

THE BYLAWS OF THE COLLEYVILLE WOMAN'S CLUB

Article I – Name, Purpose and Mission

Section 1. The name of the organization shall be the Colleyville Woman's Club.

Section 2. The Colleyville Woman's Club is a non-profit, non-political organization.

Section 3. The purpose of the Colleyville Woman's Club is exclusively educational and charitable and is: to further the common good and general welfare of the people of the community - and to provide a means for members to pursue mutual interests and to participate in the community.

Section 4. The mission of the Colleyville Woman's Club is to enhance the community through education, volunteer service, charitable fundraising and other member activities.

Article II - Membership

Section 1. Qualifications for Membership

a. Individual

1. Membership in the Colleyville Woman's Club, hereafter referred to as CWC, is open to residents of Colleyville and the surrounding area who are interested in active participation in the organization.
2. The CWC does not discriminate on the basis of age, race, color, creed, religion or national origin.
3. Any member in good standing for a minimum of two consecutive years who has attained the age of 65 shall be eligible for election to honorary life membership, retaining full voting privileges but paying no dues. Said member must apply annually in writing to the first vice president for this privilege.

b. Corporate

1. Membership in the CWC is open to businesses in Colleyville and the surrounding area, which are interested in active participation in the organization.
2. One voting representative may be designated from the business to attend meetings.
3. Businesses must abide by the guidelines outlined in the Bylaws and the Policies and Procedures.
4. Phone numbers will not be included in the membership directory to businesses, since telephone solicitation is not permitted. A member will be given the opportunity to withhold her address or name by written request.
5. Businesses will receive a monthly newsletter.

Section 2. Responsibilities of Membership

a. The following activities require prior approval of the President or of the Executive Committee:

1. Any member making a commitment on behalf of the CWC, distributing information pertaining to the CWC, or acting as a spokesperson for the CWC (internally or externally).
2. Distribution of the membership directory.

b. Each member shall be responsible for personal expenses and those of any guest brought to CWC functions.

c. Paid reservations for special CWC functions may be canceled only by notifying the committee chair prior to the published, pre-determined reservation cut-off date. Otherwise, all charges shall be paid by the holder of such reservations.

d. The membership year of CWC runs concurrent with the fiscal year.

Article III - Fiscal Year

Section 1. Fiscal Year

The fiscal year of CWC shall begin on the first day of June and end on the last day of May.

Article IV - Dues and Penalties

Section 1. Annual membership dues shall be set by the Executive Committee and approved by the general membership.

Section 2. To maintain good standing, dues shall be paid in June. Any member who does not pay dues on or before June 30 shall be notified in writing of delinquency. If dues have not been paid by October 1, that member's name shall be dropped from the membership list.

Section 3. Any member dropped from the membership list because of nonpayment of dues may be restored to active membership for that year by updating dues and paying a reinstatement charge.

Section 4. A prospective member may attend no more than two CWC activities before paying annual dues.

Article V - Meetings

Section 1. Meetings of the Executive Committee shall be held monthly, at a time set by the President.

Section 2. Meetings of the Board of Directors shall be held on the last Tuesday of the month, unless otherwise ordered by the Executive Committee.

Section 3. General membership meetings shall be held on the second Tuesday of the month, as established by the Executive Committee.

Section 4. Other meetings may be held at the discretion of the Board of Directors.

Section 5. General membership meetings of the CWC shall be open to guests, but the privilege of introducing motions and voting shall be limited to the voting membership in good standing.

Article VI - Voting

Section 1. Members present at general membership meetings may vote on all issues pertaining to the CWC.

Section 2. A quorum shall consist of 15% of the active membership. No vote in an election, on an amendment to the bylaws, or on the budget shall be effective in the absence of a quorum.

Section 3. Majority vote shall rule on all issues except amendment of the bylaws which shall require a two-thirds vote of members voting (see Article XV).

Section 4. There shall be no absentee vote.

Article VII - Officers

Section 1. Designation of Officers

Officers of the CWC shall consist of a president, first vice president, second vice president, third vice president, secretary, treasurer, parliamentarian and a historian.

Section 2. Qualifications for Office

All elected Executive Committee members must have been members in good standing for two consecutive years immediately preceding their nomination OR have served as a member of the Board of Directors for the year prior to their nomination.

Section 3. Term of Office

Officers shall hold office for a term of twelve months and for not more than two consecutive terms in the same office. One who has served more than one-half of a term shall be credited with having served that full term.

Section 4. Election and Installation of Officers

- a. Officers, with the exception of the parliamentarian and the historian, shall be elected at the general membership meeting in April by a majority vote, provided a quorum is present.
- b. With the consent of the candidate, nominations for officers may be made from the floor at the election meeting in April. If there is more than one nominee for the office, voting shall be by secret ballot.
- c. New officers shall be installed during the general monthly meeting in May and assume duties on the first day of the fiscal year.

Article VIII - Duties of Officers

Section 1. Duties of the President

- a. The president shall preside at all meetings of the Executive Committee, Board of Directors, and at all meetings of the general membership.
- b. The president shall appoint a parliamentarian and historian and all standing committee chairs, subject to approval of the Executive Committee and act as an ex-officio member of all standing committees, except the Nominating Committee.
- c. The president shall work with the treasurer on the CWC budget and be knowledgeable of the CWC's financial condition.
- d. The president or, in absence of the president, the first vice president shall sign all checks with the treasurer.
- e. In event of the resignation or incapacity of an officer the president, with the approval of the Executive Committee, shall appoint a replacement for the unexpired term.
- f. The president shall coordinate the work of the officers and committees, in order that the purpose of the CWC is promoted.
- g. The president shall conduct a board training/orientation for members of the Executive Committee and Standing Committee chairs prior to the August Board of Directors meeting.

Section 2. Duties of the First Vice President

- a. The first vice president shall be in charge of membership.
- b. In the absence of the president, the first vice president shall assume presidential duties.
- c. The first vice president, in the absence of the president, may countersign checks with the treasurer.
- d. The first vice president shall initially receive all membership dues.
- e. The first vice president shall maintain an up-to-date list of all members and provide this list to the secretary. She shall also provide monthly updates of the current membership.
- f. The first vice president shall be responsible for maintenance and publication of the membership directory.
- g. After June 30, the first vice president shall notify, in writing, all members who have not paid their membership dues.

Section 3. Duties of the Second Vice President

- a. The second vice president is in charge of programs and shall be responsible for scheduling appropriate educational programs for general membership meetings.
- b. The second vice president's responsibilities shall include coordination of all aspects of these programs.

Section 4. Duties of the Third Vice President

- a. The third vice president shall be responsible for all community and charitable fund-raising projects.
- b. The third vice president shall serve as an ex-officio member of all CWC community and charitable fund raising committees.
- c. The third vice president shall assist fund raising chairs in preparing budgets for fund raising projects.

Section 5. Duties of the Secretary

- a. The secretary shall record the minutes of each general membership meeting and minutes of each Executive Committee and Board of Directors meetings.
- b. The secretary shall process all correspondence pertaining to the CWC.
- c. The secretary shall keep an accurate roster of the names of members in good standing as supplied monthly by the first vice president.
- d. The secretary shall maintain an inventory of all CWC property.

Section 6. Duties of the Treasurer

- a. The treasurer shall have custody of all funds of the CWC and shall keep a full and accurate account of receipts and expenditures and, in accordance with the budget adopted by the CWC general membership, shall make disbursements as authorized by the president, the Board of Directors or the voting body.
- b. The treasurer shall present a financial statement at each month's general membership meeting, Board of Directors and Executive Committee meetings and at other times when requested by the Board of Directors or the voting body and shall make a full report at the final meeting of the year. The treasurer shall submit a written financial statement at the September, January and May general membership meetings.
- c. The treasurer shall sign all checks with countersignature of the president or, in the absence of the president, the first vice president.
- d. The treasurer shall make no disbursements over ten dollars of a non- budgeted item without approval of the Executive Committee.
- e. The treasurer shall work with the Executive Committee to prepare the budget for the CWC year and shall present the budget to the Board of Directors and then to the general membership in September for approval.
- f. The treasurer shall be responsible for disbursement of tax receipts and for satisfying all requirements for compliance with tax laws and tax liability.
- g. The treasurer's responsibilities end with that of the fiscal year; responsibilities include preparation of Form 990, preparation for the Internal Review, and any tax or accounting issues dating from that fiscal year.
- h. The treasurer's accounts shall be examined annually by an Internal Review committee of not less than three (3) elected members who, satisfied that the treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The Internal Review committee shall be elected by the membership in April and report at the August Board of Directors meeting and at the September general membership meeting. The Internal Review must be completed by July 31. The report of the Internal Review committee shall also include a presentation of the annual tax filing to the general membership. The treasurer may not serve as an elected member of this committee, but will be available to provide any necessary information to the Internal Review committee.

Section 7. Duties of the Parliamentarian

The parliamentarian shall attend all meetings of the Executive Committee and Board of Directors of the CWC, shall advise the presiding officer on questions of parliamentary law and methods of procedure as applicable to proceedings of the CWC and may vote only when the vote is by ballot.

Section 8. Duties of the Historian

The historian shall act as custodian of all records and materials pertinent to the history of CWC. She shall compile and keep a record of current CWC events and activities, to be presented in the form of an annual history at the final general meeting of the year, and shall also compile the CWC's yearly annual.

Section 9. All officers shall:

- a. Perform the duties prescribed in the parliamentary authority in addition to those outlined in these bylaws and those assigned from time to time.
- b. Deliver to the outgoing president at the May general membership meeting all official materials/manuals.
- c. Shall complete, along with the standing committee chairs, a board/training orientation at the direction of the president.

Article IX - Executive Committee

- Section 1.** The Executive Committee shall consist of the president, first vice president, second vice president, third vice president, treasurer, secretary, parliamentarian and historian.
- Section 2.** In the event of incapacity or resignation of the president, the Executive Committee shall have the authority to appoint a president to complete the unexpired term.
- Section 3.** No member of the Executive Committee shall serve as chairman of any standing committee.

Article X - Board of Directors

- Section 1.** The Board of Directors shall consist of the Executive Committee and Standing Committee chairs.
- Section 2.** Each member of the Board of Directors shall have a vote at board meetings.
- Section 3.** The Board of Directors shall transact business as may be referred to it by the CWC membership, shall act in emergencies between meetings of the general membership, shall fill all vacancies in offices or chairs, shall create standing committees, and shall submit to the membership for adoption a budget for the fiscal year.
- Section 4.** A majority of the members of the Board of Directors shall constitute a quorum.
- Section 5.** The office of any board member missing two (2) consecutive meetings without notification to the president or secretary of CWC will be declared vacant and filled by a member elected by a majority vote of the remaining Board of Directors.
- Section 6.** Board of Directors shall hold their appointed positions for a term of twelve months and for not more than two consecutive terms in the same position.

Article XI - Standing Committees

- Section 1.** The president, with the approval of the Executive Committee shall, at the time of taking office, appoint standing committee chairs for the term of one year, with the exception of the fund raising chairs. The current president may, with the approval of the Executive Committee, appoint the fund raising chairs at the conclusion of a fund raising event. An event is considered concluded at the presentation of the final report to the membership. Each chair shall appoint members to her committee with the exception of the Nominating Committee.

Nominating Committee:

1. The Nominating Committee shall be composed of six members:
 - a. A chair, who shall be selected by the president with the approval of the Executive Committee. The chair shall have no vote.
 - b. A holdover member, who shall be a member of the retiring Nominating Committee. This member shall have a vote.
 - c. Four members-at-large who shall be elected by the membership. These members shall have a vote. Members-at-large shall be elected in the following manner:
 1. Nominations will be made from the floor at the October general membership meeting (or subsequent month if a vacancy occurs) with the nominees' prior approval.
 2. Voting shall be by secret ballot if more than four nominations are made.
 3. If the holdover member or alternate is unable to serve for any reason, this position will be filled by an elected fifth member-at-large.

2. Duties

- a. The current Nominating Committee Chair shall be responsible for administering the election of officers.
- b. The Nominating Committee shall nominate candidates for the positions of president, first vice president, second vice president, third vice president, secretary and treasurer.
- c. Before the end of its term, the Nominating Committee shall elect from among its members a holdover member to serve the following year. This member may not serve as a holdover member for more than one year. An alternate shall be selected from and by the Nominating Committee in the event the holdover member cannot serve.
- d. The Nominating Committee shall present its slate of nominees to the Executive Committee and the Board of Directors in February. This policy is a courtesy, to inform only, not for approval of the slate. The Nominating Committee shall present its slate of nominees to the general membership meeting in March.
- e. Members of the Nominating Committee are not eligible for elected positions while serving on the Nominating Committee.

3. Terms

- a. Members of the Nominating Committee shall serve for one term (October through April) with the exception of the holdover member and the Nominating Chair.
- b. Members-at-large shall not be eligible for re-election to the Nominating Committee by the membership the following year, but are eligible for appointment as Nominating Chair by the president, subject to approval by the Executive Committee.
- c. The president is not eligible to serve on the Nominating Committee.

Section 2. All fund-raising chairs report directly to the Third Vice President. All fund raising chairs must submit a budget for approval to the Board of Directors not less than 120 days prior to a fund raising event with a recommendation from the Board of Directors to the general membership for approval to follow not less than 90 days prior to the said event. In the event that circumstances require modification of these requirements, the Executive Committee shall have the authority to grant a waiver. Under no circumstances may the requirement for membership approval be waived.

Section 3. Each standing committee shall have one vote.

Section 4. All Standing Committee Chairs shall:

1. Perform the duties prescribed in the parliamentary authority in addition to those outlined in these bylaws and those assigned from time to time.
2. Deliver to the outgoing president at the May general membership meeting all official materials/manuals.
3. Shall complete, along with the officers, a board training/orientation at the direction of the president.

Article XII - Special Committee(s)

The Executive Committee, with the approval of the Board of Directors, may create a special committee as deemed necessary to carry out the special needs of the CWC not covered by a standing committee. This committee shall dissolve after submitting a final report to the Board of Directors.

Article XIII - Parliamentary Authority

The current edition of *Robert's Rules of Order Newly Revised* shall govern proceedings of the CWC, provided such rules are consistent with the bylaws of the CWC.

Article XIV - Dissolution

In the event the CWC disbands, all funds shall be donated to charitable organizations designated by the Executive Committee at the time of dissolution.

Article XV - Amendments to the Bylaws

Section 1. The bylaws may be amended by a two-thirds vote of those voting, providing a quorum is present.

Section 2. Notice of all proposed amendments to the bylaws must be presented at one general membership meeting and voted on at the succeeding general membership meeting.

Adopted as Bylaws of the Colleyville Woman's Club December 12, 1983
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