



# Bylaws

**Amended June 2017** *(Subject to approval of the 2017 Annual Convention Minutes)*

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## ARTICLE I

### ***Name***

The name of this organization shall be the General Federation of Women's Clubs, also known as GFWC International (hereinafter referred to as GFWC).

## ARTICLE II

### ***Object***

The object of GFWC shall be to bring into communication and to unite women's clubs throughout the world for the purpose of mutual benefit, and for the promotion of their common interest in volunteer service.

## ARTICLE III

### ***Membership***

**Section 3.1 Eligibility.** Clubs and national organizations whose work is germane to the mission of GFWC are eligible for membership in GFWC. Each application for membership shall show that the organization requires no partisan political test for membership, that it is not a secret society and that it does not tolerate, either by practice or teaching, any violation of state or national laws.

**Section 3.2 Types of Membership.** There shall be two types of membership: active and associate.

A) Active members are clubs whose purpose is germane to the mission of GFWC and who pay per capita dues to GFWC through their respective state federations, except as otherwise noted. All active members should include GFWC in their names. Active members shall be categorized as follows:

- 1) Woman's Clubs: statewide or local clubs that have met the requirements for membership in their state federations, or clubs in the District of Columbia who have met the requirements for membership in GFWC.
- 2) Junior Woman's Clubs: clubs whose membership meet the requirements for Junior membership in their states or clubs in the District of Columbia who have met the requirements for Junior membership in GFWC.
- 3) Juniette Clubs: clubs sponsored by Woman's Clubs or Junior Woman's Clubs whose membership is composed entirely of middle school/junior high and high school age students.
- 4) National Clubs: clubs which have a nation-wide membership. These clubs may include, but are not limited to, state presidents or state directors of Junior Clubs from one administration; all past state presidents or state directors of Junior Clubs; and a Booster Club composed of spouses, friends, or relatives of individuals who belong to clubs in membership. Such clubs shall pay per capita dues directly to GFWC.
- 5) International Clubs: clubs whose membership is based outside the United States of America. Such clubs shall pay per capita dues directly to GFWC.

- B) Associate members are eligible national organizations and international affiliates that pay annual dues directly to GFWC. Associate members shall be categorized as follows:
- 1) National organizations: organizations with national scope whose work is germane to the programs of GFWC.
  - 2) International affiliates: clubs, federations and associations whose work is germane to the programs of GFWC and whose membership is organized and based outside the United States of America.

***Proviso:*** *Nothing in this article shall affect the status of City and County Federations holding membership in their respective State Federations and in GFWC in 1951.*

### **Section 3.3 Application for Membership.**

- A) Active membership:
- 1) Application for active membership by Woman's Clubs, Junior Woman's Clubs and Juniorette Clubs, shall be made to the respective state federation according to procedures established by the state federation. All applications shall be accompanied by a copy of the bylaws of the club, a list of members and payment of GFWC and state federation per capita dues. The applications of new clubs shall be forwarded to GFWC immediately upon joining the state federation.
  - 2) Application for active membership by Woman's Clubs, Junior Woman's Clubs, and Juniorette clubs in the District of Columbia shall be made directly to GFWC. All applications shall be accompanied by a copy of the bylaws of the club, a list of members, and payment of GFWC per capita dues. Such applications shall be reviewed and acted upon by the Executive Committee.
  - 3) Application by GFWC National Clubs or International Clubs shall be made directly to GFWC. All applications shall be accompanied by a copy of the bylaws of the club, a list of members and payment of per capita dues. Upon recommendation of the Executive Committee and approval by a two-thirds vote of the Board of Directors, the application shall be accepted.
  - 4) GFWC shall precede the name of all clubs applying for active membership.
- B) Associate membership: Application for associate membership shall be made directly to GFWC. All applications shall be accompanied by a copy of the bylaws of the club or organization, a list of members and payment of dues. Upon recommendation of the Executive Committee and approval by a two-thirds vote of the Board of Directors, the application shall be accepted

**Section 3.4 Termination of Membership.** Resignations of clubs shall be sent to the respective state federation, which shall notify GFWC immediately. Resignations of active clubs in the District of Columbia, GFWC National Clubs, International Clubs, or associate members shall be sent directly to GFWC. Upon notice of resignation, all rights and privileges of membership cease. Active or associate members whose dues remain unpaid for one year shall be removed from membership. Members whose activities and

purposes have been proved to be incompatible with those of GFWC shall be removed from membership by a two-thirds vote of the Board of Directors.

**Section 3.5 Renewal of Membership.** Annual active membership in GFWC shall be renewed automatically when renewed with the state federation, which shall notify GFWC. Active clubs in the District of Columbia, National Clubs, and International Clubs shall renew their memberships by timely paying annual per capita dues to GFWC and providing GFWC with a list of their current members.

**Section 3.6 Reinstatement of Membership.** Previously active and associate members shall reapply to GFWC as stated in Section 3.3.

## ARTICLE IV

### ***Constituent Divisions***

**Section 4.1 Names.** The constituent divisions of GFWC should include General Federation of Women's Clubs or GFWC in their name to show their relationship to the international organization.

**Section 4.2 Purpose.** The purpose of constituent divisions shall be to promote a better understanding of the structure, program and challenge of GFWC.

**Section 4.3 State Federations.** Woman's Clubs, Junior Woman's Clubs, and Juniorette Clubs may join together to form a State Federation. There shall be no more than one federation per state. In order to be recognized by GFWC, a State Federation shall elect a president, secretary, treasurer, and such additional officers or directors as the State Federation may provide in its bylaws; and hold at least one meeting per two-year administration. State Federations may establish districts, if desired.

### **Section 4.4 Regions.**

- A) The State Federations and active clubs in the District of Columbia shall be grouped into Regions as follows:
- 1) GFWC Great Lakes: Illinois, Indiana, Michigan, Ohio, Wisconsin
  - 2) GFWC Middle Atlantic: Delaware, New Jersey, New York, Pennsylvania
  - 3) GFWC Mississippi Valley: Iowa, Kansas, Minnesota, Missouri, Nebraska, North Dakota, South Dakota
  - 4) GFWC New England: Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, Vermont
  - 5) GFWC South Central: Arizona, Arkansas, Louisiana, New Mexico, Oklahoma, Texas
  - 6) GFWC Southeastern: Kentucky, Maryland, North Carolina, Tennessee, Virginia, West Virginia, and the District of Columbia
  - 7) GFWC Southern: Alabama, Florida, Georgia, Mississippi, South Carolina

- 8) GFWC Western States: Alaska, California, Colorado, Hawaii, Idaho, Montana, Nevada, Oregon, Utah, Washington, Wyoming.
- B) International clubs or International Affiliates shall be extended membership in a Region under such rules as established by that Region.
- C) The officers of each region shall be president, vice president, secretary, and treasurer. The offices of secretary and treasurer may be combined if the region deems it advisable.
  - 1) Each candidate shall be a member of a club holding active membership in GFWC and be endorsed by her State Federation. The endorsement shall be obtained by a two-thirds vote at the state convention assembled in the odd-numbered year or in the absence of such convention, by the endorsement of two-thirds of the active GFWC clubs in the State Federation, the GFWC clubs having been duly notified. Endorsement shall be properly documented and sent by certified mail to the region nominating committee chairman.
  - 2) Officers shall be elected to serve a term of two years or until their successors are elected.
  - 3) No officer shall serve more than one consecutive term in the same office.
- D) Each region shall hold at least one conference during an administration. The dates of the region conferences shall be determined by the Executive Committee in consultation with the President-elect and Region President. The site of the conference shall be determined by the host state in consultation with the Region President and GFWC President-elect and approved by the Executive Committee. The GFWC President-elect shall serve as coordinator of the activities of the region presidents. She shall attend each region conference with expenses assumed by GFWC.

## ARTICLE V

### ***Dues and Finance***

**Section 5.1 Fiscal Year.** The fiscal year shall be from July 1 through June 30. The accounts of GFWC shall be audited at the close of each fiscal year by a certified public accountant.

**Section 5.2 Dues.** Dues shall be payable annually in advance and forwarded to GFWC on or before February 15, to entitle members to representation at the next annual convention. Members shall pay dues in the following amounts:

- A) Active Members
  - 1) Woman's Clubs and Junior Woman's Clubs shall pay per capita dues of fifteen dollars (\$15.00) based on the enrolled membership at the time of payment to their State Federation.
  - 2) Juniorette Clubs shall pay per capita dues of ten dollars (\$10.00) based on the enrolled membership at the time of payment to their State Federation.
  - 3) National Clubs and International Clubs shall pay per capita dues of ten dollars (\$10.00) based on the enrolled membership at the time of payment directly to GFWC.

B) Associate Members

- 1) National organizations shall pay annual dues of eighty dollars (\$80.00) directly to GFWC.
- 2) International Affiliates shall pay annual dues of eighty dollars (\$80.00) directly to GFWC.
- 3) City and County Federations continuing membership under their 1951 status shall pay annual dues of eighty dollars (\$80.00) directly to GFWC. GFWC shall notify the relevant State Federations within thirty (30) days of receipt of dues payments from City and County Federations.

**Section 5.3 Contributions.** Financial contributions from members, clubs, federations, and regions to projects approved by the Executive Committee shall be sent to GFWC.

**Section 5.4 Investments.** All monies held by GFWC shall be placed in accredited financial institutions selected by the Executive Committee. The Board of Directors shall be apprised of the selection. The financial institutions shall be charged with the responsibility of investing funds in accordance with GFWC financial policies. The financial institutions will report directly to the Budget and Finance Committee and the Executive Committee.

**Section 5.5 Disbursements.** Disbursement of funds of GFWC shall be by check, bearing two signatures: Treasurer and International President, or in the absence of the International President, the signatures of the Treasurer and the Chief Operating Officer. At least one of the signatures shall be affixed in person.

**Section 5.6 Unbudgeted Expenditures.** Any contract implementing an unbudgeted project shall be presented to the Executive Committee for review and approval. Following approval and review by legal counsel, such contract may be signed by the International President, President-elect, or the Chief Operating Officer. Two signatures shall be required. Any single unbudgeted expenditure of funds in excess of twenty-five thousand dollars (\$25,000) must be approved by the Board of Directors. In the event of an emergency expenditure in excess of twenty-five thousand dollars (\$25,000) involving GFWC property and requiring immediate attention, the Executive Committee shall be authorized to approve the expenditure and shall report such action to the Board of Directors for ratification by that body.

**Section 5.7 Contracts.** Legal counsel, at the request of the Executive Committee, shall review agreements, contracts, and leases prior to their being signed by the International President, President-elect, or Chief Operating Officer. Two signatures shall be required.

**Section 5.8 Compensation.** With the exception of the International President, no other officer or member of the Board of Directors shall be employed by, receive any financial compensation from, or have any business interests with GFWC.

## ARTICLE VI

### ***Officers***

**Section 6.1 Titles.** The officers of GFWC shall be an International President, a President-elect, a First Vice President, a Second Vice President, a Secretary, a Treasurer, and a Director of Junior Clubs. No person may hold more than one office.

**Section 6.2 Eligibility.** Eligibility for the office of International President, President-elect, First Vice President, Second Vice President, Secretary, and Treasurer shall include membership in a club which is in active membership in GFWC and service as President of a State Federation or current or past service as GFWC Director of Junior Clubs. Eligibility for the office of Director-elect of Junior Clubs shall include membership in a Junior club which is in active membership in GFWC and service as Director of Junior Clubs of a State Federation. The GFWC Director of Junior Clubs shall maintain membership in a Junior club which is in active membership in GFWC throughout her term.

**Section 6.3 Term.** The term of office shall be two years or until such time as a successor assumes office. Officers shall serve from the adjournment of the convention at which they are elected until the adjournment of the convention at which their successors are elected. The President-elect shall assume the duties of International President at the adjournment of the next even-numbered year convention. Any part of a term in excess of twelve (12) months shall be considered a term in deciding eligibility for election. No officer shall serve more than one term in the same office.

**Section 6.4 Removal.** Any officer may be removed from office with cause by a two-thirds vote of those members present and voting at the next Annual Convention, her name having been presented with charges in writing to the membership prior to the Annual Convention, and the officer having had the opportunity to defend herself.

**Section 6.5 Vacancies in Office.** A vacancy in office shall be filled as provided in this section.

- A) In the event of a vacancy in the office of International President, the President-elect shall become International President and shall serve the remainder of the term. An International President serving less than twelve (12) months shall be eligible to serve a full term. She shall declare her intention to the Elections Committee to serve a full term within 30 days of assuming office.
- B) In the event of a vacancy in the office of President-elect during the first year of the administration, the First Vice President may assume the office. If she declines the office, the Second Vice President may assume the office. If she declines the office, it shall be filled by the Executive Committee by appointment of a person meeting the eligibility requirements of Section 6.2. Any such appointment shall be approved by the Board of Directors within 21 days by mail or electronic vote, if necessary. Any officer declining the office of President-elect shall continue in her current office for the remainder

of the term. If a vacancy occurs in the office during the second year of the administration, the position shall remain vacant until the next election.

- C) In the event of a vacancy in the office of First Vice President, the Second Vice President shall assume the office for the remainder of the term.
- D) In the event of a vacancy in the office of Second Vice President, Secretary, or Treasurer, it shall be filled by appointment of the Executive Committee by a person meeting the eligibility requirements of Section 6.2 for the remainder of the term, subject to the approval of the Board of Directors at the next meeting.
- E) In the event of a vacancy in the office of Director of Junior Clubs, the Director-elect of Junior Clubs shall assume the office for the remainder of the term.
- F) If the International President is temporarily incapacitated or unable to perform her duties for a period of 30 consecutive days, the President-elect shall perform the duties of the International President until the International President resumes her duties or the office is declared vacant by the Executive Committee.
- G) If an officer is incapacitated or unable to perform her duties for a period of three months, the office shall be declared vacant by the Executive Committee.
- H) In the event of three or more vacancies at the same time, the highest ranking officer shall be empowered to convene a special meeting of the Board of Directors for the purpose of holding a special election.

### ***Section 6.6 Duties of Officers.***

- A) International President
  - 1) The International President shall be the chief executive officer and official representative of GFWC. She may designate, as her alternate, a member of the Board of Directors or staff to represent her at activities other than those of GFWC.
  - 2) She shall, with the Chief Operating Officer, make employment decisions regarding staff, in accordance with the employment policies set by the Executive Committee.
  - 3) She shall, with the Executive Committee, make all decisions regarding GFWC property.
  - 4) She shall be an ex-officio member of all Community Service Programs and committees except the Elections Committee.
  - 5) She shall be a member of the Strategic Planning Committee.
  - 6) Her official address during her term of office shall be GFWC Headquarters where a suite of rooms shall be provided for her. GFWC may provide to the International President a monthly stipend plus food allowance to assist with the cost of living expenses while she is in office and in residence at Headquarters. The amounts for the stipend and food allowance will be determined by the Budget and Finance Committee and shown as a separate line item in the budget. Visitors or members of family in residence at GFWC Headquarters shall assume their own expense.



- 7) She shall preside at all meetings of GFWC, the Board of Directors, and the Executive Committee.
- 8) She shall appoint members of special committees and fill vacancies of appointees.
- 9) She shall appoint a committee of three, other than the members of the Executive Committee, to approve the minutes of the Board of Directors' meetings.
- 10) She shall supervise plans for extending, unifying, and rendering more efficient the work of GFWC.
- 11) She shall approve all plans of work as outlined in each of the six Community Service Programs and all areas of work of standing and special committees.
- 12) With the Secretary, she shall issue the Call to the Convention and to all regular and special meetings of the Board of Directors.
- 13) She shall call special meetings of committees when necessary.
- 14) She shall take a vote of the Executive Committee by mail, electronic means, or conference call in emergencies. A report of any action taken by mail, electronic means, or conference call shall be ratified and made a part of the minutes of the next meeting of the Executive Committee.
- 15) She shall co-sign with the President-elect all contracts extending beyond the duration of her term of office.
- 16) She shall allow the President-elect full access to GFWC Headquarters and staff as needed to allow the President-elect to plan and prepare the program of work for her administration as International President.
- 17) She shall approve the final copy before publication of the *GFWC Clubwoman Magazine*.
- 18) She shall affix the corporate seal to official documents.

B) President-elect

- 1) In the absence of the International President, she shall perform the duties of the International President.
- 2) She shall serve as coordinator of activities of the Region Presidents and the Region Conferences.
- 3) She shall serve as Chairman of the Strategic Planning Committee.
- 4) She shall plan and prepare the program of work for her administration as International President, to include seeking alliances with organizations for programs. She shall have full access to GFWC Headquarters and staff as needed to accomplish her planning and preparation.
- 5) She shall present a tentative review of the incoming administration program for approval by the Executive Committee in the second year of the administration.
- 6) She shall announce the chairmen of the six Community Service Programs, chairmen and members of standing committees, parliamentarian, and such other special chairmen and appointments as necessary for the next administration in the second year of the current administration.
- 7) She shall make Junior appointments in cooperation with the Director-elect of Junior Clubs.
- 8) She shall be given the privilege of informing incoming State Presidents and State Directors of Junior Clubs of her program.

9) She shall be an ex-officio member of the Budget and Finance Committee.

C) First Vice President

- 1) In the absence of both the International President and the President-elect, she shall perform the duties of the International President.
- 2) She shall preside at meetings of the state federation presidents and serve as coordinator of this group in relationship to programs of work.
- 3) She shall serve as a member of the Strategic Planning Committee.

D) Second Vice President

- 1) In the absence of the International President, the President-elect, and First Vice President, she shall perform the duties of the International President.
- 2) She shall preside at joint meetings of the community service programs and committees and shall serve as coordinator of these groups in relationship to programs of work.
- 3) She shall serve as a member of the Strategic Planning Committee.

E) Secretary

- 1) She shall keep a record of the proceedings of all meetings of GFWC, the Board of Directors, and the Executive Committee.
- 2) She shall serve as a member of the Strategic Planning Committee.
- 3) She shall send to her successor within one month after her term of office expires, all property in her custody, unless otherwise ordered by the Executive Committee.
- 4) She shall provide a complete set of minutes of the administration, with attachments, to the Women's History and Resource Center for appropriate preservation.

F) Treasurer

- 1) She shall serve as Chairman of the Budget and Finance Committee.
- 2) She shall become informed and knowledgeable about the financial policies and funds of the organization at the beginning of her term.
- 3) She shall present a full report at every meeting of the Board of Directors and Executive Committee, and at any other time when requested by the International President or any three members of the Board of Directors or the Executive Committee.
- 4) She shall serve as a member of the Strategic Planning Committee.

G) Director of Junior Clubs

- 1) She shall interpret GFWC programs to the Junior club members.
- 2) She shall preside at all Junior meetings.
- 3) She shall serve as a member of the Strategic Planning Committee.
- 4) She shall, in cooperation with the International President, formulate plans for the Junior meetings at the annual convention.

## ARTICLE VII

### ***Nominations and Elections***

**Section 7.1 Nominations.** Nominations for the office of President-elect, First Vice President, Second Vice President, Secretary, and Treasurer shall be made by endorsement from the candidate's State Federation in which she served as President or GFWC Director of Junior Clubs or from her current state of residence. She must have current membership in a club within the endorsing state. Nominations for the office of Director-elect of Junior Clubs shall be made by endorsement from the candidate's State Federation in which she served as the Director of Junior Clubs or from her current state of residence. She must have current membership in a club within the endorsing state. Nominations shall be for a specific office. In order that no State Federation shall have more than one officer serving on the Executive Committee at the same time, with the exception of the Director of Junior Clubs, State Federations may nominate only one candidate, with the exception of the position of Director-elect of Junior Clubs. State Federations where a GFWC convention is scheduled or held in the even-numbered years are not eligible to nominate a candidate.

**Section 7.2 Endorsements.** Endorsements shall be obtained by a two-thirds vote at the state convention assembled in the odd-numbered year or by endorsement of two-thirds of all active GFWC clubs in the State Federation, all clubs being duly notified. Documentation of such endorsement shall include the page(s) of the minutes of the meeting endorsing the candidate or when polling by mail or electronic means, the official GFWC Endorsement Polling forms. Endorsements shall be verified by signatures of the state president, recording secretary, and the candidate and sent by certified mail, return receipt, to the Elections Chairman, postmarked by August 1, in the odd-numbered year.

**Section 7.3 Nominations from the Floor.** Nominations may be made from the floor following the report of the Elections Committee. Candidates so nominated shall have consented to be nominees; shall have provided a one page resume of no more than 100 words to the chairman of the Elections Committee at least 14 days prior to the opening of the GFWC convention, and shall meet the bylaws requirements of eligibility, as provided in Section 6.2. Such nomination shall be by endorsement described in Section 7.2 but may be obtained by the state convention assembled in the even-numbered year.

**Section 7.4 Elections.** Candidates' names and the offices they seek shall be announced in the Call to Convention in even-numbered years. The officers and Director-elect of Junior Clubs shall be elected by ballot one day before the closing of the annual Convention in the even-numbered years, at a time and place scheduled in the convention program. A plurality vote shall elect. The President-elect and the Director-elect of Junior Clubs shall automatically accede to their respective offices without standing for election.

## ARTICLE VIII

### **Conventions**

**Section 8.1 Annual Conventions.** GFWC shall hold an annual convention alternating in the even numbered years (election years) between the eastern and western sections of the United States with the Mississippi River being the dividing line, the place and date to be determined by the Executive Committee four years in advance. Invitations for the annual conventions may be extended by one or more State Federations or a GFWC Region. The call to the convention shall be forwarded to members by April 15 of each year.

**Section 8.2 Representation.** The voting body shall be accredited delegates or alternates from clubs in active and associate membership as provided in Article III as follows:

A) Active Members

- 1) Two from each Woman's Club, Junior Woman's Club, or Juniorette Club of 20 members or fewer; one additional delegate or alternate for each additional 10 members or major fraction thereof.
- 2) One accredited delegate or alternate from each GFWC National or International Club in active membership.

B) Associate Members

- 1) One accredited delegate or alternate from each National Organization and International Affiliate holding associate membership.
- 2) One accredited delegate or alternate from each city or county federation continuing membership under 1951 status.

C) In addition, the following shall be entitled to vote by virtue of their office: members of the Board of Directors; members of GFWC Standing and Special Committees; the Vice President, Secretary, and Treasurer of each Region; the following elected officers of each State Federation: President-elect, First, Second and Third Vice Presidents, Secretary, Corresponding Secretary, Treasurer, State Director of Junior Clubs, and State Director-elect of Junior Clubs, provided there are such officers and directors; State Federation chairmen corresponding to appointees to the GFWC Community Service Programs; GFWC Signature Program, GFWC Juniors' Special Program, Communications and Public Relations, Fundraising and Development, Leadership, Legislation/Public Policy, Membership, and the Women's History and Resource Center.

**Section 8.3 Voting Members.** Delegates shall pay registration fees for the entire convention to be entitled to vote. Though entitled to vote in several capacities, a voting member shall have but one vote.

**Section 8.4 Non-voting Members.** A member of any club or organization belonging to GFWC may attend conventions. Members paying daily registration shall have no voting privilege

**Section 8.5 Registration.** The Executive Committee shall determine the annual convention registration fees, which shall be used to finance the convention. All election credentials shall be claimed by 6:00 p.m. on the day preceding the election.

**Section 8.6 Quorum.** The quorum for a convention shall be 200 voting members representing at least 20 State Federations.

## ARTICLE IX

### ***Board of Directors***

**Section 9.1 Eligibility.** Members of clubs in active membership shall be eligible to serve on the Board of Directors, either by election or appointment. Only individuals who have served as President of a State Federation or State Director of Junior Clubs shall be eligible for appointment as a voting member of the Board of Directors. The number of elected members shall exceed at all times the number of appointed members.

**Section 9.2 Composition.** The Board of Directors shall consist of:

- A) Elected Personnel: Officers, Presidents of State Federations, and Directors of Junior Clubs of State Federations, Presidents of each Region, and the Director-elect of Junior Clubs. The President of a State Federation shall be the official representative of that State Federation.
- B) Appointed Personnel: The chairmen of the six Community Service Programs, chairmen of Standing and Special Committees, members of the Budget and Finance Committee, members of the Bylaws Committee, members of the Leadership Committee, members of the Strategic Planning Committee, members of the Membership Committee, members of the Resolutions Committee, and the chairmen of Special Programs.
- C) Ex-officio: GFWC International Past Presidents.
- D) At the invitation of the International President, those serving in other appointed positions may attend the Board of Directors meetings without a vote, as provided in the GFWC Standing Rules.

**Section 9.3 Removal.** Any member of the Board of Directors with the exception of elected GFWC officers may be removed for cause from membership on the board by a two-thirds vote of those members present and voting at the next board meeting, her name having been presented with charges in writing prior to the meeting and the member having had the opportunity to defend herself.

**Section 9.4 Vacancies.** Vacancies among appointed members of the board shall be filled by the International President. When a vacancy occurs among elected members of the board, the person selected by the appropriate State Federation or Region, whether by election or by appointment, shall become, by virtue of her office, the person to fill the vacancy on the Board of Directors. When a vacancy occurs in the office of

Director-elect of Junior Clubs, the Executive Committee shall appoint a Past State Director of Junior Clubs to serve until the next election, at which both the GFWC Director and GFWC Director-elect of Junior Clubs shall to be elected.

**Section 9.5 Duties.** The Board of Directors shall transact business of GFWC between annual Conventions. It may delegate to the Executive Committee such power as it deems necessary, provided that such power does not entail expenditure of more than twenty-five thousand dollars (\$25,000) from funds not allocated in the budget. The Board of Directors may transact business by voting by mail or electronic means when necessary. A report of any action by mail or electronic means shall be ratified and made a part of the minutes of the next meeting of the Board of Directors. All members of the Board of Directors and its committees shall comply with the Bylaws and Standing Rules.

**Section 9.6 Standing Rules.** The Board of Directors shall adopt standing rules. Such rules may be adopted by a majority vote at any meeting without previous notice, may be suspended by a majority vote, amended or rescinded by a two-thirds vote.

**Section 9.7 Meetings.** During each administration, there shall be no less than four meetings of the Board of Directors, with the date and location of such meetings to be set by the International President.

**SECTION 9.8 SPECIAL MEETINGS.** Special meetings of the Board of Directors shall be held

1. At the call of the International President, or
2. Upon written request of three (3) members of the Executive Committee, or
3. Upon written request of twenty-five (25) members of the Board of Directors, representing a minimum of five (5) states. Such request shall be sent by certified mail to the International President at GFWC Headquarters, with copies to all members of the Executive Committee

The International President shall acknowledge receipt of the request within ten (10) business days. The meeting must be called within 90 days of receipt of request. Notice of a special meeting shall be sent at least 30 days prior to the meeting to every Board member stating date, time, location and purpose of meeting. The only business to be conducted is that for which the meeting is called.

**Section 9.9 Quorum.** The quorum for meetings of the Board of Directors shall be thirty-five (35), including at least 18 elected members.

**Section 9.10 Reports or Presentations.** A copy of any report or presentation made or to be made at any GFWC meeting shall be forwarded in advance by electronic means and hand delivered to the Secretary by the end of the session.

## ARTICLE X

### ***Executive Committee***

**Section 10.1 Definition.** The Executive Committee shall consist of the International President, President-elect, First Vice President, Second Vice President, Secretary, Treasurer, and Director of Junior Clubs.

**Section 10.2 Duties.** The duties of the Executive Committee shall be to:

- A) Transact the business of GFWC between meetings of the Board of Directors.
- B) Employ and determine the responsibilities of a Chief Operating Officer.
- C) Obtain General Counsel.
- D) Select financial institution(s) where monies, securities, and trust funds are placed.
- E) Decide upon investments suggested by the financial institution(s) and recommended by the Budget and Finance Committee.
- F) Retain an auditor and adopt the annual audit.
- G) Review and approve the budget recommended by the Budget and Finance Committee; to present said budget to the Board of Directors for final action and ratification by that body.
- H) Approve the minutes of the meetings of the Executive Committee and convention.
- I) Approve the sites and dates for the Board of Directors meetings and annual convention.
- J) Determine the registration fees for the annual convention.
- K) Vote by mail, electronic means, or conference call. A report of any action taken by mail, electronic means, or conference call shall be ratified and made a part of the minutes of the next meeting.
- L) Issue statements through the International President on current or emergency questions between meetings, provided the members of the Board of Directors are notified promptly thereafter.
- M) Review and approve, if necessary, contracts implementing projects using expenditures of up to twenty-five thousand dollars (\$25,000) from funds not allocated in the budget and report such action to the Board of Directors for ratification by that body.
- N) Act on the acquisition, disposition, and rental of the Real Property of GFWC and to report such actions to the Board of Directors for ratification by that body.
- O) Be responsible for the maintenance and renovation of GFWC buildings and grounds with an annual needs assessment to be performed in January.
- P) Approve expenditures in excess of twenty-five thousand dollars (\$25,000) in the event of an emergency involving GFWC property requiring immediate attention and report such action to the Board of Directors for ratification by that body.
- Q) Create and dissolve special committees.
- R) Prepare and submit standing rules or rules of procedure and order to the Board of Directors for final approval.
- S) Review proposed amendments to the bylaws and resolutions.
- T) Approve the program of the next administration.
- U) Declare vacancies in office, pursuant to Article VI.

**Section 10.3 Administration Program.** The Executive Committee shall include long-range planning when approving programs of work for GFWC. All programs and projects shall be evaluated annually. The Executive Committee shall approve programs, projects, and sponsors before they are added or deleted. They shall approve all GFWC fundraising efforts directed to the states, clubs, or membership prior to their initiation.

**Section 10.4 Meetings.** The Executive Committee shall meet at least quarterly each year, at the call of the International President or upon written request of any three members of the Executive Committee.

**Section 10.5 Quorum.** The quorum for the meetings of the Executive Committee shall be five members.

## ARTICLE XI

### ***Community Service Programs***

**Section 11.1 Definition.** The Community Service Programs shall be: Arts, Conservation, Education, Home Life, International Outreach, and Public Issues.

**Section 11.2 Size and Term.** Each Community Service Program shall be administered by one chairman. The Community Service Program Chairmen shall be appointed for a term of two (2) years. No program chairman may serve in the same position for more than two consecutive terms.

**Section 11.3 Duties.** Each Community Service Program Chairman shall be responsible for the implementation of the designated plans of work within the Community Service Program, consulting with the International President or President-elect to plan, outline, and promote areas of work and study for the appropriate administration.

## ARTICLE XII

### ***Committees***

**Section 12.1 Standing Committees.** The members of standing committees shall be appointed by the International President and shall number not more than five each, unless otherwise specified herein.

- A) Budget and Finance. This committee shall be composed of the Treasurer, who shall preside as Chairman, and two appointed members who shall not be members of the Executive Committee. The International President and the President-elect shall be ex-officio members. The remaining members of the Executive Committee shall be invited to attend meetings without vote. The chief staff person responsible for GFWC finances shall serve as a consultant to the committee. It shall be the duty of this committee to prepare a budget and submit it with recommendations to the Executive Committee for presentation to the Board of Directors and to report thereafter as requested as to the status of the budget. In the second year of an administration, the budget shall provide funds for implementation



of the next administration's program. The committee shall review the financial affairs of GFWC, making recommendations regarding dues and investments as necessary.

- B) Bylaws. The Parliamentarian shall serve as an advisor to the committee. This Committee shall submit proposed amendments to the Bylaws for consideration at the GFWC annual convention, as provided in Article XVII. It shall consider any amendments suggested by the Executive Committee and amendments that are proposed by a State Federation or the Board of Directors and submitted to the committee chairman by the first of November. It shall submit the proposed bylaws amendments to the Executive Committee for review. The committee may submit standing rules to the Executive Committee for consideration.
- C) Communications and Public Relations. This committee shall number eight members, one from each Region, one of whom shall be designated by the International President as chairman. It shall be the duty of the committee to promote and ensure the implementation of the tools necessary for proper communication, public awareness, and public relations, including, but not limited to, the publication of the *GFWC Clubwoman Magazine*, media relations, social media, and website.
- D) Convention and Meetings. It shall be the duty of the chairman to coordinate the work of the various committees necessary for the proper conduct of the annual convention.
- E) Credentials. This committee shall number not more than seven members. It shall be the duty of the committee to certify the eligibility of delegates and non-voting members and to furnish to the Elections Committee a list of accredited delegates entitled to vote.
- F) Elections. It shall be the duty of this committee to notify State Federations of the procedures to be followed in submitting an endorsement of a candidate for GFWC office. The chairman shall receive nominations of candidates for office and notify the president of the candidate's State Federation and the candidate of receipt of the endorsement. The names of all candidates who meet the requirements for eligibility shall be placed on the ballot. The committee shall conduct the election.
- G) Fundraising and Development. This committee shall number eight members, one from each Region, one of whom shall be designated by the International President as chairman. It shall be the duty of this committee to oversee internal fundraising and develop external funding sources for GFWC.
- H) Juniors' Special Program. It shall be the duty of the chairman to coordinate the work of the Juniors' Special Program and promote the Juniors' Special Program among the GFWC membership and the public.
- I) International Liaisons. This committee shall serve as liaisons to the international clubs and affiliates and shall perform duties as assigned by the committee chairman, appointed by the International President.
- J) Leadership. This committee shall number eight members, one from each Region, one of whom shall be designated by the International President as chairman. It shall be the duty of this committee to develop programs to promote leadership on all levels of GFWC.
- K) Legislation/Public Policy. The committee shall number eight members, one from each Region, one of whom shall be designated by the International President as chairman. The chairman of this

committee shall also serve as an additional member of the Resolutions Committee. It shall be the duty of this committee to implement the legislative program of GFWC, keep GFWC and its constituent divisions informed of the status of pending legislation, and develop and promote an education program concerning legislation. Necessary research shall be provided by GFWC staff.

- L) Membership. This committee shall number eight members, one from each Region, and one of whom shall be designated by the International President as chairman. It shall be the duty of this committee to promote membership. The Juniorette Chairman shall serve as an ex-officio member of this committee.
- M) Resolutions. The Chairman of the Legislation/Public Policy Committee shall serve as an additional member of this committee. This committee shall receive and consider resolutions pertinent to the work and objectives of GFWC and shall determine when the purpose of the resolution has been accomplished. It shall consider resolutions suggested by the Executive Committee, a State Federation, GFWC Community Service Program chairmen, and the GFWC standing or special committee chairmen by November 1. Proposed resolutions shall be submitted to the Executive Committee for review and presented to the convention for action. Standing rules governing resolutions shall be adopted by the Board of Directors.
- N) Signature Program. This committee shall number eight members, one from each Region, one of whom shall be designated by the International President as chairman. It shall be the duty of this committee to develop programs to promote the Signature Program among the GFWC membership and the public.
- O) Strategic Planning. The committee shall be composed of the President-elect as chairman, the members of the Executive Committee, the Director-elect of Junior Clubs, and five members appointed by the International President. The Parliamentarian may attend, at the request of the chairman, without a vote. The Chief Operating Officer shall attend without a vote. It shall be the duty of this committee to develop a Strategic Plan, regularly review the adopted plan, prepare amendments to the plan, and to submit the plan or amendments to the Board of Directors for adoption.
- P) Women's History and Resource Center. This committee shall number no more than three members. It shall be the duty of this committee to promote the preservation and the compilation of the history of women. The mission and focus of the WHRC shall be governed by its mission statement and collections policy, which shall be reviewed annually by the Executive Committee.

**Section 12.2 Special Committees.** Special committees shall be created as deemed necessary by the International President, Executive Committee, or the Board of Directors. Appointments to these committees shall be made by the International President with the approval of the Executive Committee.

## ARTICLE XIII

### ***General Counsel***

The Executive Committee shall select General Counsel to provide legal guidance. Counsel shall be consulted about all matter having legal consequences and shall be kept fully informed of significant policy matters affecting GFWC. Counsel may attend meetings of the Executive Committee as deemed necessary.

## ARTICLE XIV

### ***Chief Operating Officer***

**Section 14.1 Definition.** The Executive Committee shall retain a Chief Operating Officer who shall be the chief staff executive of GFWC and who shall receive compensation and other remuneration for services.

**Section 14.2 Duties.** The Chief Operating Officer shall:

- A) Facilitate the implementation of the goals of the Strategic Plan approved by the Board of Directors.
- B) Be empowered to hire, supervise, and discharge staff in accordance with policies approved by the Executive Committee and request training to ensure a high-functioning, professional staff.
- C) Create and implement internal management policies and procedures to ensure comprehensive and timely internal and external communications and membership services.
- D) Evaluate GFWC's compliance with nonprofit laws and adherence to nonprofit management and governance standards including administration of human resources.
- E) Attend meetings of the Executive Committee, the Board of Directors, and the Annual Convention, without a vote.

## ARTICLE XV

### ***Parliamentarian***

The Parliamentarian shall be a credentialed parliamentarian (Registered Parliamentarian® or Professional Registered Parliamentarian®, or an equivalent status) and shall attend meetings of Executive Committee, Board of Directors, and annual conventions. She shall serve in an advisory capacity to GFWC membership.

## ARTICLE XVI

### ***Parliamentary Authority***

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern GFWC in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that GFWC may adopt.

## ARTICLE XVII

### ***Amendments***

These bylaws may be amended at any annual convention by a two-thirds vote of those present and voting, provided the proposed amendment has been appended to the call to the convention. Amendments of an emergency nature may be considered at annual convention without previous notice but require approval by a nine-tenths majority vote of those present and voting.

## ARTICLE XVIII

### ***Ethical Standards***

**Section 18.1 Ethical Standards.** GFWC requires its officers, Board of Directors, members, and constituent divisions to observe high standards of ethical conduct in the execution of their duties and responsibilities, as required by law and as specified in these Bylaws and the Standing Rules.

**Section 18.2 Confidentiality.** Officers, the Board of Directors, members, or constituent divisions shall not disclose confidential or proprietary information belonging to GFWC or obtained through their affiliation with the organization, other than to persons who have a legitimate or legal need for such information.

**Section 18.3 Conflict of Interest.** Officers, the Board of Directors, members, and constituent divisions shall act in the best interest of GFWC. They 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 GFWC.

- 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 or 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 GFWC.
- B) **Public Positions.** No officer, member of the Board of Directors, member, or constituent division, while acting in their official GFWC capacity, may take a public position on any issue:
  - 1) That is not in conformity with the official position of GFWC; or
  - 2) On which GFWC has taken no formal position.

**Section 18.4 Indemnification.** GFWC shall indemnify, to the fullest extent permitted by law, any current or former officer or member of the Board of Directors for liability resulting from acts taken on behalf of GFWC in their official capacity. An individual shall be entitled to indemnity only to the extent that their conduct was authorized by GFWC. The Board of Directors shall take action as may be necessary to authorize an appropriate amount of indemnification, after consulting with legal counsel.

**Section 18.5 Discrimination.** GFWC shall not discriminate against any person based on race, color, religion, gender, national origin, disability, age or sexual orientation.

## ARTICLE XIX

### ***Dissolution***

GFWC may be dissolved by recommendation of the Board of Directors and an affirmative vote by the membership. 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 or corresponding section of any future federal tax statute. Such organizations shall have purposes similar to those of GFWC. No assets may be distributed to individual members.