

**BYLAWS  
of  
Woman's Club of Lacey, Inc.**

**ARTICLE I – NAME**

In accordance with the Articles of Incorporation dated 1966, the legal name of the corporation is the **Woman's Club of Lacey, Inc.** and is hereinafter referred to as the "Club." Said Club is a constituent division of the New Jersey State Federation of Women's Clubs (NJFWC) and the General Federation of Women's Clubs (GFWC). Said Club was organized January, 1965; federated February, 1965 and incorporated 1966.

**ARTICLE II – OBJECT**

In accordance with the Articles of Incorporation of the Woman's Club of Lacey, Inc., dated 1966, the Corporation is organized exclusively for charitable, educational, and civic purposes, including, for such purposes, the making of distribution to organizations under 501(c)(3) of the Internal Revenue Code of the corresponding section of any future Federal tax code.

**ARTICLE III – MEMBERS**

- Section 1. Membership in the Club shall be open to any applicant residing in Lacey Township or its surrounding area who desires to promote the objective of the Club outlined by two classes of membership: Active and Honorary.
- Section 2. Active Membership – The applicant for Active membership shall be required to attend one (1) General Meeting and commit to a community service program or standing committee of her choice before being considered for membership. The applicant shall submit to the Membership Chairman a completed application and applicable dues. The application shall be presented to the Executive Committee for approval. Upon approval, the 3rd Vice President shall notify the applicant of her acceptance and dues payment will be processed.
- Section 3. Lifetime Honorary Membership – Upon recommendation of the Executive Committee, a lifetime honorary membership (herein referred to as an Honorary member) may be conferred by two thirds (2/3) vote of the membership in attendance for a long-standing member who may no longer be able to physically attend meetings. An honorary member shall not pay dues, have a right to vote, or make motions.

**ARTICLE IV – DUES AND FINANCE**

- Section 1. Fiscal Year – The Fiscal Year of the Club shall be September 1 through August 31.
- Section 2. Annual Dues – The dues for Active members are established by the general membership of the Club and are as noted in the Standing Rules and include GFWC and NJSFWC dues. Dues are payable no later than the March meeting each year. Dues will be considered delinquent after the March General Meeting and the member shall then be terminated. Should the member desire to be reinstated, she shall be charged a ten dollar (\$10) reinstatement fee, together with current/back dues.
- Section 3. The President, Vice President, Treasurer and one of the remaining members of the Executive Committee shall be authorized to sign checks. Two signatures shall be required.
- Section 4. Each year the proposed budget shall be prepared by a committee appointed by the President. The proposed budget shall be read at the September General Meeting for membership approval.

**ARTICLE V – OFFICERS AND ELECTIONS**

- Section 1. The elected officers of the Club shall be **President, 1st Vice President, 2nd Vice President, 3rd Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Financial Secretary, and Federation Secretary** and they shall be known as the **Executive Committee**. Their term of office shall begin at the close of the Annual Meeting in June. The immediate Past President shall assume the office of Federation Secretary and serve on the Executive Committee. By majority vote, the Executive Committee shall have the power to fill vacancies on the Executive Committee. By majority vote, the Executive Committee shall have the power to fill vacancies on the Executive Committee until the next Annual Meeting.
- Section 2. Any member in good standing shall be eligible to serve as an officer providing, she has been a member in good standing and has been identified by the Executive Committee as a viable candidate and has qualifications for the position.
- Section 3. Elections shall be conducted at the May meeting in even numbered years, and each officer shall hold office-for-a term of two years.
- Section 4. Elections shall take place at the May meeting and shall be by ballot if more than one candidate for the same election office; if candidates are unopposed, the election may be by voice vote. There shall be no proxy voting.
- Section 5. If a vacancy occurs in the office of President, the First Vice President shall become President. If a vacancy occurs in

the office of First Vice President, the Second Vice President shall perform the duties of that office. By majority vote, the Executive Committee shall have the power to fill vacancies of the Executive Committee until the next Annual Meeting.

Section 6. Nominating Committee:

- A. The Nominating Committee shall be appointed by the Executive Committee and shall consist of five (5) members: two (2) selected from the Executive Committee and three (3) selected from the General Membership. This committee shall serve from January 1 through the April General Meeting in even numbered years. The Chairperson shall be designated by majority vote of the five (5) member committee.
- B. The Nominating Committee shall present a single slate of officers at the March General Meeting in even numbered years. Following the reading of the slate, nominations may be made from the floor.

Section 7. Officers shall be installed at the Annual (June) Meeting in even numbered years, and the two-year term of office shall begin at the close of the Annual (June) Meeting.

**ARTICLE VI – DUTIES OF OFFICERS**

In addition to being responsible for her duties as outlined in Article VI, each officer shall perform such other duties as outlined in these Bylaws and the parliamentary authority.

Section 1. The President shall:

- A. Preside at all meetings of the Club, including the Executive Committee and Board.
- B. Appoint Community Service Program Chairpersons, Standing and Special Committee Chairpersons and Co-Chair for the annual yearbook revision.
- C. Appoint a Parliamentarian or Parliamentary Advisor who shall advise the Board with no privilege of participating in debates or voting.
- D. Be the official delegate of the Club at meetings of the District, State and General Federations.
- E. Provide a copy of the agenda for the meeting to the Recording Secretary prior to each meeting.
- F. Be ex-officio member of all committees except the Nominating Committee and Financial Review Committee.
- G. Be authorized to sign all checks, contracts and obligating documents concerning the Club.
- H. Provide a report to the Club's newsletter prior to each general meeting.

Section 2. The 1<sup>st</sup> Vice President shall:

- A. Preside in the absence or disability of the President. She shall also assume the office of President if a vacancy occurs in that office.
- B. Serve as Program Chairperson, be responsible for the Club calendar and serve as co-chair of the Club yearbook.
- C. Provide a report to the Club's newsletter prior to each general meeting.

Section 3. The 2nd Vice President shall:

- A. Obtain reports from Community Service Program Chairpersons, Event Chairpersons, Standing Committee Chairpersons and members are required within two (2) weeks of the date that an event is held.
- B. At the end of the year compile the Club reports and submit them to NJSFWC.
- C. Provide a report to the Club's newsletter prior to each general meeting.

Section 4. The 3rd Vice President shall:

- A. Be responsible for all aspects of membership, including processing of applications for membership.
- B. Provide a report to the Club's newsletter prior to each general meeting.

Section 5. The Recording Secretary shall:

- A. Record the minutes of the General and Board meetings and provide copies to the President.
- B. Be custodian of all corporate papers and all records of the Club. She shall retain a file containing a copy of the Certificate of Incorporation, together with copies of Bylaws and Standing Rules. She shall maintain an up-to-date list of all Community Service Programs, Standing and Special Committees.

Section 6. The Corresponding Secretary shall:

- A. Attending to correspondence as directed by the President and review any and all correspondence before being sent out by the Club.
- B. Be authorized and responsible to pick up mail, open it, and forward same to proper officers and chairpersons.
- C. Provide the Recording Secretary with a list of all correspondence since the last meeting.
- D. Provide a report to the Club's newsletter prior to each general meeting.

Section 7. The Treasurer shall:

- A. Be custodian of all Club monies and utilize the services of such banking institutions as the Executive Committee shall direct in the name of the *Woman's Club of Lacey, Inc.*
- B. Receive and deposit all funds, including payments for luncheons and events. She shall receive the annual dues from the Financial Secretary.
- C. Be responsible for paying all bills upon authorization. All checks issued require two (2) signatures; namely two of

the following: President, First Vice President, Second Vice President and/or Treasurer.

- D. Keep an accounting of all receipts and disbursements and submit detailed monthly reports to the Executive Committee, Board, and general membership. A copy of these reports shall be provided to the President and Recording Secretary, and she shall keep an additional copy in her permanent file.
- E. Make an annual report to the Club at the October General Meeting.
- F. Submit all books and papers to the Financial Review Committee no more than forty-five (45) days after the close of the fiscal year.
- G. Prepare and file the State of NJ and IRS filings.
- H. In even numbered years be responsible for ordering the Past President' pin for presentation at the installation held at the Annual Meeting.

**Section 8.** The Financial Secretary shall:

- A. Assist the Treasurer by being responsible for the collection of dues.
- B. Keep an up-to-date list of all members.
- C. Complete applications for all Club gaming licenses, display the license at all events, and file reports pertaining to licenses.
- D. Send a reminder letter to unpaid members immediately following the March General Meeting.
- E. Provide a report to the Recording Secretary prior to each general meeting.

**Section 9.** The Federation Secretary shall:

- A. Have charge of all incoming information regarding State Federation correspondence, including convention information.
- B. Fulfill the duties of Federation Secretaries as outlined by the NJSFWC.
- C. Provide a report to the Club's newsletter prior to the general meeting.

**ARTICLE VII – MEETINGS**

**Section 1.** General Meetings shall be held on the second Wednesday of each month beginning with the September meeting and ending after the June meeting unless otherwise authorized by the Executive Committee. These meetings shall be held as prescribed in Standing Rule No. 1.

**Section 2.** The General Meeting in June shall be known as the Annual Meeting and shall be for the purpose of receiving reports of officers and committees and for other necessary business related to the membership, and the installation of officers in even numbered years.

**Section 3.** Meetings of the Board are held the first Tuesday of the month; however, special meetings of the Board may be called by the President. (See Standing Rule No. 3.)

**Section 4.** Special meetings of the general membership may be called by the President or by the Board and shall be called upon the written request of twelve (12) members of the Club. The purpose of the meeting shall be stated in the Call. Except in cases of emergency, at least five (5) days' notice shall be given.

**Section 5.** Quorum. Forty (40) members present and voting constitute a quorum at a General Meeting; twelve (12) members present constitute a quorum at a Board Meeting.

**ARTICLE VIII – EXECUTIVE COMMITTEE and BOARD**

**Section 1.** The Executive Committee shall consist of the elected officers and Federation Secretary. The Parliamentarian shall serve as an adviser to the Executive Committee.

**Section 2.** The Executive Committee shall have general supervision of the affairs of the Club between meetings.

**Section 3.** The Board shall consist of the Executive Committee and one chairperson of each Community Service Program, Standing and Special Committees. These members are known as the voting membership of the Board. A quorum consists of twelve (12) Board members present at a Board Meeting.

**Section 4.** The Executive Committee and Board shall hold regular meetings the first Tuesday of each month or at a time and place recommended by the President. (Standing Rule Nos.-2 and 3.)

**Section 5.** Special meetings of the Executive Committee may be called by the President or may be called upon the written request of three (3) Executive Committee members. All members of the Executive Committee must be contacted, and the purpose of the meeting stated. Except in cases of emergency, at least two (2) days' notice shall be given.

**Section 6.** The Executive Committee and Board shall transact all routine business of the Club, create special committees, authorize the acceptance of all applications for membership, authorize memoriam gifts for deceased members, authorize payment of registration fees for those voting delegates attending NJSFWC Convention, appoint the Financial Review Committee, Nominating Committee, and fill vacancies of elected officers.

**Section 7.** Each officer and chairperson, when their term of office is completed, shall surrender to her successor all property belonging to her office or department following the June meeting and before the Executive Committee meets in July.

Section 8. The Executive Committee shall remove any officer who misses three (3) consecutive meetings of the Executive Committee without valid reason.

Section 9. Perform such other duties as are specified in these Bylaws.

#### **ARTICLE IX – DEPARTMENTS AND COMMITTEES**

The President shall appoint all Chairpersons of Community Service Programs, Standing and Special Committees.

#### **ARTICLE X – AMENDING THE BYLAWS**

These Bylaws may be amended by a two-thirds (2/3) favorable vote of the members present and voting at any general meeting of the Club, provided the proposed amendments have been presented at the previous general meeting or sent to the membership via regular mail or internet at least seven days prior to the meeting. Proposed amendments to these Bylaws without previous notice shall require a unanimous vote. Voting by proxy is not permitted. Amendments to these Bylaws shall become effective at the adjournment of the meeting at which they are adopted unless otherwise provided.

#### **ARTICLE XI – PARLIAMENTARY AUTHORITY**

The current edition of *Robert's Rules of Order Newly Revised* shall govern this Club in all cases to which they are applicable and in which they are not inconsistent with the Club's Bylaws and any special rules of order the Club may adopt. The role of the Parliamentarian, or one acting as Parliamentarian, is an advisory and consultative one and maintains a position of impartiality and does not make motions, participate in debates, or vote on any question except in the case of ballot vote. Unlike the presiding officer, the Parliamentarian cannot temporarily relinquish her position in order to exercise such rights.

#### **ARTICLE XII – DISSOLUTION**

In accordance with the Articles of Incorporation of the Woman's Club of Lacey, Inc., and filed with the Secretary of State in 1966, upon dissolution of this corporation, the Treasurer at the direction of the Executive Committee shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organization organized and operated exclusively for charitable, education, or civic purposes, shall at the time qualify as an exempt organization or organizations under Section 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code as the members shall determine. Any such assets not so disposed of shall be disposed of by the Chancery Division, Superior Court of New Jersey, exclusively for such purposes or to such organization a said Court shall determine.