

BY-LAWS

KEY WEST WOMAN'S CLUB

ARTICLE I - NAME

The name of this nonprofit 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 while preserving the Hellings Curry Museum, an historic structure at 319 Duval St Key West FL, for future generations.

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 a minimum of 10 service hours annually excluding attendance at monthly meetings and social events.

Members should familiarize themselves with this 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 this Club.

B) **Honorary** membership may be conferred on those individuals or members who have contributed greatly by service or merit, by a 2/3 vote of the Board of Directors and a majority vote of this Club, of those present and voting. They shall pay no dues, and have no voice or 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 this Club, of those present and voting. Life membership is automatically awarded to Past Presidents. Life members are not required to pay dues and shall have voice and vote.

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 six (6) months and the prospective member must have attended three (3) regular meetings and must have volunteered in club service activities, excluding monthly meetings and social events, a total of ten (10) hours.

B) **The application** shall be presented to the Membership Chairman for review, after which it shall be presented to the Board of Directors to be approved by a 2/3 vote of those present and voting.

C) **The Board** shall recommend the election to membership to this Club, and by a majority vote, membership granted.

D) **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 notify the 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. 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 6. FISCAL YEAR. The Fiscal Year shall be from July 1st to June 30th.

ARTICLE IV – OFFICERS AND DIRECTORS

SECTION 1. A. The elected officers and directors of this Club shall be a **President**, a **First Vice President**, a **Second Vice President**, a **Communications Vice President**, a **Secretary**, , a **Treasurer** and a **Director at Large**.

B. The two **immediate Past Presidents** shall serve as directors. Should either of the immediate Past Presidents be unable or unwilling to accept these automatic

positions, the President will appoint a member who has previously served as an Officer on the Club's Board of Directors.

SECTION 2. Term

A). The officers and directors shall be elected and installed 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 this Club.

SECTION 4. CONFLICT OF INTEREST. Members of the Board are required to annually disclose to the Board of Directors any personal financial or professional activities or interests that may be in conflict, or create the appearance of conflict, with the purposes or policies of this Club. If necessary, a mitigation plan may be developed to resolve a potential, perceived, or real conflict of interest

SECTION 5. ELECTION OF OFFICERS AND DIRECTORS

A. Nominating Committee:

1. Nominating Committee of five (5) members in good standing, including Past Presidents, shall be appointed by the President and approved by the Board of Directors at the January meeting. The Chair of the Nominating Committee shall be determined by these committee members.

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.

4. In March, upon the report of the Nominating Committee, other nominations may be made from the floor if consent from the proposed nominee is obtained.

B. The Election:

1. At the regular meeting in April, the Nominating Committee will present the slate of nominees.

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. The Nominating Committee shall prepare the necessary ballots.

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 this 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. Assure 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.
3. Appoint 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. Appoint a Parliamentarian.
6. 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 this Club and Board of Directors in the absence of the President.

2. Assist the President as may be required or requested.

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.

D. The Secretary shall:

1. Record the proceedings of all meetings of this 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 Communications Vice President shall:

1. Communicate appropriate information and notices to members and the public as directed by the President (or her designee) by all appropriate standard means of communication.

2. Serve as Board Liaison to the Marketing Publicity Department

F. The Treasurer shall:

1. Be official custodian of all funds of this 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 Committee

4. Assure that this club has an external audit every two (2) years, or as required by state regulations.

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 Directors (Past Presidents and Director at Large) shall:

1. Serve as members of the Board of Directors

2. Chair and/or serve on at least one (1) Department or Committee,

3. Assume such other duties as directed by the President of the Board.

ARTICLE VI - MEETINGS

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

SECTION 2. SPECIAL MEETINGS of this 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 this 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. Quorum and Voting Majority

1. Fifty (50) members shall constitute a QUORUM of this Club.
2. Unless specifically required by the ByLaws, a simple majority of members is required to approve the business placed before it.

ARTICLE VII - BOARD OF DIRECTORS

SECTION 1. COMPOSITION: The Board of Directors shall consist of the President, First Vice President, Second Vice President, Secretary, Communications Vice President, Treasurer, the two immediate Past Presidents, the Director at Large and the Chairs of Departments. All have voice and vote.

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

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.

SECTION 3. The Board of Directors shall:

- A) Transact the general business of this Club between meetings.
- B) Approve applications for membership.
- C) Fill vacancies according to Article IV.
- D) Change the meeting date of this 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 this Club at the October meeting.
- G) Approve the budget at a Board of Directors meeting and submit it to this Club at its next monthly meeting for adoption.
- H) Maintain fiscal policies and procedures for board, department and committee chairs guidance.

SECTION 4. The Parliamentarian shall advise the President, other Officers, Directors, members and committees on correct procedures. The Parliamentarian shall be familiar with the By-Laws and Standing Rules of this Club and with the basic rules of parliamentary procedure in the adopted authority, Robert's Rules of Order. The Parliamentarian attends Board meetings to provide consultation on correct procedures, but is not a member of the Board.

SECTION 5. 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 or other electronic messaging (receipt requested), U.S. Mail or telephone.

SECTION 6. 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 7. 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 8. Board members shall serve no more than three (3) consecutive two (2) year terms in the same position.

ARTICLE VIII • DEPARTMENTS AND COMMITTEES

SECTION 1. The DEPARTMENTS of this Club shall be 1) House/Grounds, 2) Marketing/Publicity, 3) Events, 4) Membership and 5) Museum

SECTION 2. The STANDING COMMITTEES of this Club shall be 1)By-Laws, 2)Nominating,3)Finance and 4)Community/Volunteer Services .

SECTION 3 The **SPECIAL COMMITTEES** of this Club are specific committees reflecting the needs of our operations and are convened as needed for activities such as community volunteer services, fundraising projects or grant writing. Chairs of these committees' report to First vice president or President as directed.

SECTION 4. 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 Marketing/ Publicity Department shall have the duties of organizing promotional events, writing and editing news releases and managing contacts with businesses and government officials on behalf of this Club. Marketing/ Publicity shall be responsible for securing adequate publicity, and keeping records of news items, programs and activities of this Club.

C. The Events Department shall be responsible for coordinating social activities and events sponsored by this Club.

D. The Membership Department shall receive and review applications for all names proposed for membership. It shall present its recommendations to the Board for approval and then to this Club for election to membership. It shall collect dues, maintain information on each member and provide other required functions.

E. The Museum Department shall organize all public facing activities of the Hellings Curry Museum, and keep record of required statistics and activities regarding visitors and Museum usage.

Section 5. The DUTIES of the Standing Committees shall follow the general scope pertaining to their specific areas, as outlined, and by local needs.

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 this 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 are selected and appointed as per Article IV, Section 5A.

C) **The Finance Committee** 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 the Finance Department. The Finance Committee 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 Committee shall review any external audit reports and present the findings of these audits to the Board.

SECTION 5. The President shall be ex officio member of all committees except the Nominating Committee, and must be notified of all committee meetings.

SECTION 6. 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 - 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 X. 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 XI. 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 shall have been given at least thirty (30) days prior to the meeting.

Revised March 3, 1981
Revised August 11, 1998
Revised November 2008
Revised March 2, 2011
Revised October 3, 2012
Revised March 2, 2016
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