

BY-LAWS

KEY WEST WOMAN'S CLUB

ARTICLE I - NAME

The name of this organization shall be the **KEY WEST WOMAN'S CLUB**, hereinafter referred to as **THIS CLUB**.

ARTICLE II - OBJECT

The object of this Club shall be to promote civic improvement and public welfare in the community and to operate as a nonprofit organization.

ARTICLE III – MEMBERSHIP

It is the responsibility of members to pay all dues and fees promptly and to attend club and relevant committee meetings.

Members should contribute 15 hours annually excluding monthly meetings and complete a personalized Volunteer Hours summary in a timely manner.

Members should familiarize themselves with the club bylaws, parliamentary procedure, and Department and Committee activities and responsibilities.

SECTION 1. CLASSES. Membership in this Club shall be of three classes: **Active, Honorary** and **Life**.

A) **Active** members shall be in good standing in this Club, may vote and hold office, and shall consider themselves in honor bound to support and participate in the purpose and activities of the Club.

B) **Honorary** membership may be conferred on those members who have contributed greatly by service or merit, by a 2/3 vote of the Board of Directors and a majority vote of the Club, of those present and voting. They shall pay no dues, and have voice and vote.

C) **Life** membership may be given to any member by a 2/3 vote of the Board of Directors and a majority vote of the Club, of those present and voting. Life members shall have voice and vote. Life Membership dues shall be determined by the Board of Directors and voted on by the membership. There shall be no more than three (3) life memberships given in each Club year. Those members holding life memberships as of 10/01/80 shall not be required to pay any additional amount.

SECTION 2. ADMISSION

A) **Any person** interested in the object of this Club may apply for membership by being sponsored by one active member and endorsed by another member in good standing. Sponsors must have known the applicant for a period of one year and the prospective member must have attended three (3) regular meetings and must have volunteered in club activities a total of ten (10) hours (i.e., Fantasy Fest, Bayshore, House, etc.).

- B) **The application** shall be presented to the Membership Chairman for review, after which it shall be presented to the Board of Directors.
- C) **Members** sponsoring potential new members shall have explained the History of the Key West Woman's Club, reviewed with potential members the goals, mission, activities and non-profit(s) supported by the Club and reviewed with the members their responsibilities of membership in supporting Club activities. Sponsors should contact their potential members monthly for a minimum of three (3) meetings.
- D) **Vote:** The application shall be presented to the Board of Directors to be approved by a 2/3 vote of those present and voting.
- E) **The Board** shall recommend the election to membership to the Club, and by a majority vote, membership granted.
- F) **By Transfer:** A member in good standing of a Club which is an Active or Associate Member of the General Federation of Women's Clubs (GFWC) may apply directly to the Board of Directors, which by a majority vote shall accept the transferee as a member. Transferees shall pay the full dues required.

SECTION 3. LOSS OF MEMBERSHIP

- A) **RESIGNATION.** A member in good standing who wishes to resign shall do so in writing to the Recording Secretary.
- B). **DISMISSAL.** A member who is found by the Board of Directors to be guilty of misconduct may be dismissed from membership in the Club by a 2/3 vote of those Board members present and voting.
- C) **SUSPENSION.** If a member fails to pay the required dues according to these By-Laws, that member is automatically suspended from membership.
- D) **TRANSFER.** Should a member in good standing in this Club wish to transfer to a Club which is an Active or Associate Member of the GFWC, this Club shall furnish her with proper credentials for transfer upon request.

SECTION 4. REINSTATEMENT. Any member who resigned or was suspended for nonpayment of dues, may be reinstated by making application to the Membership Committee Chair. The former members will be given the opportunity to pay dues in arrearage, and have their membership reinstated.

SECTION 5. PRIVILEGES OF MEMBERSHIP. Active members paying full dues, and all Life and Honorary members shall have the right to vote, make motions, be elected to office and participate fully in all activities of this Club.

SECTION 6. DUES. The annual dues for all Active members shall be due July 1st annually, and if not paid by December 1st shall be delinquent. Membership dues shall be determined by the Board of Directors and voted on by the membership.

SECTION 7. FISCAL YEAR. The Fiscal Year shall be from July 1st to June 30th.

ARTICLE IV – OFFICERS AND DIRECTORS

SECTION 1. The elected officers and directors of this Club shall be a **President**, a **First Vice President**, a **Second Vice President**, a **Recording Secretary**, a **Corresponding Secretary**, a **Treasurer** and a **Director at Large**. The appointed officer shall be a **Parliamentarian**, appointed by the President. The two **immediate Past Presidents** shall serve as Directors. Should either of the immediate Past Presidents decline these automatic positions, the Nominating Committee will slate a Director at Large to be elected for that position.

SECTION 2. Term

A). The officers and directors shall be elected at the meeting in April of the even-numbered years to serve a term of two years, or until their successors are elected.
B). Officers and Directors shall serve no more than three (3) consecutive two (2) year terms in the same position. This prohibition does not apply to the terms served by the Immediate Past Presidents

SECTION 3. QUALIFICATIONS. All elected and appointed officers and directors shall have been members in good standing in this Club at least two years at the time of election or appointment. Officers and directors should demonstrate appropriate leadership and commitment to the Club, e.g., providing 100 hours of volunteer service to the Club and its activities in the two years prior to election or appointment.

SECTION 4. All officers and directors shall assume their duties at the close of the annual AWARDS LUNCHEON or other meeting upon installation.

SECTION 5. ELECTION OF OFFICERS AND DIRECTORS

A. Nominating Committee:

1. Nominating Committee of three to five (3 - 5) members in good standing shall be appointed by the President and approved by the Board of Directors at the January meeting.
2. This Committee shall nominate one (1) member for each elective office.
3. It shall prepare a slate of nominees and shall report at the regular meeting in March. It shall also prepare the necessary ballots.

B. The Election:

1. At the regular meeting in April, the Nominating Committee will present the slate of nominees.
2. Nominations may be made from the floor if consent from the proposed nominee is obtained.
3. If more than one name is nominated for an office, the election shall be by ballot for that office and a majority vote shall elect.
4. If there is only one nominee for an office, that election may be by voice, and a majority vote shall elect.

5. In the event there is a tie vote, or no majority is received by a candidate, the members shall re-ballot until a majority is received, unless candidates should withdraw their names.
6. Tellers shall be appointed by the President at the March meeting.
7. The full report of the tellers in a ballot election shall be read and recorded in the Minutes.
8. There shall be no proxy or absentee voting.

SECTION 6. VACANCIES

- A. In the event of a vacancy in the office of President, or the inability of the President to adequately perform the duties of that office, the First Vice President shall assume that office and duties automatically.
- B. In the event of a vacancy in the office of First Vice President, the Second Vice President shall assume that office and duties automatically.
- C. In the event of a vacancy occurring in the offices of both President and First Vice President, the Second Vice President shall assume the office of President. If this should occur, the Board of Directors may fill these vacancies by a two-thirds (2/3) vote of those present and voting.
- D. All other vacancies shall be filled by a majority vote of the Board of Directors, to serve until the next election.
- E. Any officer having served at least half a term shall be considered as serving a full term for reelection, but if one has served less than half a term, shall be considered as never having served, in consideration for election to office.

ARTICLE V. DUTIES OF OFFICERS AND DIRECTORS

SECTION 1.

A. The President shall:

1. Preside at all meetings of the Club, Board of Directors and Executive Committee.
2. Be the official delegate to all conventions of the General Federation of Women's Clubs (GFWC) and GFWC-Florida.
3. Appoint a Parliamentarian, a Director to serve on the Executive Committee, Chairs of all Departments, Standing Committees and Special Committees not otherwise provided for in the By-Laws.
4. Appoint members of all committees and fill the vacancies in them.
5. Be **ex officio** member of all committees except the Nominating Committee with voice and vote, but shall not be counted in the quorum.

B. The First Vice President shall:

1. Preside at all meetings of the Club and Board of Directors in the absence of the President.
2. Assist the President as may be required or requested.
3. Serve as Program Chairman.

C. The Second Vice President shall:

1. Preside at all meetings in the absence of the President and the First Vice President.
2. Assist the President as may be required or requested.
- 3.. Serve as membership Chairman.

D. The Recording Secretary shall:

1. Record the proceedings of all meetings of the Club and the Board of Directors.
2. Be custodian of the Corporate Seal and all other records not assigned to others.
3. Maintain official minutes of all meetings of the Board and membership of the Club, as required by these By Laws and by state and federal regulation.

E. The Corresponding Secretary shall:

1. Communicate appropriate information and notices to members as directed by the President (or her designee) by electronic transmittal, or other standard means of communication.

F. The Treasurer shall:

1. Be official custodian of all funds of the Club.
2. Establish with Executive Committee/Board input, fiscal policies and procedures for board and committee chairs guidance.
3. Serve as a member of the Finance Department

G. The Past Presidents shall:

1. Serve as a member of at least one Department.
2. Provide continuity of leadership and support to the current President

H. The Parliamentarian shall advise the President, other Officers, Directors, members and committees on correct procedures, especially when requested. She shall be familiar with the By-Laws and Standing Rules of the Club and with the basic rules of parliamentary procedure in the adopted authority, Robert's Rules of Order.

I. The Directors shall serve as members of the Board of Directors and assume such other duties as directed by the President of the Board.

SECTION 2. REPORTS. All Department and Committee Chairs shall make written report by June 30th.

SECTION 3. OFFICER'S FILES. Officers, Directors, Department and Committee Chairs shall keep up to date files of their work, plans, achievements and recommendations and deliver them to their successors by June 30th.

ARTICLE VI - MEETINGS

SECTION 1. REGULAR MEETINGS of the Club shall be held on the first Wednesday of each month from October through April unless changed by a two-thirds (2/3) vote of the Board of Directors and approved by the Club membership.

SECTION 2. SPECIAL MEETINGS of the Club may be called by the President upon request of the Board of Directors or a written request of five (5) or more

members of the Club. Written notice, or other accepted means of communication of the special meeting shall be given at least 21 days before the meeting. Only such business as stated in the notice can be transacted in a special meeting.

SECTION 3.

Fifty (50) members shall constitute a QUORUM of this Club.

ARTICLE VII - BOARD OF DIRECTORS

SECTION 1. COMPOSITION: The Board of Directors shall consist of the President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, Treasurer, the two immediate Past Presidents, the Director at Large and the Chairs of Departments. The Parliamentarian shall be a non-voting member, except by ballot vote.

Standing Committee Chairs shall serve as **Advisory Board** members. The Executive Committee may appoint any Special Committee Chair to the Advisory Board at its discretion.

SECTION 2. EXECUTIVE COMMITTEE. The Executive Committee shall consist of the President, First Vice President, Second Vice President, Treasurer, Recording Secretary and one Director.

Duties of the Executive Committee: The Executive Committee may act for the Board between meetings of the Board, in the management of the business and affairs of this Club. Minutes of the Executive Committee meetings shall be taken and presented to the full Board as required. The Executive Committee shall appoint the members of the Audit Committee.

SECTION 3. The Board of Directors shall:

- A) Transact the general business of the Club between meetings.
- B) Approve applications for membership.
- C) Fill vacancies according to Article IV.
- D) Change the meeting date of the Club by two-third (2/3) vote.
- E) Approve the Year's plan of work and programs for the Departments and Standing Committees.
- F) Take action on Club matters during the months of May through September. Important actions taken in these interim months shall be reported to the Club at the October meeting.
- G) Approve the budget at its September meeting and submit it to the Club at its October meeting for adoption.
- H) Maintain fiscal policies and procedures for board, department and committee chairs guidance.

SECTION 4. Regular Meetings of the Board of Directors shall be once a month unless otherwise voted by the Board. Special Meetings may be called by the President or by three (3) members of the Board. Every Board member must be notified by email (receipt requested), U.S. Mail or telephone.

SECTION 5. The Quorum for all meetings of the Board shall be seven (7) members, provided the President or a Vice President is present. A simple majority of the Executive Committee shall constitute a quorum.

SECTION 6. A member of the Board absent for three (3) consecutive meetings without an unavoidable excuse shall create a vacancy in that office. Excuses for absences shall be given and approved by the President before each meeting.

SECTION 7. Board members shall serve no more than three (3) consecutive two (2) year terms in the same position.

SECTION 8. The Advisory Board shall provide club history, information and resources to the Board of Directors, when requested by the Officers or Board of Directors.

ARTICLE VIII • DEPARTMENTS AND COMMITTEES

SECTION 1. The DEPARTMENTS of this Club shall be House/Grounds, Community Affairs, Finance and Hospitality.

SECTION 2. The **STANDING COMMITTEES** of this Club shall be By-Laws, Nominating, Audit, Membership, Publicity and Development.

The **SPECIAL COMMITTEES** of this Club are specific committees reflecting the needs of our operations. Chairs of these committees report to 1st vice president or President as directed.

SECTION 3. The DUTIES of the Departments shall follow the general scope pertaining to their specific areas, as outlined, and by local needs.

A. The House/Grounds Department shall be responsible for all rentals and maintenance of the Clubhouse.

B. The Community Affairs Department shall have the duties of organizing promotional events, write and edit news releases and manage friendly contacts with businesses and government officials on behalf of the Club.

C. The Finance Department shall be composed of a Chair, the Treasurer and two (2) other members. It shall prepare a budget to be approved by the Board of Directors and adopted by the Club membership. All standing and special committee chairs shall provide budgets and fiscal accountability to Finance Department

D. The Hospitality Department shall be responsible for hostesses and refreshments for club activities.

Section 4. The DUTIES of the Standing Committees

A) **The By-Laws Committee** shall consist of three-five (3- 5) members whose duties shall be to study the By-Laws and standing rules of the Club, consider needs for amendments and present them to the Board of Directors for approval and to the Club for adoption.

B) Nomination of the Officers will be made by a **Nominating Committee**, as per Article IV, Section 5A. The chair and membership is selected and appointed by the President and approved by the Board of Directors at the January meeting.

C) **The Audit Committee** shall consist of three (3) members, only one of whom may be on the Board of Directors. The Auditors shall review the Treasurer's records at least once a year, and at such other times as may be requested by the President or the Board of Directors. The Chair shall submit a written report to the Club for adoption.

D) **The Membership Committee**, with the Second Vice President as Chairman, shall receive and review applications for all names proposed for membership. It shall present its recommendations to the Board for approval and then to the Club for election to membership.

E) **The Publicity Committee** shall be responsible for securing adequate publicity and keep a record of news items, programs and activities of the Club. The chair of the Community Affairs Department shall be a member of this Committee.

F) **The Development Committee** shall plan its year's projects for raising money for the Club and present it to the Board for approval.

SECTION 5. The President shall be ex officio member of all committees except the Nominating Committee, and must be notified of all committee meetings. All members of a committee must be notified by email (receipt requested), U.S. Mail or telephone of each committee meeting and a majority of the committee must be present to be a legal meeting of the committee.

SECTION 6. REPORTS AND FILES shall be kept by all Department and Committee Chairs and shall contain proper correspondence, plans of work, copies of reports and recommendations for the next committee or Chair. These files shall be delivered by Chairs to their successors within ten (10) days after completing their terms. PROGRESS REPORTS shall be given at meetings as requested by the President.

SECTION 7. EXPENDITURES.

A. Board approval is required for all Executive, Department and Standing Committee expenditures. Select Committees, if applicable, requiring a budget must receive approval annually by the Board in advance of expenditures.

B. Expenditures made by Members without prior approval will be considered a donation to the KWWC.

ARTICLE IX • DELEGATES

The President shall be the official delegate to all conventions where representation of the Club is required. The number of the other delegates allowed shall be elected by a plurality vote, by ballot, or other such method as shall be voted by the Club. The President shall appoint alternates as necessary.

ARTICLE X - PARLIAMENTARY AUTHORITY

The newly revised By-Laws shall govern the proceedings of this Club in all cases. Meetings shall be governed by Robert's Rules of Order, Newly Revised.

ARTICLE XI . DISSOLUTION

In the event of dissolution of this Club for any reason, all assets remaining after payment of expenditures shall be distributed to such organizations qualified for tax exemption, and in accordance with the object of this Club. None of the funds shall be distributed to any individual member. The distribution of remaining funds shall be according to the IRS Section 501 (c) (3), or amendments thereto.

ARTICLE XII. AMENDMENTS

These By-Laws may be amended at any regular meeting or special meeting by a two-thirds (2/3) vote of the members present and voting, provided written notice by email or, U.S. Mail shall have been given at least thirty (30) days prior to the meeting. Members who do not have email addresses shall be sent notification by US mail.

These By-Laws
Revised March 3, 1981
Revised August 11, 1998
Revised November 2008
Revised March 2, 2011
Revised October 3, 2012
Revised March 2, 2016