

**BYLAWS of
GFWC Punta Gorda Women's Club, Inc.**

ARTICLE 1 – NAME

In accordance with Amendment to Articles of Incorporation of Punta Gorda Woman's Club, Inc. dated April 25, 2007 and filed with the Secretary of State May 10, 2007, the legal name of the Corporation is: **G.F.W.C. PUNTA GORDA WOMAN'S CLUB, INC.** (also known as GFWC Punta Gorda Woman's Club, Inc.) and herein referred to as the "Club." Said Club is a constituent division of the General Federation of Women's Clubs Florida and the General Federation of Women's Clubs.

ARTICLE II – OBJECT

In accordance with amendment of Articles of Incorporation of Punta Gorda Woman's Club, Inc. dated April 25, 2007 and filed with the Secretary of State May 10, 2007, the Corporation is organized exclusively for charitable, religious, educational and scientific purposes including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

ARTICLE III – MEMBERSHIP

Section 1: Membership in the Club shall be open to any person who desires to promote the objective of the Club as outlined in Article II of these Bylaws.

Section 2: A prospective member shall be eligible for active membership after meeting the requirement of indicating an active interest in the Object (Article II) of the Club by submitting an application.

Section 3: An applicant may be sponsored by an active member. An application form, together with payment for dues, shall be submitted to the Membership Chairperson. Following a review of the application for eligibility and completeness by the Membership Chair, the application will be submitted to the Executive Board (therein referred to as "the Board"). Following a review of the application and a two-thirds (2/3) favorable vote of the Board at a legal meeting, the applicant shall be elected to membership.

Section 4: All members are required to serve on at least one Standing Committee or Community Service Program or actively support the Club's fundraising activities through participation or contributions, as defined in these Bylaws. Additionally, each member is encouraged to complete and submit at least one (1) Service and Activity Sheet each year, which may include activities performed for the Club and those undertaken independently outside the Club's programs, to support the Club's mission of community engagement.

Section 5: EMERITUS

A. Emeritus Membership is a distinguished status granted to members of the GFWC Punta Gorda Woman's Club who have demonstrated exceptional dedication through long-term service. To be eligible for Emeritus Membership, a member must have completed at least twenty-five (25) years of continuous or cumulative active membership in the Club, as verified by the Membership Committee.

B. Privileges

Emeritus Members shall retain all rights and privileges of active membership, including but not limited to voting, attending meetings, participating in Club activities, and holding office, as outlined in these Bylaws. Emeritus Members shall be exempt from the payment of annual dues.

C. Designation Process

- a. Nomination: Any active member may nominate a qualifying member for Emeritus status by submitting a written recommendation to the Membership Committee, including documentation of the nominee's years of service.
- b. Review: The Membership Committee shall verify the nominee's eligibility based on membership records and present a recommendation to the Board of Directors.
- c. Approval: The Board of Directors shall review and approve Emeritus Membership designations by a majority vote at a regular or special meeting.
- d. Notification: Upon approval, the member shall be notified in writing and recognized at the next general meeting or Club event.

D. Maintenance of Status

Emeritus Members are expected to adhere to the Club's Bylaws, policies, and code of conduct. The Board of Directors reserves the right to revoke Emeritus status, by a two-thirds vote, in cases of conduct detrimental to the Club's mission or reputation, following due process as outlined in these Bylaws.

ARTICLE IV – DUES AND FINANCE

Section 1: The Fiscal Year of the Club shall be June 1 through May 31.

Section 2: The annual Club dues for active members are established by the membership and are as noted in the Standing Policies and Procedures (also known as Standing Rules) and GFWC and GFWC Florida dues. Dues are payable at the May meeting each year. If the member's dues are not received by the December meeting, the member will be dropped from membership for non-payment of dues. Members joining on April 1 or later will be considered paid in full for the following membership year.

Section 3: A memorial gift shall be presented to a Library in memory of a deceased member of the Club as authorized by the Board.

Section 4: As a delegate attending GFWC Florida Fall Board and/or Convention, the President, or her alternate, shall have her registration fees reimbursed by the Club. Upon receiving a signed written request, together with the receipt that the fees were paid, the Treasurer shall write a check for reimbursement of fees.

Section 5: A member requesting reimbursement of funds expended for administration purposes shall submit such request to the Board for approval. The request must be on a Requisition Form with receipts attached thereto and signed by the member.

Section 6: All requests for additional funds over one hundred (\$100.00) dollars above those budgeted shall be voted on by the Board.

ARTICLE V – NOMINATIONS, OFFICERS AND ELECTIONS

Section 1: The elected officers of the club shall be a President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary and Treasurer. An Assistant Treasurer may be appointed by the President. In addition to the Immediate Past President and the Parliamentarian, the foregoing officers shall constitute the Executive Board. The Assistant Treasurer shall serve as a non-voting member of the Executive Board, except when acting in the absence of the Treasurer, in which case they shall have full voting rights.

Section 2: Elections shall be conducted at the April meeting in even numbered years and each officer shall hold office for only one term (two years) or until their successors are elected except the Treasurer who may serve two (2) consecutive terms (four (4) years).

Section 3: If a vacancy occurs in the office of the President, the First Vice President shall become the President. If a vacancy occurs in the office of the First Vice President, the Second Vice President shall perform the duties of that office. Vacancies in other offices shall be appointed by the Board to fill the unexpired terms.

Section 4: The President, Treasurer and Assistant Treasurer, if appointed by the President, shall be authorized to sign checks. Only one signature shall be required.

Section 5:

- A. The Nominating Committee shall include a Chairperson and two (2) members and shall be elected as follows: The Chairperson shall be elected by the Board at the Board meeting held in January in even numbered years. Two members shall be elected from the general membership at the general February meeting in even numbered years. Current members of the Board are not eligible to serve on the Nominating Committee.
- B. The Nominating Committee shall present a single slate of officers at the April meeting in even numbered years. Following the reading of the slate, nominations may be made from the floor.

- C. Elections shall be by ballot. The Nominating Committee Chairperson shall be responsible for preparing the ballots. If a candidate is unopposed, the election may be by voice. There shall be no proxy or electronic voting permitted.
- D. Officers shall be installed at the Annual (May) meeting in even numbered years, and the two-year term of office shall begin at the close of the May meeting.

ARTICLE VI - DUTIES OF THE OFFICERS

Section 1: The President shall:

- A. Preside at all meetings of the Club Board.
- B. Appoint Community Service Program (Chairs,) Standing and Special Committee Chairs and an Assistant Treasurer, if necessary.
- C. Appoint a Parliamentarian or Parliamentary Advisor who shall serve on the board with no privilege of voting.
- D. Be the official delegate of the Club at meetings of the District, State and General Federation.
- E. Be ex-officio member of all committees except the Nominating committee and Audit committee.
- F. Prepare a list of program dates for the Club meetings and special events for the following Club year and present them for approval by the Board at either the May or June Board meeting.
- G. Upon approval by the Executive Board, sign all contracts and obligating documents concerning the Club.
- H. Appoint a committee to be responsible for the yearbook, including producing, editing and printing.
- I. Authorize and sign any disbursement of one hundred (\$100.00) dollars and under for non-budgeted items.
- J. Maintain a current record of all Club properties, if any.

- K. Appoint two members to the Punta Gorda Historical Society Board to represent the Club, who will serve until their successors are appointed.
- L. Perform such other duties as outlined in these Bylaws and the parliamentary authority.

Section 2: The First Vice President

- A. Preside in the absence of the President.
- B. Assume the office of President if a vacancy occurs in that office.
- C. Oversee the Chairperson of each Community Service Program. Obtain reports from Community Service Program chairpersons, event chairperson, standing committee chairpersons and members as required within two (2) weeks of the date that an event is held.
- D. Collect all sheets for volunteer hours.
- E. Perform such other duties as outlined in these Bylaws and the parliamentary authority.

Section 3: The Second Vice President shall:

- A. Be Membership Chairperson.
- B. Preside in the absence or disability of the President and First Vice President.
- C. Perform such other duties as outlined in these Bylaws and the parliamentary authority.

Section 4: The Recording Secretary shall:

- A. Record the minutes of the Club and the Board meetings and provide copies to the President and Treasurer.
- B. Be a signatory on all officially accepted minutes and other documents as requested by the President or Treasurer.

- C. Perform such other duties as outlined in these Bylaws and the parliamentary authority.

Section 5: The Corresponding Secretary shall:

- A. Attend to correspondence as directed by the President and the board.
- B. Be Telephone/Email Community Chairperson.
- C. Perform such other duties as outlined in these Bylaws and the parliamentary authority.

Section 6: The Treasurer shall:

- A. Receive and deposit all funds including individual payments for luncheons and member dues.
- B. Be responsible for paying all bills upon authorization.
- C. Keep an account of all receipts and disbursements and submit monthly reports to the Board and the general membership.
- D. Make an annual report to the Club.
- E. Be Chairperson of the Finance Committee.
- F. Submit all books and papers to the auditor no more than fifteen (15) days after the close of the fiscal year.
- G. Be responsible for ordering the Past President's pin.
- H. Perform such other duties as outlined in these Bylaws and the parliamentary authority.

Section 7: The Assistant Treasurer, if appointed by the President, shall:

- A. Be qualified to assume the duties of the Treasurer.
- B. Perform such other duties as outlined in these Bylaws and the parliamentary authority.

ARTICLE VII – MEETINGS

Section 1: Regular meetings of the General Membership shall be held on the first Friday of each month beginning in October and ending after the May meeting unless otherwise authorized by the Board.

Section 2: The General Membership meeting in May shall be known as the Annual Meeting and shall be for the purpose of installing officers in even numbered years, receiving reports of officers and committees and for other necessary business related to the membership.

Section 3: The budget which is prepared by the Finance Committee after the close of the fiscal year (May 31) shall be presented for adoption at the June Board meeting.

Section 4: Special meetings of the general membership may be called by the President, by a majority vote of the Board or upon the written request of at least twelve (12) members or ten percent (10%) of the general membership, whichever is greater. Such requests must be submitted in writing to the Recording Secretary, specifying the purpose of the meeting. The Recording Secretary shall issue a call for the special meeting within seven (7) days of receiving the request or call, and the meeting shall be held within twenty-one (21) days of the request or call. Notice of the special meeting, including the date, time, place, and purpose, shall be provided to all members at least five (5) days in advance. No business other than that specified in the notice may be transacted at the special meeting.

Section 5: Quorum: Fifteen (15) members of the Club shall constitute a “quorum.”

ARTICLE VIII – EXECUTIVE BOARD

Section 1: The Executive Board shall consist of the elected officers, immediate Past President and Parliamentarian. These individuals, together with one chairperson of each Community Service Program listed in these Bylaws shall be known as “the voting membership of the Board.” Chairpersons of standing and ad hoc committees may be called to a Board meeting at the discretion of the President, if their presence is required to give information. These Chairpersons shall have voting rights if present.

Section 2: The Board shall hold regular meetings the third Wednesday of each month or at a time recommended by the President, preceding the regular monthly Club meeting. Special meetings of the Board may be called by the President or may be called upon the written request of three (3) Board members. All members of the Board 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 3: The Board shall transact all routine business of the Club, create special committees to perform tasks that do not belong to any Standing Committee, authorize the acceptance of all applications for membership, authorize a memorial gift for deceased members, automate payment of registration fees for those voting delegates attending Fall Board and Convention, determine meeting places and dates, change the dates of meetings if necessary, elect the Nominating Committee Chairperson, fill vacancies in elective offices and the Nominating Committee, and perform such other duties as are specified in these Bylaws.

Section 4: Each officer and chairperson when their term of office is completed shall surrender to her successor all property belonging to the office or department following the May meeting and before the Board meets in June.

Section 5: The Board shall remove any officer who misses three (3) consecutive meetings without valid reason or an officer that moves from the immediate district.

Section 6: A majority of voting membership of the Board members in attendance shall constitute a quorum.

ARTICLE IX – COMMUNITY SERVICE PROGRAMS

Section 1: The Community Service Programs shall be: *Arts & Culture, Civic Engagement & Outreach, Education & Libraries, Environment, Health & Wellness*. Each chairperson shall appoint a committee which shall be responsible for the assigned monthly meeting program including speaker, decorations, luncheon and any activities pertaining to that Community Service Program.

Section 2: The First Vice President shall oversee the Chairperson of each Community Service Program.

Section 3: The First Vice President shall collect all Community Service event and activity reports and provide them to the President before the end of December.

ARTICLE X – STANDING COMMITTEES

Section 1: The Standing Committees shall be as follows:

A. BYLAWS: The Committee shall be responsible for reviewing the Club's Bylaws and Standing Rules, proposing amendments as needed, ensuring compliance with applicable state laws and the Club's governing documents and advising the Board and membership on parliamentary procedure.

The Committee should consist of the Past President, President, First Vice President, Parliamentarian/Parliamentary Advisor and two (2) members from the general membership. The Committee Chair shall be appointed by the President. (The general membership representatives shall be elected by the membership at the Annual Meeting.) Procedures are outlined in the current, Newly Revised Robert's Rules of Order.

The Committee shall meet at least annually to review the Bylaws and Standing Rules, or more frequently as directed by the President or Executive Board.

B. MEMBERSHIP: Second Vice President shall be the Chairperson, and she shall appoint two (2) additional members of the general membership. This Committee shall:

1. Receive all membership applications, issue yearbooks and other materials pertinent to membership; prepare an index card for each applicant showing name, address, telephone numbers (home and cell) plus northern information, if applicable, date of birth and indicating thereon whether current dues are paid and the effective date of membership. The application for membership shall be submitted to the Board and the Membership Chairperson shall maintain all records of the applications. Dues and a list of current paid members shall be submitted to the Treasurer.
2. Provide a copy of the updated membership list to the President, Treasurer, Corresponding Secretary and Board monthly.

3. Be responsible for providing name tags to all new members and greeting people at the door. She shall record the names of any guests and provide them with name tags. A list of members and names of their guest shall be furnished to the President before each regular meeting.
4. Conduct an orientation meeting for new members twice during a Club year.

C. FINANCE: Treasurer shall be the Chairperson.

1. The Vice President, Assistant Treasurer (if appointed by the President) and two (2) additional members appointed by the President shall be members of this committee.
2. The Committee shall prepare a proposed budget for presentation and approval at the June meeting.
3. The Finance Committee can from time to time submit supplements to the budget for the current fiscal year.

D. TELEPHONE/EMAIL: Corresponding Secretary shall be the Chairperson.

1. The Chairperson shall appoint members from the general membership to be “Callers.”
2. The duties of the Callers will be to telephone/email the Club members at the request of the Chairperson.

E. PARLIAMENTARIAN: This position shall be appointed by the President and will have the duties set forth in the Parliamentary Authority. She will have no voting rights.

F. WEB-MASTER AND PUBLICITY: The committee chairperson and the committee members she appoints shall report all meetings and activities to news media and shall be responsible for maintaining the Clubs website.

G. LEGISLATIVE: The committee shall consist of three (3) members, of whom one shall study proposed legislative measures pertinent to GFWC and GFWC Florida and report its findings at Club meetings.

H. HISTORIANS: The committee shall consist of two (2) members from the general membership and is charged with attending the monthly meetings of the Punta Gorda Historical Society (formerly known as Old Punta Gorda, Inc.). This committee shall serve until successors are appointed. In addition, the committee shall keep a brief history of all the Club’s activities.

I. HOSPITALITY COMMITTEE: The Committee Chair and the two (2) members the Chair appoints shall be responsible for fostering a welcoming and inclusive environment for members and guests. The Committee members shall (1) welcome new members and guests at Club meetings and events; (2) Plan and coordinate social activities, refreshments, and other hospitality-related aspects of Club functions; (3) Collaborate with other committees to ensure a positive experience for all participants at Club-sponsored events; and (4) Maintain records of hospitality-related expenses and activities, submitting reports to the First Vice President.

J. WAYS AND MEANS: The committee shall be responsible for recommending the type of fundraisers which should be held for the following year. These recommendations shall be submitted to the Board for consideration and scheduling.

K. CHAPLAIN: The Chaplain shall give inspirational moments and devotions at General Meetings.

L. AUDIT: The President shall appoint the chairperson and two (2) additional members to serve on the committee.

1. This committee is responsible for performing an annual audit in June of the records of the Treasurer of the Club and shall submit said report to the Executive Board.
2. The Treasurer should never be a member of this committee, although she should be available to answer questions.
3. According to these Bylaws the President is exempt as ex-officio of this committee since she signs checks when the Treasurer is not available.

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 governing documents.

ARTICLE XII – AMENDMENTS

Section 1: These Bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at any regular meeting of the Club, provided the proposed amendments have been presented at the previously regular meeting or sent to each member at least seven (7) days prior to the meeting. Proposed amendments to the Bylaws without previous notice shall require a unanimous vote. Voting by proxy or electronically is not permitted.

Section 2: Amendments to, or a revision of, these Bylaws shall become effective at the adjournment of the annual session or special meeting at which they are adopted unless otherwise provided.

Section 3: Any amendment to these Bylaws necessitated by amendments to GFWC Florida and GFWC National Bylaws shall be effected by the Board and reported to the membership in writing at least sixty (60) days following the adoption of such amendments by GFWC and GFWC Florida.

ARTICLE XIII – PROHIBITED ACTIVITIES

In accordance with amendment to Articles of Incorporation of Punta Gorda Woman’s Club, Inc., dated April 25, 2007 and filed with the Secretary of State May 10, 2007, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set for in Article II hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of

any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

ARTICLE XIV – EMERGENCIES

Section 1: In case of a national emergency, state emergency or any type of event (man-made or natural) that could potentially put members in danger, the President, with the consent of the majority of the Executive Board, may order that elections be held by mail or electronically.

Section 2: In case of a national emergency, state emergency or any type of event (man-made or natural) that could potentially put member in danger, the President, with the consent of the majority of the Executive Board, may order that an electronic meeting be held as a substitute for a regular, Executive Board or special meeting.

ARTICLE XV – DISTRIBUTION UPON DISSOLUTION

In accordance with amendment to Articles of Incorporation of Punta Gorda Woman’s Club, Inc., dated April 25, 2007 and filed with the Secretary of State May 10, 2007, upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

Chartered 1925
Bylaws revised April 5, 1991
Bylaws amended April 8, 1994
Bylaws amended October 6, 2000
Bylaws amended March 5, 2004
Bylaws amended May 10, 2007
Bylaws amended December 5, 2008
Bylaws revised March 5, 2010
Bylaws amended May 7, 2010
Bylaws revised October 4, 2013

Bylaws revised April 4, 2014
Bylaws amended May 5, 2016
Bylaws amended November 6, 2020
Bylaws amended November 5, 2021
Bylaws amended November 6, 2024
Bylaws amended October 22, 2025

**GFWC PUNTA GORDA WOMAN'S CLUB
STANDING POLICIES AND PROCEDURES**

1. The Physical address of the Club is 118 Sullivan Street, Punta Gorda, Florida 33950. The mailing address of the Club is P.O. Box 511783, Punta Gorda, Florida 33951-1783. All official correspondence for the Club must be directed to the post office box address. The website for the club is <https://puntagordawomansclub.com>.
2. The General meetings of the Club shall be the first Friday of each month, October through May, unless changed by the Board.
3. The Board shall meet the third Wednesday of each month, September through June, unless otherwise changed from time to time in writing by the President.
4. Annual membership dues shall be \$50.00, including GFWC (\$15.00) dues and GFWC Florida (\$8.00) dues, and are payable no later than the December meeting of each year. If not paid by the December meeting the member's membership will be forfeited. Checks should be made payable to G.F.W.C. Punta Gorda Woman's Club. Dues accompanying an application for membership shall first go to the Membership Chairperson. All other annual dues shall go directly to the Treasurer who will provide a list of payments to the Membership Chairperson on a monthly basis. These dues will automatically be changed should GFWC and/or GFWC Florida dues changes.
5. Each incoming President shall be presented with the President's pin from the outgoing President. This pin is passed from President to President.
6. Upon completion of her term, the outgoing President shall receive a Past-President's pin from the Club and said pin shall be presented to her at the installation ceremony
7. Members desiring items to be placed on the agenda must notify the President no less than 48 hours prior to the Board meeting. Members desiring items to be placed on the agenda for a General Meeting must notify the President one week before the General Meeting.
8. The Corresponding Secretary shall send Birthday cards and cards to all members who are ill or hospitalized. Cards shall also be sent to the family of members who have passed away, and to any member who has lost someone in their immediate family. The Corresponding Secretary will send out meeting notices to all members as directed by the President and CSPs.
9. As representative to the GFWC Florida Fall Board and GFWC Florida Spring Conventions, the President of the Club, or her alternate, shall have the cost of registration, one room for two nights and meals paid for by the club. This expenditure shall be included in the Annual Budget that is approved by the Board.
10. All Community Service Program Chairs, Standing Committee Chairs, and event chairs are required to turn in a report to the First Vice President within two (2) weeks following their meeting or event in accordance with the reporting guidelines provided by the First Vice President. This includes all Services and Activity Reports, together with volunteer hours and in-kind donations.
11. For audit purposes and closing of the books, all expense reimbursement requests should be turned in to the Treasurer by the May General Membership Meeting.
12. Any member responsible for Club funds shall present to the Treasurer within a 48-hour period following the event all receipts and monies, together with a financial statement.
13. Proxy voting, including verbal, written or electronic, shall not be permitted for any reason. In addition, absentee voting will not be accepted.
14. Past officers shall remain in an advisory capacity for newly elected officers for thirty (30) days following installation of the new officers.
15. The President shall have the authority to approve expenditures for outside professional services following a telephone/email vote of approval by a majority vote of the Executive Board members. Such approval must be ratified by the Executive Board at its next meeting, be it a regular Board meeting or a general membership meeting, whichever comes first. Such a vote shall be recorded in the official minutes.

16. These Standing Policies and Procedures may be amended at any time
by a majority vote of those present at a regular meeting.

Revised February 6, 1998
Amended October 6, 2000
Amended March 5, 2004
Amended February 2, 2007
Amended April 4, 2008

Revised March 5, 2010
Revised October 4, 2013
Revised April 4, 2014
Amended November 5, 2021
Amended March 6, 2026