

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 non-profit 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 and parliamentary procedure.

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 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 majority vote of the Board of Directors. 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 or 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. There shall be a probationary period of twelve (12) months after induction.

F) **By Transfer:** A member in good standing of another Federated Club with proper credentials 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. A majority vote of the Board of Directors shall accept the resignation.
- B) **SUSPENSION.** If a member fails to pay the required dues according to these By-Laws, that member is automatically suspended from membership.
- C) **TRANSFER.** Should a member in good standing in this Club wish to transfer to another Federated Woman's Club, 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 and be voted on as a new member.

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, payable on or before January 1st. If not paid by December 1st shall be delinquent; if not paid by January 15th, membership is forfeited. 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

SECTION 1. The elected officers of this Club shall be a **President, a First Vice President, a Second Vice President, Recording Secretary, Corresponding Secretary and Treasurer. Two Directors** shall be elected. The appointed officer shall be a **Parliamentarian**, appointed by the President.

SECTION 2. The officers 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.

SECTION 3. QUALIFICATIONS. All elected and appointed officers shall have been members in good standing in this Club at least one year at the time of election.

SECTION 4. All Officers shall assume their duties at the close of the annual meeting and installation in May.

SECTION 5. ELECTION OF OFFICERS

A. Nomination Committee:

- 1. Nomination Committee of three (3) 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 Nomination 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. Absolutely 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, a special election may be held to elect a First and Second Vice President, or 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 of office.

ARTICLE V. DUTIES OF OFFICERS

SECTION 1.

A. The President shall:

1. Preside at all meetings of the Club and Board of Directors.
2. Be the official delegate to all conventions.
3. Appoint a Parliamentarian, three Auditors, Chairmen of all Departments and Standing 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. Serve as Program Chairman.
3. Be responsible for compiling and distribution of the Yearbook.
4. Assist the President when requested.

C. The Second Vice President shall:

1. Preside at all meetings in the absence of the President and the First Vice President.
2. Serve as membership Chairman.
3. Assist the First Vice President in compiling the Yearbook.

D. The Recording Secretary shall:

1. Record the proceedings of all meetings of the Club and the Board of Directors.
2. Keep a complete file of all reports and records of the Club's activities in proper sequence.
3. Submit a copy of the Minutes of each meeting to the President as soon as possible to aid her in preparation of the next agenda.
4. Be custodian of the Corporate Seal and all other records not assigned to others.

E. The Corresponding Secretary shall:

1. Conduct the general correspondence of the Club with a copy to the President.
2. Keep a file on all correspondence.
3. Prepare and send all notices as required.

F. The Treasurer shall:

1. Be custodian of all funds of the Club.
 - a) Establish with Executive Committee/Board input, fiscal policies and procedures for board and committee chairs guidance.
2. Keep an accurate account of all receipts and disbursements.
3. Pay bills according to signed vouchers.
4. Serve as a member of the Budget and Finance Committees.
5. Submit a report at each meeting of Club and Board of Directors.
6. Submit an annual report at the April meeting.
7. Submit all books and records necessary for audit when directed.

G. The Parliamentarian shall advise the President, other Officers, 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.

H. The Auditors shall audit 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 Chairman shall submit a written audited report to

the Club for adoption.

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

SECTION 2. REPORTS. All elected and appointed Officers shall make written report in triplicate at the April meeting of the Club, and at other meetings of the Club and Board when directed by the President.

SECTION 3. OFFICER'S FILES. Officers, Directors and Standing Committee Chairman shall keep up to date files of their work, plans, achievements, and recommendations and deliver them to their successors within 10 days after leaving their offices.

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 or 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, provided written notice 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. Annual reports are due at the April meeting, and election of officers shall be held at the April meeting in the even numbered years.

SECTION 4. Fifteen (15) 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, two Directors, the immediate Past President, and the Chairmen of Departments and Standing Committees. The Parliamentarian shall be a non-voting member, except by ballot vote.

SECTION 2. 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 for emergency reason 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 for approval.
- 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 and committee chairs guidance.

SECTION 3. 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 4. The Quorum for all meetings of the Board shall be seven (7) members, provided the President or a Vice President is present.

SECTION 5. 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.

ARTICLE VIII • DEPARTMENTS AND COMMITTEES

SECTION 1. The DEPARTMENTS of this Club shall be Conservation, Education, Home Life, International Affairs and Public

Affairs.

SECTION 2. The STANDING COMMITTEES of this Club shall be By-Laws, Finance, Grounds, Hospitality, House, Membership, Publicity, Ways and Means and such others as may be found necessary.

The SPECIAL COMMITTEES of this Club are specific committees that may be found necessary pertaining to local needs.

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

The DUTIES of the Standing Committees:

- A) The By-Laws Committee shall consist of three (3) members whose duties shall be to study the By-Laws and standing rules of the Club and consider needs for amendments and present them to the Club for adoption.
- B) The Finance Committee shall be composed of a Chairman, 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.
- C) **The Grounds Chairman** shall supervise plantings and maintenance of the grounds.
- D) **The Hospitality Chairman** shall be responsible for hostesses and refreshments.
- E) **The House Chairman** shall be responsible for all rentals and maintenance of the Clubhouse.
- F) **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.
- G) **The Publicity Chairman** shall be responsible for securing adequate publicity and keep a book of news items, programs and activities of the Club.
- H) **The Ways and Means Committee** shall plan its year's projects for raising money for the Club and present them to the Board for approval. This Committee shall include subcommittees for any fund raising project or activity.

SECTION 4. 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 5. REPORTS and FILES shall be kept by all Department and Committee Chairmen and shall contain proper correspondence, plans of work, copies of reports and recommendations for the next committee or chairman. These files shall be delivered by chairman to their successors within ten (10) days after completing their terms. PROGRESS REPORTS shall be given at meetings as requested by the President.

SECTION 6. Expenditures. 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.

SECTION 7. Expenditures made by Members without prior approval will be considered a donation to the KWWC.

ARTICLE IX • DELEGATES

SECTION 1. The President shall be the official delegate to all conventions where representation of the Club is required. They 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.

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 (receipt requested) or, U.S. Mail shall have been given at least thirty (30) days prior to the meeting.

These By-Laws Revised March 3, 1981,

Revised August 11, 1998,

Revised November 2008,

Revised March 2, 2011

Revised October 3, 2012