

THE WOMAN'S CLUB OF BETHESDA, INC.

BYLAWS

Revisions approved October 13, 2020 and November 10, 2020.

ARTICLE I

NAME

THIS ORGANIZATION SHALL BE CALLED GFWC THE WOMAN'S CLUB OF BETHESDA, INCORPORATED, AN AFFILIATE OF THE GENERAL FEDERATION OF WOMEN'S CLUBS

ARTICLE II

THE OBJECT OF THE Club shall be to promote the welfare of communities and of the state of Maryland by performing functions of a general philanthropic and charitable nature in accordance with the certificate of incorporation.

Specific purposes of the club shall be:

1. To contribute to and promote philanthropic and charitable activities
2. To promote civic and economic interest in these activities
3. To study and consider international, national, state and local questions that involve these philanthropic and charitable causes.

This club shall be nonsectarian and nonpartisan.

ARTICLE III

OFFICERS

SECTION 1. The officers shall be a President or Co-Presidents, a First Vice or Co-First Vice Presidents and a Second Vice President, a Recording Secretary, a

Corresponding Secretary, a Treasurer, an Assistant Treasurer, and five Directors, two to be elected one year and three the ensuing year. These officers shall be elected to serve for a two-year term.

SECTION 2. The President or Co-Presidents shall preside at all meetings of the Club, Executive Committee and Board of Directors. She shall present at the annual May meeting a report of the work of the Club for the preceding year. Subject to the approval of all officers except the elected Directors, she shall appoint a Parliamentarian, an Historian, and all Chairmen. She shall, as immediate past president, be Director to the County Federation for the next two years. She shall be ex-officio member of all committees except the nominating committee.

SECTION 3. In the absence of the President or both Co Presidents, the Vice Presidents in their order, shall perform the duties of that office.

SECTION 4. The Recording Secretary shall record and keep the minutes of the meetings of the Club, and the Executive Committee. She shall become custodian of all previous minutes and reports, shall file same, shall keep a record of all Club papers borrowed by any members; and shall perform such other duties as the Club may direct.

SECTION 5. The Corresponding Secretary shall conduct the correspondence of the Club and send out notices at the request of the President. She shall keep a list of members with their addresses and telephone numbers. She shall send Get-Well and Sympathy cards to members as necessary and inform Newsletter chairman of this information.

SECTION 6. The Treasurer shall receive and be custodian of all Club funds, submit a monthly statement and a yearly report including a statement showing in detail the assets and liabilities of the corporation. She shall pay all bills approved by the Club or by the Board of Directors. She shall furnish a bond for the safe keeping of all Club monies entrusted to her to an amount and with a company acceptable to the Board of Directors. The Club shall pay the expense of the bond.

SECTION 7. The Assistant Treasurer shall specifically take charge of the membership list and all matters pertaining to the Maryland State Federation of Women. She shall collect and keep a record of all dues and notify all delinquents.

Billing for dues shall be immediately following the May business meeting. She shall assume all duties of the Treasurer in her absence or in the event of her inability to serve. She shall be bonded at the expense of the Club.

SECTION 8. Vacancies to offices not provided for in these Bylaws shall be filled by the Executive Committee voting thereon by ballot. The Board of Directors shall act as a nominating committee.

ARTICLE IV

Executive Committee

SECTION 1. The Executive Committee shall consist of the officers of the Club and all chairmen appointed by the President.

SECTION 2. The Executive Committee shall formulate the policies of the Club

SECTION 3. The Executive Committee shall recommend motions to be acted upon at the business meetings

SECTION 4. The Executive Committee shall review the proposed amendments to the Bylaws that have been recommended by the Rules, Revisions and Resolutions Committee, before presentation to the membership.

ARTICLE V

Board of Directors

SECTION 1.

The corporate powers of the Club shall be vested in a Board of nine directors consisting of: The President, First Vice President, the Recording Secretary, the Treasurer and five Directors elected by the Club. If both Co-Presidents, and/or both Co-First Vice Presidents, are in attendance at an Executive Committee meeting, only one of the Presidents and only one of the First Vice Presidents may

have a vote. The retiring President shall attend the Board meetings as an Honorary and Advisory member for a period of one year. She shall have no vote. The Second Vice President is urged to attend the board meetings but shall have no vote.

SECTION 2.

The President, Recording Secretary, and the Treasurer of the Club shall perform corresponding duties for the Board of Directors.

SECTION 3.

Vacancies in the Board, other than the office of President, Recording Secretary and Treasurer, shall be filled for the unexpired term by ballot vote of the remaining Directors.

SECTION 4.

The Board will meet at the call of the President or upon the request of three of its members. Only in a case of immediacy can a required vote be obtained electronically.

SECTION 5.

The Directors shall have power:

- A. To conduct, manage, and control the business affairs of the Club.
- B. To appoint and remove, at pleasure, agents and employees of the Corporation, prescribe their duties and fix their compensation, with the exception of such routine matters as would ordinarily fall to the duties of the House Committee.
- C. To make rules and regulations not inconsistent with the laws of the State of Maryland, or the Bylaws of the Club for the guidance of the officers and management of the affairs of the Corporation.

ARTICLE VI
MEMBERSHIP

SECTION 1. PROCEDURE OF MEMBERSHIP:

- A. A prospective member shall have attended the Club on at least two occasions, either two business meetings or one business meeting and one social function. A candidate's dues are payable upon her acceptance into the Club. Failure to pay her dues within two months shall void her membership.
- B. A member in good standing in another Federated Club requesting transfer to the Woman's Club of Bethesda shall attend the Club on at least two occasions, either two business meetings or one business meeting and one social function. Upon receipt of a letter requesting transfer from her former club and payment of dues she shall become a member.

SECTION 2. CLASSES OF MEMBERSHIP:

- A. Regular: A member is expected to cooperate and participate actively in the work of the Club. During her first full Club year, a new member is expected to serve on one working committee in addition to the Serving Committee.
- B. Honorary: An honorary office or membership carries with it no obligation whatsoever, such as dues, and it confers the privilege only of attending the meetings and speaking upon pending questions. An honorary officer or member, unless she is also a member of the organization, cannot make motions, vote, or raise questions of order. She is not an officer or member of the society by virtue of her honorary office or membership, but like anyone else, she may become a member, or continue her membership, in which case she is obliged to pay the dues and is eligible for office the same as any other member. She shall receive the Club yearbook and monthly Bulletins/Newsletters upon request. Criteria for Honorary Membership shall be decided by the Board of Directors.
- C. Non-Resident: A member leaving the Bethesda area and living outside a fifty-mile radius may retain membership in the Club during her absence by

paying an absentee membership fee of \$10.00 a year which will entitle her to the Club yearbook and Club bulletins/newsletters. She shall be without vote. Written request for non-resident membership should be sent to the Assistant Treasurer before June 1st. Upon her return to the area, she may not attend more than two meetings of the Club unless she has been restored to regular membership upon the payment of the amount over the absentee membership fee to meet the current dues. Failure to do so within one year after her return shall automatically drop her from the roll of the Club.

- D. An active member who can no longer attend Club meetings due to health reasons or being confined to home can be approved by the Board of Directors as an associate member. These members will pay \$10.00 per year and will receive the newsletter and Club yearbook.

ARTICLE VII

DUES

SECTION 1. If the board proposes a change in dues, the dues shall be voted upon at the April meeting by the general membership and payable by May 31.

SECTION 2. The dues for an applicant presented at the December meeting and accepted into membership in January or thereafter shall be half the annual dues.

SECTION 3. A member whose dues have not been paid by the general meeting in October shall be dropped from the rolls of the Club without further notification.

SECTION 4. Resignations: Resignations to be effective must be in writing to the Corresponding Secretary no later than May 31st.

SECTION 5. Reinstatement: A member who has resigned may be reinstated by the Executive Committee upon recommendation of the Membership Committee.

SECTION 6. A member whose name has been dropped for nonpayment of dues may be reinstated by the Executive Committee upon recommendation of the Membership Committee. The application to the Membership Committee must be

accompanied by the dues for the year in which she was dropped and current dues.

SECTION 7. The fiscal year shall begin on July first and end on June thirtieth.

ARTICLE VIII

MEETINGS

SECTION 1. The business meeting of the Club shall be held on the second Tuesday of each month except in June, July, and August. The hour and day of any meeting may be changed at the discretion of the President and Executive Committee.

SECTION 2. The annual meeting shall be held in May, at which time officers shall be elected and annual reports shall be submitted.

SECTION 3. Special meetings of the Club or Executive Committee may be called by the President or upon the request of three members of the Executive Board by a written notice to members of the Club.

SECTION 4. The Executive Committee (Board of Directors and all chairmen appointed by the President) shall meet on the first Tuesday of every month, September through May. Only members of the Board of Directors may vote on Club financial business during this combined meeting.

SECTION 5. Executive Committee (Board of Directors and all chairmen appointed by the President) not present at a meeting of this body, may be reached by phone if there is legislation that must be passed within a time limit and there is not the required quorum present needed to vote on the legislation.

SECTION 6. Executive Committee members must be present at a meeting, not by electronic means or telephone to participate in the meeting unless there is a local, state or national emergency that would potentially put members in danger to meet. Therefore, the Executive Committee/Board of Directors may order that elections be held or any other necessary business be conducted by USPS mail or electronic means. A ballot or the matter under consideration will be sent to each

member and that member shall return their response to the sender in the manner in which it was sent and meet the designated deadline.

ARTICLE IX

ELECTIONS

SECTION 1. A Nominating Committee of five members and one alternate shall be elected at the general meeting in January. The alternate will serve only if one of the regular members cannot serve.

Members of the Nominating Committee shall have been members of the Club for at least 2 years and not have served on this committee during the previous 2 years.

Members of the Nominating Committee shall elect their own Chairman. It shall be the duty of this committee to present at the March meeting a slate with one or more candidates for each officer to be elected in May.

The slate for the Board of Directors shall present no more than two additional candidates than the number to be selected. Nominations may be made from the floor at the April meeting.

All members of the Nominating Committee must be present when the slate is selected.

The Nominating Committee shall meet again the off year, in March, to present no more than two additional candidates for the Board of Directors than the number to be selected i.e. two director positions which open at this time.

SECTION 2. A candidate for office other than Board of Directors must have been a member of the Club for at least two years. Any exception shall be approved by the Board of Directors.

A candidate for the Board of Directors must have been a member of the Club for at least three years.

SECTION 3. Additional nominations may be made from the floor at the April meeting provided the consent of the nominee shall have been obtained. All names placed in nomination shall be printed on the official ballot which shall be mailed to all members with the notice of the annual May meeting.

SECTION 4. The election of the officers shall be by ballot. The election of the officers shall be by majority vote. The election of elected members of the Board of Directors shall be by plurality vote. Those elected shall take office when installed except the Treasurer and Assistant Treasurer, whose terms shall begin July 1.

SECTION 5. A member unable to attend the annual May meeting may send her marked ballot in a sealed envelope to the Recording Secretary to be cast. In the event re-balloting becomes necessary, only members present may vote.

SECTION 6. No officer except the Treasurer and/or the Assistant Treasurer may succeed herself in the same office.

ARTICLE X

COMMUNITY SERVICE PROGRAMS

SECTION 1. Community Service Programs shall conform as nearly as possible to those of the General Federation. They shall be established at the discretion of the Executive Committee and/or the President.

SECTION 2. Additional committees shall be established as deemed necessary by the President and Executive Committee. Committees shall be abolished with the approval of the President and the Executive Committee.

SECTION 3. The Budget Committee shall be appointed by the First Vice President in February. It shall present a budget for the ensuing year to the Executive Committee at its April meeting and such budget shall be voted upon at the General Club meeting in May.

SECTION 4. The Community Service Programs and Committees shall meet at the call of their chairmen and present a report to the Club.

ARTICLE XI

QUORUMS

One-fourth of the members of the Club shall constitute a quorum for the transaction of business, but at no time shall the lack of a quorum prevent those present from proceeding with the program of the day.

Ten members of the Executive Committee, in addition to the President, shall constitute a quorum.

Five members of the Board of Directors, in addition to the President, shall constitute a quorum.

ARTICLE XII

AMENDMENTS

Any active member may submit an amendment to the Rules, Revisions, and Resolutions Chairman in writing and signed. These Bylaws may be amended at any regular meeting provided the proposed amendment and notice shall have been given in writing to the membership at least 15 days prior to the meeting. A two-thirds vote of those present and voting shall be necessary for adoption.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

Rules of Robert's Rules of Order Newly Revised Edition shall govern in all cases wherein they do not conflict with the rules of this organization.