

CARY WOMAN'S CLUB BYLAWS

Updated September 9, 2021

ARTICLE I: NAME

The name of the organization shall be the Cary Woman's Club.

ARTICLE II: OBJECT

The object of the club shall be to promote the civic, cultural and educational advancement of Cary and to make charitable contributions where appropriate to organizations that qualify as exempt under 501(c)(3) of the Internal Revenue Code of 1954 including governmental exempt organizations such as public schools and government programs (or the corresponding provision of any future United States Internal Revenue Law).

The Cary Woman's Club is a member club of the General Federation of Women's Clubs (GFWC) and of the state federation, GFWC-NC.

This club shall not discriminate against any person based on race, color, religion, gender, national origin, disability, or age (except where indicated in bylaws for age for Juniors and Juniores.)

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth hereof.

No substantial part of the activities of the corporation shall carry on propaganda, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such

manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE III: MEMBERS

Section A

1. Members of the Cary Woman's Club, Inc. shall be women of Cary and the surrounding area.
2. Current members are those whose dues are up to date.
3. Only current members of the Cary Woman's Club can participate as regular members in club activities.
4. Transfers from other Federated Clubs are accepted with a letter of endorsement from the President or Corresponding Secretary of the former club.
5. A member withdrawing from the club shall give written notice to the Second Vice President (Membership).

Section B

1. Applications for membership may be accepted during the months of September to May during any club year.
2. Procedure for Prospective Members
 - a. Attend two general meetings or events.
 - b. Application and dues are submitted to the Second Vice President (Membership). The Membership Chair will introduce the prospective members at the next regular club meeting, and the new members will be welcomed with a vote of members present. New members will be expected to be in support of the Club mission and goals and participate actively in the work of the Club.
 - c. Each new member will be sent a letter of welcome by the Corresponding Secretary.
3. A term of membership is one year, June 1 – May 31.

ARTICLE IV: DUES

Section A

Annual dues of members shall be recommended by the Board of Directors at the April meeting. A majority of the vote of members present is required to approve the recommendation. The Treasurer will contact those members whose dues have not been paid by June 30. Those members whose dues have been paid by July 15 will be included in the new roster. New members joining after December 31, will be offered prorated dues thru May.

ARTICLE V: MEETINGS

Section A

There shall be a regular meeting of the club the second Thursday of each month from September through May unless notified of time or date change. The meeting date will not be changed except in case of inclement weather or other emergency or by the vote of the club at the previous meeting.

Section B

Members may bring out-of-town guests to the club meeting at their pleasure. A resident who is not a member, or does not desire membership, shall not attend more than two regular meetings during the year as a guest.

Section C

When the club holds a function and a member makes a reservation, said member shall be charged the price of the function unless cancellation is made before the deadline. This rule applies also to District VI and GFWC-NC functions.

ARTICLE VI: OFFICERS AND THEIR DUTIES

Section A – Officers of the Club

Clubwomen shall be a member of the Cary Woman's Club for one year before being nominated for the position of President, 1st Vice President, 2nd Vice President, 3rd Vice President and Treasurer. There will be no time requirement for Recording Secretary and Corresponding Secretary.

Section B – Term of Office

Officers are elected for two-year terms. They are not eligible to hold the same office for more than two terms in succession. No officer may serve on the Executive Committee for more than four consecutive years. Officers shall be subject to dismissal at any time by a majority vote of the entire membership. If any officer is absent from three consecutive Executive Committee/Board of Directors meetings, the Committee may remove the officer and declare a vacancy.

Section C – Election of Officers

Election of officers shall be held at the regular April meeting. The newly elected officers shall assume their duties immediately following installation at the May meeting.

Section D – Duties of the President

It shall be the duty of the President to preside at all meetings of the club. She shall act as Chairman of the Executive Committee/Board of Directors and shall appoint committees in accordance with Article VII, Section D of the bylaws. She shall attend Board of Trustees meetings. She shall secure the installation guest for the May meeting and purchase the gift for that guest. She shall write the history of the club for the yearbook each year she is in office. She shall represent the club at the District and State level.

Section E – Duties of the First Vice President (Programs)

It shall be the duty of the First Vice President, in the absence of the President, to perform all the duties pertaining to that office. In case of a vacancy in the office of President, the First Vice President shall succeed at once to that office, serving in that capacity until the next election.

She shall serve as Director of Community Service Programs. She shall ensure that each Community Service Program secures a program for its assigned month. She shall serve in the absence of a Community Service Program Chairman. She shall ensure that the Community Service Program information for the public is forwarded to the Public Relations/Media Committee. She will submit reports to GFWC District VI and GFWC-NC by February 1 of each year.

Section F – Duties of the Second Vice President (Membership)

It shall be the duty of the Second Vice President, in the absence of the President and First Vice President, to preside. She shall serve as Chairman of the Membership Committee. It will be her responsibility to organize an orientation for new members. She will be the custodian of all applications for membership. She shall provide name tags to be worn at each general meeting. She shall keep the roll and may contact absent members.

Section G – Duties of the Third Vice President (Ways and Means)

The Third Vice President shall act as Chairman of the Ways and Means Committee. She shall oversee planning and execution of Ways and Means projects.

Section H – Duties of Recording Secretary

The Recording Secretary shall keep a correct record of the proceedings of the meetings of the club and the Executive Committee/Board of Directors, including the number present at the meeting. She shall have custody of the records and papers which shall be open for inspection at any time in the presence of the Secretary for any member to read.

Recommendations of the Executive Committee/Board of Directors will be read by the Recording Secretary at general meetings under New Business. Copies of both the general meeting and Executive Committee/Board of Directors meeting minutes and a list of unfinished business shall be prepared and given to the president within one week after each meeting. She may read aloud the minutes of the previous general meeting for the approval of its membership. If it is deemed necessary to mail or email the minutes, it may be done so by the approval of the Executive Committee/Board of Directors. The Recording Secretary shall authenticate all acts and orders of the club. She shall keep an accurate record of all changes to the *Bylaws* and submit a copy of the changes to the Yearbook Chairman for inclusion in the yearbook and/or website. The Recording Secretary shall keep a copy of the approved minutes of meetings of the Trustees.

Section I – Duties of Corresponding Secretary

The Corresponding Secretary shall conduct all necessary correspondence and notify new members in writing of acceptance into the Club. She shall notify appropriate persons when memorial or honorary gifts are received. She shall send lists of new officers to GFWC-NC headquarters and District VI President after election in April. All correspondence shall be signed by the Corresponding Secretary and shall have the

President's name and title below. A copy shall be kept of all correspondence. She shall oversee the Yearbook and Public Relations/Media Committees and shall be responsible for reporting to the Board of Directors on the activities of these committees. She shall be responsible for ensuring that the appropriate information is given to the Yearbook Committee by August 1st. She shall send congratulatory, condolence, or get-well cards to current and past members, as appropriate.

Section J – Duties of Treasurer

The Treasurer shall keep a financial register and prepare monthly financial reports. She shall collect and hold all money belonging to the club and shall deposit the same in a reliable bank. She shall disburse the money according to the needs and obligations of the club. She shall submit all financial records, including bankbooks and receipts, for auditing at the end of the club year. She shall send the membership list, certified by the membership chairman, along with the dues to GFWC-NC headquarters on or before December 31. She shall send dues and fees to District VI when due. She shall mail statements to members owing money to the club. She shall order pins for President and Past President by February 1. She shall attend Board of Trustees and Finance Committee meetings.

ARTICLE VII: EXECUTIVE COMMITTEE, BOARD OF DIRECTORS, BOARD OF TRUSTEES, COMMUNITY SERVICE PROGRAMS AND COMMITTEES

Section A – Executive Committee and Board of Directors

1. All duly elected officers shall make up the Executive Committee. The immediate Past President shall serve on the committee as advisor for one year. She does not have voting authority.
2. No member may hold more than one elected position at a time. No club member may serve concurrently on the Board of Trustees and the Executive Committee.
3. No member shall serve on the Executive Committee/Board of Directors in an elected and advisory position at the same time. This shall include the immediate Past President, CSP Chairs and Grants Chair.
4. No member may serve on the Executive Committee for more than four consecutive years. There shall be a one-year intermission before eligibility for reelection.
5. Should a vacancy occur in an Executive Committee position, the unexpired term shall be filled within thirty days by the Nominating Committee and confirmed by election at the next general meeting.
6. The Board of Directors is made up of the Executive Committee, the Community Service Program Chairs, and other club leaders that the Executive Committee chooses to invite to Board Meetings. The Executive Committee and Community Service Program Chairs are voting members of the Board of Directors. Each Officer and each CSP has one vote. A quorum of the Board of Directors is the attendance of at least four Executive Committee members.
7. The Executive Committee/Board of Directors shall meet preceding each general meeting of the club, and at the call of the President, to coordinate the activities of the club.
8. The Executive Committee may meet separately, as needed.

9. No recommendation of the Executive Committee/Board of Directors shall be deemed binding unless approved by the membership of the club.
10. The Executive Committee/Board of Directors may recommend that any monies in the CWC general fund checking account not used for budgeted items may be used for projects, benevolences, scholarships and the CWC grants program. The use of this money must be approved by the membership vote at a regular meeting. It is recommended that most of the excess monies in the CWC general fund as of May 1 of each club year be set aside for these purposes.
11. The Executive Committee may select the meeting place for regular meetings and the treasurer may enter into the appropriate contract for the space as necessary.

Section B – Board of Trustees

1. The Board of Trustees is an independent body whose sole responsibility is the management of the club's financial investments.
2. The Board of Trustees shall consist of five members, at least one of which shall be a Past President. The remaining shall be selected from members who have served on the Executive Committee/Board of Directors. All of these shall be selected by the Nominating Committee and elected by the membership for a three-year term. There shall be a one-year intermission before eligibility for reelection. Should a vacancy occur, the unexpired term shall be filled by the Nominating Committee within thirty days and confirmed by election at the next general meeting. The President and Treasurer shall be invited to attend all meetings but do not have voting power.
3. Meetings shall be held at least twice a year, at the call of the Chairman, or by written request to the Chairman by any three members of the Board of Trustees. It is suggested that meetings be held in July or August in order to provide available funding information for the budget preparation, and in November to provide available funds for the scholarships to be given out in the spring.
4. A quorum shall consist of four elected members.
5. The Board of Trustees shall elect from its members a Chairman, Vice-Chairman, and a Secretary for a term of one year.
6. The Trustees shall have charge of all investments including the sale or transfer of stocks and bonds made in the name of and belonging to the Cary Woman's Club, Inc. The Chairman and one other Trustee shall be authorized to sign documents in connection with these investments.
All financial documents, deeds and titles shall be placed in the safe deposit box.
7. The interest from the scholarship fund shall be used only to pay the Cary Woman's Club scholarships and expenses incurred in the administration of the fund. The principal shall remain invested.
8. References and documents pertaining to all Cary Woman's Club scholarships shall bear the club's name.
9. The Secretary shall supply copies of the minutes of the Trustees' meetings within three weeks to members of the Board of Trustees. She shall keep a permanent record of the minutes. A copy of the minutes of the Board of Trustees meetings shall be given to the Club Recording Secretary and kept on file with the Club Board and General Meeting minutes."

10. The former Building Fund shall be renamed the Cary Woman's Club Maynard Fund. All principal from the sale of the lot shall remain invested. Earnings shall be used to defray the cost of the General Meetings (excluding luncheons, refreshments and speakers). Earnings may also be used for club projects and benevolences, scholarships, and the CWC grants program. Expenditures of the earnings must be approved annually by the general membership after recommendation by the Trustees and Executive Committee/Board of Directors.

Section C—Community Service Programs

1. There shall be the following community service programs: Arts & Culture, Civic Engagement & Outreach, Education & Libraries, Environment, Health & Wellness.
2. Each community service program shall pay from its budget all expenses associated with its program, including speaker fees, lunches and gifts.
3. Community Service Programs may request club grants or funds for projects they choose to support that meet their purpose as defined by GFWC.

Section D – Committees

1. Ways and Means Committee

- a. This committee shall organize the raising of funds subject to the approval of both the Executive Committee/Board of Directors and the general membership.
- b. No individual member of the club shall solicit, accept or disburse funds without the approval of the Executive Committee/Board of Directors. The only exception shall be the disbursal of funds previously approved in the budget or by the vote of the membership of the club.

2. Finance Committee

This committee shall be composed of the immediate past Treasurer and/or current Treasurer, Third Vice President (Ways and Means Chair) and one other member appointed by the President as Chair. This committee shall be responsible for preparing a budget in July or August. The Finance Committee must submit the proposed budget to the Executive Committee for review and to the general membership for approval.

3. Membership Committee

This committee shall be composed of two or more members, including the Second Vice President who will be Chairman. They shall contact and brief prospective members and submit their applications to the Second Vice President (Membership).

4. Yearbook Committee

This committee shall be composed of a Chairman, appointed by the President, and two others. They shall make up, issue and distribute a yearbook to members electronically. A copy will be sent to the District VI President and to GFWC-NC. Members may request a printed copy. Undistributed copies will be turned over to the Second Vice President for new members.

5. Nominating Committee

- a. Members willing to serve on the Nominating Committee should be members of the Cary Woman's Club for one full club year (September to May). They shall submit their name in writing to the Recording Secretary for consideration for this committee by January 1 of the club year. The committee shall consist of three members and, if more than three submit their names, a written ballot will be held at the January general meeting

to determine the three nominating committee members. In March this committee submits the slate of candidates, including nominees for the Board of Trustees, for election at the general meeting in April.

6. Social, Hospitality and Cheer Committee

a. This committee shall consist of a Social Chairman and at least two other members. It shall secure hostesses for general meetings. It may be responsible for the decorations and programs for the December and May club meetings, at the direction of the President.

7. Public Relations/Media Committee

The Public Relations/Media Chairman, appointed by the President, and her members shall be responsible for all external public communications between the club and the media. This committee will be responsible for the monthly newsletter (emailed or mailed prior to each monthly meeting), internal club communications, photo directory (as needed) and the website and its contents.

8. Bylaws Committee

- a. This committee shall consist of three members, a chairman and two members appointed by the President.
- b. The bylaws will be reviewed annually in February of each club year. All suggestions for proposed changes to the bylaws review must be submitted to the committee in writing by the February meeting.
- c. Any proposed amendments to the bylaws will be submitted to the general membership at the March meeting after review by the Executive Committee/Board of Directors. The vote on the bylaw's amendments will take place at the April meeting, and requires a two-thirds vote of those present for the amendment to pass.

9. Scrapbook Committee

The scrapbook chairman and her members shall update the club scrapbook (online or printed) with clippings and pictures to provide an ongoing record of the club's history.

10. Grants and Community Service Project (G&CSP) Program Committee.

The Cary Woman's Club shall establish a Grants and Community Service Project Program to administer all funds transferred by vote of the members to the Grants and CSP Program for community grants, community service project funds, benevolences and scholarships. CSP chairwomen or individual members of the club, or a 501(c)(3) organization, or governmental tax-exempt programs and organizations such as public schools may submit proposals for funds to the Grants and Community Service Project Committee, which recommends approval to the Board of Directors for review and then are presented for vote of approval by the membership.

The grants program may only be modified by a vote of the membership.

The Grants & Community Service Project Program's purpose and guidelines for administration and approval of funds can be found in the Cary Woman's Club Policies and Procedures document. (a companion document to these Bylaws.)

ARTICLE VIII: PARLIAMENTARY PROCEDURE

Section A

As a member of the General Federation of Women's Clubs of North Carolina, the club shall abide by the rules and regulations set forth in the Bylaws of the GFWC-NC. The final governing authority will be Robert's Rules of Order, Revised.

Section B

Bylaws may be amended at any regular meeting by a two-thirds vote of those members present, provided the amendment has been submitted in writing to the Recording Secretary, reviewed by the Executive Committee/Board of Directors and either sent two weeks in advance to each member or read at the previous meeting.

Section C

A parliamentarian may be appointed by the President to serve as the authority on current parliamentary procedure.

Section D

Quorum: At meetings of the Board of Directors, attendance by four members of the Executive Committee shall constitute a quorum. At regular meetings of the membership, a majority of members present constitutes a quorum.

ARTICLE IX

All club functions not provided for in the budget shall be self-supporting or funded through the Grants and Community Service Projects Program.

ARTICLE X: AMENDMENT OF BYLAWS

These bylaws may only be amended by a 2/3 vote of those present at a regular meeting of the Cary Woman's Club, after the amendment (s) has been sent to the Recording Secretary, reviewed by the Board of Directors, and either sent to the membership two weeks in advance of the meeting where the vote will be taken, or read at the previous regular meeting of the club. Amendments take effect immediately after approved, unless otherwise stated in the amendment.

These Bylaws were amended by at least a 2/3 vote of the membership on:

April 14, 2016
Date *Lois Nixon*
Signature of President

March 12, 2020
Date *Karen M. Linnala*
Signature of President

September 9, 2021
Date *Karen M. Linnala*
Signature of President