Committee. She shall be responsible for all regular social functions of the Club and such additional functions as may be requested by the Club President. She and her committee shall be responsible for the social hour and hostesses as needed prior to General Meetings. The committee shall consist of representatives from each of the eight departments and appointees. She shall be in charge of decorating the Clubhouse for the Holiday season. She shall serve as a member of the Long-Range Planning Committee.

**Section 7. Office of the Third Vice-President.** The Third Vice-President shall be Chair of the Membership Committee. She shall serve as Vice-Chair of the Data Systems Committee and as a member of the Long-Range Planning Committee, Communications Committee, and the Yearbook Committee. She shall distribute and process application forms of candidates for membership and shall present these applications to the Board of Directors and to the membership in accordance with the Bylaws. She shall be responsible for the presentation and orientation of new members. She shall assist the Club Treasurer, the Data Systems Committee and the Editor of the Club Bulletin in keeping the new member roster up-to-date.

**Section 8. Office of the Recording Secretary.** The Recording Secretary shall be responsible for: keeping of the minutes of all General and Special Meetings, meetings of the Board of Directors, and the Executive Committee, including all votes and resolutions adopted; the recording

and authentication of all corporate documents and records; the filing of all required corporate reports and maintenance of an accurate membership list.

She shall be custodian of corporate records, including the Articles of Incorporation and the Bylaws, and make them available as required by governmental authorities, including, but not limited to, the North Carolina Non-Profit Corporation Act and the IRS. She shall perform all other duties incident to the office or as determined by the Board of Directors.

**Section 9. Office of the Assistant Recording Secretary.** The Assistant Recording Secretary, in the absence of the Recording Secretary or in the event of her inability or refusal to act, shall perform, unless otherwise determined by the Board of Directors, the duties of the Secretary and when so acting shall have all the powers of the Recording Secretary and be subject to all the restrictions of the Recording Secretary. She shall serve as Chair of the Policies and Procedures Committee. She shall oversee the care and maintenance of the Club's copier and shall perform other duties determined by the Board of Directors or requested by the Recording Secretary.

**Section 10. Office of the Corresponding Secretary.** The Corresponding Secretary shall give notice of the meetings of the Board of Directors and of the Executive Committee and shall conduct and preserve the correspondence of the Club. She shall serve as Chair of the Yearbook Committee.

**Section 11. Office of the Treasurers.** The Treasurer and Assistant Treasurer shall collect all dues and hold all club income in accordance with the current budget and recommendations of the Finance Committee. They shall be responsible for an accurate set of books reflecting all monies collected and paid out, sources of income and invoices for collections or payment of money. They shall make a report of the Club's financial status at each monthly meeting of the Board of Directors and at the General Meetings of the Club, as requested by the President or membership. They shall render a written report for the fiscal year ending May 31. This written report shall be available to Club members in the Club Office. The Treasurer and Assistant Treasurer shall both be bonded. Books shall be reviewed annually by a Certified Public Accountant. A full audit may be conducted at the direction of the Board of Directors or the Trustees.

1. **Treasurer's Duties.** The division of duties between the Treasurer and Assistant Treasurer will be determined in accordance with the Policies and Procedures of the Club. The Treasurer and/or the Assistant Treasurer shall serve on the Data Systems Committee.

2. **Payments.** All appropriately documented requests for payments for approved budgetary expenses must be properly signed by an authorized signatory. Authorized signatures include: the President, the Treasurer, the Assistant Treasurer and the Chair of Trustees. Payments for non-budgeted expenses must be signed by two authorized signatories.

**Section 12. Officer Absence.** An officer leaving the city for more than thirty (30) days shall place her records with the Recording Secretary. An officer unable to attend a meeting of the Board of Directors shall send her report to the Recording Secretary.

**Section 13. Annual Reports** All officers shall prepare annual reports of their work by the last business meeting of the Club year and said reports shall be filed in the archives of the Club.

**Section 14. Termination of Office.** The term of any office shall terminate upon the election of a successor or upon the effective date of the resignation submitted in writing to the Secretary of the Board of Directors, or upon her death, or upon a two-thirds vote of the current Board of Directors to remove her from office if, in their judgment, the best interests of the Corporation will be served thereby. Any officer may also be removed from office by the Board of Directors upon such terms as may have been specified in writing at the time of appointment or election of such officer.

**Section 15. Surety.** The Board of Directors may require any officer or member to furnish such surety as it may determine necessary for responsibilities to be assumed.

## ARTICLE VI Meetings

**Section 1. Club Year.** The Club year shall be June 1 - May 31.

**Section 2. General Meetings.** General Meetings of the Club shall be held on the second Wednesday of each month, exclusive of June, July, and August unless otherwise ordered by the Board of Directors. A June General Meeting may be called at the discretion of the President.

**Section 3. Quorum.** Fifty members present at a General Meeting shall constitute a quorum.

**Section 4. Special Meetings.** Special meetings of the Club may be called by the President or at the written request of 50 members of the Club. Except in case of emergency, notice and purpose of the meeting must be given to the membership in writing at least one week prior to the meeting.

**Section 5. Reservations.** All reservations and cancellations are to be handled through the Reservations Committee listed in the current

yearbook or by Club member(s) designated in the Club Bulletin to handle reservations for a specific meeting.

**Section 6. Cancellations.** Members who do not cancel reservations as specified in the House Rules will be billed for their reservations.

**Section 7. Meeting Attendance.** Members may attend meetings of the Board of Directors as a non-participating member without an invitation from the Chair.

## ARTICLE VII Nominations and Elections

**Section 1. Nominating Committee.** A Nominating Committee of five shall be elected by nominations from the floor at the February General Meeting to serve for twelve months until the following February General Meeting when their successors have been elected.

**Section 2. Duties.** The duties of the Nominating Committee shall be:

1. To meet immediately following their election for the purpose of electing a Chair.
2. To select a slate of nominees for the Board of Directors and a nominee for Trustee prior to the January General Meeting in accordance with the duties per office as stated in the Bylaws and the Policies and Procedures. The Chair shall present the report of the committee at the January General Meeting, have it published in the February Club Bulletin and shall present it at the February General Meeting for election.
3. Should elected office vacancies occur on the Board of Directors or the Trustees prior to the next election, the Nominating Committee shall make recommendations for the vacant position to the Board of Directors. At that time, the Board of Directors shall elect a new officer to fill the vacancy for the unexpired term.

**Section 3. Prerequisites for Nomination for Office.** The President-elect shall have served a minimum of one term as an Officer of the Executive Committee of the Woman's Club of Raleigh. All Vice-Presidents shall have served a minimum of one term on the Board of Directors of the Woman's Club of Raleigh or any GFWC affiliated Club. The First Vice-President shall have served as a Department Chair. The Second Vice-President shall have served on the House Committee or Social Committee. The Third Vice-President shall have served on the Membership Committee. The Recording Secretary shall have served on a Standing Committee. The Corresponding Secretary shall have served on a Standing Committee. The Treasurer shall have served on the Finance Committee or Fund Raising Committee. The Assistant Treasurer shall have served on the Finance Committee or Fund Raising

Committee. Department chairs shall have served a minimum of one term in a department of the Woman's Club of Raleigh prior to nomination as a chair. The Chair of the House Committee shall have served previously on the House Committee. There are no prerequisites for nomination to serve as a committee chair unless otherwise noted.

**Section 4. Election of Board of Directors.** Members of the Board of Directors shall be elected at the February General Meeting and shall assume their duties at the final General Meeting of the Club year. The following shall be elected in even years for a two-year term: First Vice-President, Corresponding Secretary, Treasurer and Assistant Treasurer; Chairmen of the Departments: Arts, Conservation, Education, Home Life, International Affairs, Night, Public Affairs and Special Projects.

The following shall be elected in uneven years for a two-year term: Second Vice-President, Third Vice-President, Recording Secretary, Assistant Recording Secretary; and Chairmen of the following committees: Antiques Show, Club Bulletin, Communications, Data Systems, Finance, House, Fund Raising, and Grounds.

The President-elect shall be elected in uneven years for a term of one year prior to assuming the presidency in the following even year for a two-year term.

**Section 5. Election of Trustees.** One member of the Trustees shall be elected each year for a five-year term. She shall be elected at the February General Meeting and assume her duties at the final meeting of the Club year.

## ARTICLE VIII

### Board of Directors

**Section 1. Membership.** The Officers, Chairs of Departments, Chairs of Standing Committees: Antiques Show, Club Bulletin, Communications, Data Systems, Finance, House, Fund Raising, and Grounds, Chair of the Trustees and the President of the Junior Woman's Club of Raleigh, or her representative, shall constitute the Board of Directors.

**Section 2. Authority.** All corporate powers shall be exercised by the Board of Directors except as otherwise expressly provided by the Bylaws. During the summer interim, the Board shall transact all business, submitting a written report of same at the October General Meeting.

**Section 3. Board Meetings.** The Board of Directors shall meet monthly. The President shall be the Chair of the Board. A quorum shall be a majority of the members.

**Section 4.** Special meetings of the Board may be called by five members with a minimum of three days notice.

**Section 5. Employees.** The Board of Directors is empowered to employ necessary personnel for the Club.

**Section 6. Board Vacancies.** Vacancies on the Board of Directors occurring during the year shall be filled by the Board upon recommendation of the Nominating Committee.

**Section 7. Advisory Board.** Past Presidents of the Club shall constitute an Advisory Board which shall meet with the Board of Directors upon the invitation of the President.

## ARTICLE IX

### Executive Committee

The officers of the Club shall constitute the Executive Committee, which may transact business between meetings of the Board of Directors. Action taken shall be reported at the next meeting of the Board of Directors.

## ARTICLE X

### Trustees

**Section 1. Election.** There shall be five Trustees elected from the membership. The President and Treasurer shall be ex-officio members with voting rights. One Trustee shall be elected each year for a five-year term.

**Section 2. Term of Office.** Any member having served a full five-year term as a Trustee may not be re-elected until one full year after completing the term.

**Section 3. Meetings.** The Trustees shall meet immediately following the last General Meeting of the Club year for the purpose of electing officers and organizing. The current Chair shall preside until a successor is elected. The following officers shall be elected for a one-year term: Chair, Vice Chair and Secretary. The Chair shall be a member of the Board of Directors. The Chair or an appointed Trustee shall submit a monthly report of the proceedings of the Trustees to the Board of Directors and it shall be placed on file in the Club Office.

**Section 4. Responsibilities.** The Trustees shall have charge of all real properties and investments of the Club and funds pertaining thereto. They shall have supervision over the borrowing and lending of money. They shall negotiate, review and approve all long-term lease agreements and rental contracts of real property owned by the Corporation.

**Section 5. Capital Improvement Fund.** The Trustees shall administer the Capital Improvement Fund. They shall ensure the maintaining of a balance in this fund to be sufficient for such major repairs and replacements to Club properties as may be anticipated. The fund balance shall be determined by the Trustees in consultation with a Certified

Public Accountant and may include a representative of the bank or investment institution serving the Club. The Trustees shall prepare an annual Stand Alone Statement to include known and/or anticipated expenditures for the coming year. Revenues and expenses of the Capital Improvement Fund shall be maintained by the Treasurer and shall be kept on file at the Club.

**Section 6. Annual Inspection.** The Trustees, Grounds Chair and House Chair shall make an annual tour of the building and grounds and shall submit a written report of the tour to the Board of Directors at its first meeting of the new fiscal year.

## ARTICLE XI Departments

**Section 1. Club Departments.** The program of work of the Club shall be conducted through the following departments: Arts, Conservation, Education, Home Life, International Affairs, Night Department, Public Affairs, and Special Projects.

**Section 2. Department Operations.** The Chair of each department shall appoint officers and chairs, including program chairs where called for, as needed to carry on the work of the department. She shall see that a record of the work of the department is kept in permanent form. She shall present a yearly report of the work of the department at the last Board of Directors meeting of the Club year. A copy of this report shall be attached to the minutes of the meeting of the Board of Directors.

**Section 3. Department Meetings.** Each department shall be responsible annually for a department meeting where its work is presented to the Club, and for a program at one or more General Meetings. The department may hold other meetings and form such plans as its programs and interests demand.

**Section 4. Department Chairs.** No Department Chair shall be eligible to succeed herself unless she is filling out the unexpired term of her predecessor.

## ARTICLE XII COMMITTEES

**Section 1. Standing Committees.** There shall be the following standing committees: Antiques Show, Club Bulletin, Communications, Data Systems, Finance, Fund Raising, Grounds, House, Membership, Nominating, Policies and Procedures, Social, and the Yearbook.

**Section 2. Appointments.** The President shall appoint the members of the Standing Committees in consultation with the Chair.

**Section 3. Special Committees.** The President shall appoint Special Committees as may be necessary to conduct the business of the Club with the approval of the Board of Directors.

**Section 4. Term of Office.** No Club member may serve more than two terms on any one committee, except by virtue of office, until a period of one year has elapsed.

**Section 5. Antiques Show Committee.** The Antiques Show Committee shall coordinate the activities of the Antiques Show, act in an advisory capacity to the Chair, and establish policies and procedures for business-like operation of the Show. The Chair shall serve on the Finance Committee by virtue of office. There shall be a minimum of nine (9) members of the committee, appointed by the committee Chair in consultation with the President. The Antiques Show Committee and its Chair are exempt from Article XII, Section 4 of these Bylaws.

**Section 6. Club Bulletin.** The Editor of the Club Bulletin shall serve as Chair of the Club Bulletin Committee which shall also include the Circulation Manager and the members which prepare the bulletin for mailing. The Club Bulletin Committee and its Chair are exempted from Article XII, Section 4 of these Bylaws. The Club Bulletin will be published monthly, except during the months of July and August.

**Section 7. Communications Committee.** The Communications Committee is responsible for all internal and external communications. The committee shall include the Web site manager, the Club Bulletin Editor, and a publicity representative from each Department and those club entities that foresee the need for communications with the membership and outside media. The Communications Chair shall ensure that records of publicized activities of the Club year are properly maintained.

**Section 8. Data Systems Committee.** The Data Systems Committee shall be responsible for the maintenance of electronic records of Club documents and records and shall provide related training and / or technical services such as reports, name tags, or mailing labels to the Board of Directors, Departments, and Committees when requested. The Chair shall be elected for a term of two years and shall serve on the Membership Committee and the Yearbook Committee by virtue of office. The Third Vice-President or her representative shall serve as Vice-Chair of the Data Systems Committee. The First Vice-President and the Club Treasurer shall each serve on the Committee and each Department shall have a representative to the Committee.

**Section 9. The Finance Committee.** The Finance Committee shall consist of nine members: the Chair, the Treasurer, the Assistant Treasurer, the Chair of Trustees, the Chair of the Fund Raising

Committee, the Chair of the Antiques Show Committee, the Chair of the Special Projects Department and two members-at-large appointed by the President. This Committee shall prepare a budget in March of each Club year for adoption at the April Board of Directors meeting. It shall have charge of special funds, but the expenditures of these funds must be approved by the Board of Directors. The Committee shall make recommendations to the Board of Directors regarding membership dues, initiation fees and other member assessments or fees. All requests for monies or appropriations not included in the budget shall be made to this committee and presented to the Board of Directors for action. It shall recommend annually to the Board of Directors the distribution of any unexpended and surplus year-end funds after the annual audit. This committee shall be responsible for long-range financial planning, separate and apart from the Long-Range Planning Committee.

**Section 10. Fund Raising Committee.** The Fund Raising Committee shall devise fund-raising projects separate from, and in addition to membership dues and fees and those income-producing projects listed in the current General Fund Budget. Upon approval by the Board of Directors this income will provide funding for projects undertaken by the Club. The Chair shall be assisted by a committee of at least twelve (12) members with one from each of the eight departments and four (4) members appointed by the President.

**Section 11. Grounds Committee.** The Grounds Committee shall have supervision of the Clubhouse grounds and shall formulate rules governing the grounds to be approved by the Board of Directors. These rules shall be printed in the Yearbook and in the Club Bulletin.

**Section 12. House Committee.** The House Committee shall have supervision of the Club building and shall formulate rules governing the use of the building to be approved by the Board of Directors. These rules shall be published in the Yearbook and in the Club Bulletin. The Chair of the House Committee shall have served previously on the House Committee.

**Section 13. Membership Committee.** The Third Vice-President serves as Chair of the Membership Committee. This committee assists the Chair in carrying out her duties as detailed in the Bylaws, Article IV and Article V.

**Section 14. Nominating Committee.** The responsibilities of the Nominating Committee are detailed in Article VII of the Bylaws.

**Section 15. Policies and Procedures.** The Policies and Procedures Committee develops or prepares new and modified policies and procedures for approval by the Board of Directors. After approval, the Policies and Procedures shall be made available in the Club Office by the

Assistant Recording Secretary. This Committee of five (5) members shall be chaired by the Assistant Recording Secretary and shall include the President, First Vice-President, Treasurer and the President-elect.

**Section 16. Social Committee.** The Second Vice-President serves as Chair of the Social Committee. This committee assists the Chair with planning and implementing regular social functions of the Club to include: the social hour and hostesses as needed prior to General Meetings, decorations for the house as needed for General Meetings, and with any special functions requested by the President. This committee shall consist of at least eight (8) members, one from each of the eight departments.

**Section 17. The Yearbook Committee.** The Yearbook Committee includes the Corresponding Secretary as Chair, the President, First Vice-President, Recording Secretary and Treasurer. This committee shall compile, and upon approval of the Board of Directors, have printed and distribute the yearbooks by the September General Meeting.

**Section 18. Duties.** The duties of the Standing Committees are outlined in the "Policies and Procedures Manual."

### ARTICLE XIII

#### Finances

**Section 1. Transactions.** The financial transactions of all Club activities shall be implemented by the Treasurer.

**Section 2. Fiscal Year.** The fiscal year shall be June 1 - May 31.

**Section 3. Dues.** Dues for membership, including annual active member dues, associate dues, life membership dues, and initiation fees shall be set by the Board of Directors prior to the beginning of each fiscal year and submitted to the membership for approval. The Board of Directors may make adjustments to the annual dues upon a uniform policy basis for persons who become members of the Club after the beginning of the Club's fiscal year. Upon failure of the Board of Directors to set dues for the next year, current dues shall remain in effect for the succeeding year. The amount of all dues shall be published in the Club Bulletin and Yearbook.

### ARTICLE XIV

#### Delegates

At the February General Meeting announcement shall be made of the place and date of the Annual conventions of the GFWC-NC and GFWC. It shall be announced further that any Club member desiring to be a delegate or alternate to the GFWC-NC and GFWC Conventions shall so advise the Recording Secretary prior to the February meeting of the

Board of Directors. Delegates and alternates to the GFWC-NC and GFWC Conventions shall be elected at the March General Meeting, a slate having been recommended by the Board of Directors. Nominations may be made from the floor.

## ARTICLE XV

### Code of Ethics and Conflicts

**Section 1 – Code of Ethics.** The Woman’s Club of Raleigh is dedicated to the betterment of the community through volunteer service and adheres to a code of ethics that requires Officers, Trustees, Board of Directors and Members to observe high standards of ethical, professional and personal conduct in the execution of duties and responsibilities. Members may not take a public position representing the Club on any issue that is not in conformity with the official positions of the Club, GFWC-NC, or GFWC.

**Section 2 – Confidentiality.** Members representing or serving the Club may not disclose confidential information belonging to or obtained through their Woman’s Club of Raleigh GFWC-NC affiliation other than to persons who have a legitimate or legal need for such information.

**Section 3 - Conflict of Interest.** Members serving the Club shall represent the best interests of the Club and shall declare all potential conflict of interest, material or otherwise, that may impede or be perceived as impeding the capacity to deliberate or act in good faith on behalf of the best interest of the Club. Conflict of interest shall be presumed when a member or a member of her 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.

**Section 4. Compensation.** The Woman’s Club of Raleigh is a volunteer service organization. Members of the Club may not accept compensation for services rendered on behalf *of* or *to* the Club. Members may not accept a loan from the Club. Reimbursement for authorized expenditures may not exceed budgeted amounts unless approved by the Board of Directors

**Section 5. Indemnification.** Any member who serves or has served as an Officer, Director, Committee Chair, or in any official position shall have a right to be indemnified by the Woman’s Club of Raleigh to the fullest extent permitted by law.

The Board of Directors shall take action as may be necessary and appropriate to authorize the Woman’s Club of Raleigh to pay the indemnification required by the Bylaws. To the extent needed, the Board of Directors will make a good faith evaluation of the manner in which

the claimant for indemnity acted and of the reasonable amount of indemnity due her. A member shall not be entitled to indemnification if she acts unreasonably or outside the scope of her responsibility.

## ARTICLE XVI

### Parliamentary Authority

The rules in the current edition of *Robert’s Rules of Order, Newly Revised* shall govern this organization in all cases in which they are applicable and in which they are not inconsistent with these Bylaws.

## ARTICLE XVII

### Dissolution

The Woman’s Club of Raleigh, Inc. may be dissolved by recommendation of the Board of Directors and an affirmative vote of the membership according to the provisions of the Articles of Incorporation and the North Carolina Non-Profit Corporation Act<sup>1</sup>. In the event of dissolution, the Board of Directors shall liquidate and distribute its assets to organizations qualified as exempt organizations under section 501 (c) (3) of the Internal Revenue Code with purposes similar to those of the Woman’s Club of Raleigh.

## ARTICLE XVIII

### Amendments

These bylaws may be amended at any General Meeting by a two-thirds (2/3) majority vote of the members present and voting; notice of the proposed amendment(s) having been given to the membership in writing thirty (30) days prior to the vote.

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<sup>1</sup> Refer to North Carolina Nonprofit Corporation Act (North Carolina General Statutes 55A-14-02)