

Bylaws

The Woman's Club of Chevy Chase, Maryland, Incorporated

Revised April 17, 2024

ARTICLE I – NAME

The name of this organization shall be THE WOMAN'S CLUB OF CHEVY CHASE, MARYLAND, INCORPORATED, dba THE GFWC WOMAN'S CLUB OF CHEVY CHASE, MARYLAND and THE WOMAN'S CLUB OF CHEVY CHASE, an affiliate of THE GENERAL FEDERATION OF WOMEN'S CLUBS, THE MARYLAND FEDERATION OF WOMEN'S CLUBS, and THE MONTGOMERY COUNTY (MD) FEDERATION OF WOMEN'S CLUBS.

ARTICLE II – OBJECTIVES

Section 1. General Objective

The Objectives of the Club shall be to promote the welfare of the community and of the State of Maryland.

Section 2. Specific Objectives

The Specific Purposes of the Club shall be:

- A. To contribute to, and promote, charitable and educational activities; to increase interest in literature, art and music; to study and consider international, national, state and local matters; to promote the interests of the Community; and to perform all other functions of a general philanthropic and civic nature.
- B. To acquire, hold, sell, assign, transfer, lease, mortgage, or otherwise deal in and dispose of property, both real and personal, within and without the State of Maryland, provided that such action is to further directly or indirectly the purposes for which the corporation is organized.
- C. To be nonsectarian and nonpartisan.

ARTICLE III – DEFINITION OF YEAR

The Club Year shall run from the end of the May General Meeting to the end of the following year's May General Meeting or May 31, whichever is earlier.

The Club's Fiscal Year shall commence on June 1 and run through May 31.

ARTICLE IV – MEMBERSHIP

Section 1. Eligibility

Any person in accord with the objectives of this Club, who is willing and able to participate in the Club's work, shall be eligible for membership, subject to the restrictions set forth in the following section.

Section 2. Membership Categories

The membership shall consist of Active, Non-Active, Honorary, Life, and Non-Resident members, all of whom shall receive the Handbook and the Bulletins.

- A. Active Membership shall be extended to any eligible person residing in the Washington, D.C. metropolitan area, provided that a majority of Active Members shall reside in Montgomery County, Maryland.
- B. Non-Active Membership shall be available to an Active Member in good standing, who is unable to take part in most Club activities. The Active Member shall make application in writing to the Membership Committee for a transfer in status and, upon approval by the Committee, shall become a Non-Active Member.
- C. Non-Resident Membership shall be extended to any Active Member in good standing who moves more than 50 miles from the Clubhouse and has applied for such transfer in status in writing, or by email, to the Membership Committee, upon whose approval such transfer in status shall be granted.

Limitations pertain to (B) and (C) above: Non-Resident and Non-Active Members may not attend more than two monthly

meetings a year, vote or hold office, or participate in regularly scheduled Club activities. Non-Resident and Non-Active Members may, however, sponsor or endorse nominees for membership.

D. Honorary Membership shall be limited to members who have rendered distinguished service to the Club. This honor shall be proposed by the Executive Committee, approved by the Board of Directors by a two-thirds ballot vote, and conferred by a two-thirds ballot vote of the Membership. Any member may suggest to the Executive Committee another member for such consideration.

E. Life Membership shall be extended to anyone who has been an Active Member of the Club for 50 years.

F. Honorary and Life Members shall have all of the privileges of the Club and shall be exempt from dues and assessments.

Section 3. Procedure

The process of becoming a Club member is for the applicant to submit a completed application form, along with appropriate dues, to the Membership Committee. A member of the Membership Committee will contact the applicant to establish a direct connection and ensure that the application is complete. The Membership Chair will then present the applicant's information to the Membership Committee and ask for approval. Accepted applicants' information will be presented to the Board of Directors at their next regular meeting. The new members will be announced to the membership at the next General Meeting.

Section 4. Resignation

Resignations should be submitted in writing, including by email, to the Corresponding Secretary and the Membership Chair.

Section 5. Reinstatement

The Membership Committee may reinstate a member who has resigned in good standing and will advise the Board of Directors of the reinstatement at the next Board meeting.

A member who has been removed from membership for nonpayment of dues may be reinstated by the Membership Committee upon payment of the current year's dues and any outstanding fees.

ARTICLE V – FUNDING

Section 1. Club Dues

- A. The Annual dues for Members shall be determined by the Finance Committee and subject to the approval of the Executive Committee, the Board of Directors, and the Club membership.
- B. Dues statements shall be sent to the Club membership by April 1, with payment due by May 31. Members who fail to pay their dues by the deadline may be charged a reinstatement fee. Members failing to pay their annual dues shall forfeit Club membership.

Section 2. Allocations for Community Services and Educational Purposes

Members' Dues are deposited to the General Fund for Club expenses.

Special projects (fundraisers) shall be undertaken to raise money, at least an amount equal to 10 percent of Active Members' Dues, for the support of community service grants and activities, and also to raise money, at least equal to another 10 percent of Active Members' dues, for scholarships or other educational purposes. If special projects fail to raise the specified amounts, the shortfall shall be taken from the Reserve Fund, if available.

Section 3. Dues for Federation

All Federation Memberships shall be paid from Active Members' Dues. No Federation dues shall be paid for Non-Active, Non-Resident, Honorary or Life Members.

Section 4. Reserve Fund

At least four percent of each Active Member's dues shall be deposited in the Reserve Fund to be set aside for major expenditures and emergencies.

Section 5. Memorial Gift Fund

Members and others may contribute to the WCCC Memorial Fund which receives undesignated bequests, gifts, and memorials, and is maintained by the Treasurer. Neither principal nor income shall be withdrawn except for extraordinary capital expenses and only upon the approval of the Executive Committee, the Board of Directors, and the Club membership. On the occasion of the death of a member, a contribution to this fund of \$25 is made from general Club funds.

Section 6. Non-Member Fees

Non-Members attending WCCC-sponsored events may be charged a non-member fee, to be set by the Finance Committee subject to the approval of the Executive Committee. The non-member fee may be waived for only one General Meeting luncheon and one Section activity during the Club year for any particular guest. If the member brings more than one guest to any event, additional guests may be charged a non-member fee.

Any such fee is also waived in these specific instances: when there is no charge for the activity; when the event is a fundraiser; when the event is a activity for which the only fee for participation is charged by a third party, such as a museum admission fee; or when the event is a potluck.

The Chair of the Membership Committee may make rare exceptions to this stipulation.

ARTICLE VI – OFFICERS

Section 1. Officers

- A. The Officers of the Club shall be: a President or co-Presidents, First Vice President, Second Vice President, Third Vice President, Recording Secretary, Corresponding Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer.
- B. All Officers, with the exception of the President or co-Presidents and First Vice President, shall have been members of the Club for at least one year.
- C. The President or co-Presidents and the First Vice President shall have been members for at least two years. No officer shall be

eligible to serve consecutive terms in any one office, with the exception of the Treasurer or the Assistant Treasurer, who may serve consecutive terms at the discretion of the Executive Committee.

D. The biannual election of officers shall be by the membership at the April General Meeting in even-numbered years, or when a vacancy arises, and shall be installed at the Annual Meeting in May of that year.

E. Officers shall serve two years or until their successor is elected.

Section 2. President or Co-Presidents

The responsibilities of the President or co-Presidents are to:

A. Preside over all regularly scheduled meetings of the Executive Committee and Board of Directors, call for and preside over all special meetings of either group, and perform the customary duties of the office.

B. Appoint, subject to confirmation by the Executive Committee, the Chairs of all Standing Committees, suggestions from said Committees to be taken into account.

C. Appoint, subject to confirmation by the Executive Committee, the Parliamentarian, who shall serve an indefinite term, until a new Parliamentarian is named.

D. Appoint, subject to confirmation by the Executive Committee, the Chaplain, who shall serve an indefinite term, until a new Chaplain is named.

E. Represent the Club at meetings of the Montgomery County Federation of Women's Clubs, of the Maryland Federation of Women's Clubs, and of the General Federation of Women's Clubs.

F. Appoint Convention Delegates and Special Committees not otherwise provided for in the Bylaws.

G. Be an *ex-officio* and non-voting member of all committees with the exception of the Nominating Committee.

H. Present a Report at the Club's Annual Meeting.

I. Be empowered to act to establish and preserve the best interests of the Club, in consultation with the Executive Committee, in any period of exceptional or emergency circumstances when the Club may need to conduct business remotely by email, telephone, video conferencing or other distancing procedure.

Section 3. Vice Presidents

The Vice Presidents shall carry out such assignments as the President or co-Presidents may direct. In the absence of the President or co-Presidents, the Vice Presidents, in their order, shall perform the customary duties of that office.

Section 4. Recording Secretary

The Recording Secretary shall keep and preserve a record of the proceedings of the Executive Committee, the Board of Directors, and the General Meetings, and shall furnish the President or co-Presidents with a copy of the minutes of such meetings within one week. Upon the President's or co-Presidents' approval, the minutes shall be circulated to the Executive Committee and the Board of Directors by email to be read in advance of their next meetings, at which they are subject to approval. The finalized minutes are then filed at the Clubhouse.

Section 5. Corresponding Secretary

The Corresponding Secretary shall conduct and report on such correspondence as shall be ordered by the Executive Committee, the Board of Directors, or by the Club; shall be notified at once of changes in members' addresses, phone numbers, or email addresses; and shall receive and report on resignations. The Corresponding Secretary is responsible for overseeing the election of the Nominating Committee. The Corresponding Secretary is a designated member of the Communications Committee.

Section 6. Assistant Secretary

The Assistant Secretary shall perform such duties as may be assigned and, in the absence of the Recording Secretary or the Corresponding Secretary, shall perform, respectively, the duties of each office.

Section 7. Treasurer

- A. The Treasurer shall be the custodian of the Club funds and shall be authorized to open such account(s), and to make such other banking and financial arrangements as the Executive Committee may designate.
- B. The Treasurer, together with the Assistant Treasurer, shall keep an itemized account of all receipts and expenditures, keep a record of all payments, send statements as necessary, and present monthly financial reports to the Executive Committee, the Board of Directors and at the General Meetings, and as requested by the President or co-Presidents.
- C. All monies collected by any Section or Committee for charitable or educational purposes shall be submitted to the Treasurer. A detailed financial statement setting forth the income and expenses of any such events shall be reported to the Treasurer on the form provided.
- D. The Treasurer shall be responsible for the preparation of the payroll and shall be responsible for the preparation of all required tax filings. She shall close the books as of May 31, and submit Club accounts for review. The Treasurer is a designated member of the Finance Committee, Endowment Committee, and the Building Preservation Committee.

Section 8. Assistant Treasurer

- A. The Assistant Treasurer shall perform such duties as may be required by the Treasurer and, in the absence of the Treasurer and/or the Dues Chairman, shall perform the duties of either office.
- B. The Assistant Treasurer shall serve as the designated Treasurer of the Clubhouse and Grounds Committee, and is also a designated member of the Finance Committee.

ARTICLE VII – EXECUTIVE COMMITTEE

Section 1. Composition

The Officers of the Club, along with the Parliamentarian who has no vote, shall constitute the Executive Committee.

Section 2. Oversight

Members of the Executive Committee constitute the senior management of the Club, and, accordingly, make the major decisions in its operation, submitting as appropriate said decisions to the Club membership for a vote.

Section 3. General Duties

The Executive Committee shall consider and confirm all appointments of Chairs of Committees proposed by the President or co-Presidents. In any instance where no proposed chair is suggested or requested, the President or co-Presidents, with the concurrence of the Executive Committee, shall fill all vacancies on the Board of Directors except those covered under another provision of the Bylaws.

The Executive Committee shall approve the Finance Committee's recommendation of a Certified Public Accountant to review the accounts of the Club.

In the absence of the Clubhouse Manager and in consultation with the Clubhouse and Grounds Committee, the Executive Committee shall confirm that adequate arrangements have been made for the operation of the Clubhouse.

Section 4. Replacement of Officers

Should conditions arise such that an officer cannot, will not, or must not be allowed to continue to serve in her designated capacity, the remaining officers of the Executive Committee concurring, the Nominating Committee shall be so advised. The Committee is thus empowered to act upon its own recommendations and/or that of the Executive Committee and appoint a replacement for said officer, in an acting capacity if necessary, until such time as her appointment can be voted on at a special meeting, or the next regular meeting, of the Board and of the Club membership.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. Composition

The Executive Committee, the Archivist, the Chaplain, the Bulletin Editor, and the Chairs of Standing Committees and Sections shall constitute the Board of Directors. Chairs of Special Committees, at the discretion of the Executive Committee, may also serve on the Board. In the absence of a Section or Committee Chair, a representative shall attend the Board of Directors' meeting and shall have voting privileges.

Section 2. General Duties

- A. The Board of Directors shall authorize all expenditures to be made by the Treasurer in accordance with the Budget approved by the Membership. The Board may, by a two-thirds vote of its membership, expend an amount not to exceed \$5,000 in excess of the allocated amount in the Budget. Such emergency expenses shall require the subsequent approval of Club members. Funds shall not be appropriated from any restricted account except by vote of the Club membership.

- B. It shall be the duty of the Board of Directors to direct and correlate the general activities of the club and to bring before the Club membership from time to time such business as may require its attention.

ARTICLE IX – COMMITTEES

Section 1. Composition

Any Member in good standing with the appropriate interest and skills may be appointed Chair, Vice Chair, or Co-Chair of a Standing Committee.

Section 2. General Duty

The Chairs of all Standing Committees with three or more non-designated members shall submit to the Corresponding Secretary at least one week before the May Board of Directors' meeting, in election years, the name of one committee member as their candidate for the Nominating Committee.

Section 3. Standing Committees

The Standing Committees shall be as follows:

A. Archival Committee

The Archivist and her committee shall maintain the files and records pertaining to the Club's history, and provide historical information, as required.

B. Building Preservation Fund Committee

This committee raises funds for the capital expenditures necessary to maintain the Club and its property. It coordinates its projects with the Clubhouse and Grounds Committee and with the Chairs of related fund-raising events.

Designated committee members are the: Treasurer, Clubhouse and Grounds Chair, Events Chair, Finance Chair, and the Communications Chair.

C. Bylaws Committee

This Committee shall consist of five or more members, one of whom shall be the Parliamentarian. Meetings are scheduled as necessary.

Suggested changes to the Bylaws may be made by any active member by written communication to the Bylaws chair.

Suggested changes can also arise from Committee discussions.

The Committee considers proposed changes and makes recommendations to the Board of Directors. Procedure for amending the Bylaws is set forth in Article XV.

D. Chaplain

The Chaplain shall:

1. Keep in touch with sick and shut-in Members.
2. Contact families of Members when there has been a bereavement.
3. Send an acknowledgement of a bereavement gift to the family.
4. Send a note of appreciation to the contributor.
5. Inform the Treasurer of the gift or donation, which then is credited to the Memorial Fund.

6. Maintain the Memorial Book of deceased Members.
7. Notify the Club membership, through Bulletin announcements and reports at Club General Meetings, of any illness or bereavement among members and their immediate families.

E. Clubhouse and Grounds Committee

The Committee shall consist of seven or more members.

Designated committee members are the: Assistant Treasurer (who serves as the Treasurer for the Committee), Events Chair, Finance Chair, and the Personnel Chair. One third of the Committee's membership shall be chosen each year for a term of three years. The Committee Chair shall be the day-to-day supervisor of the Clubhouse Manager.

The Committee shall:

1. Approve new equipment and maintain an inventory of Clubhouse equipment and furnishings.
2. Consult with the Clubhouse Manager on matters pertaining to interior and exterior maintenance and repairs issues, and as to the schedule for the use of the Clubhouse and other relevant matters.
3. Maintain the currency of the Clubhouse Rules, in coordination with the Bylaws Committee, with changes subject to approval by the Membership, prior to their publication in the Club Handbook and posting where visible to the Membership and guests.

The Clubhouse and Grounds Chair is a designated member of the Building Preservation, Finance, and Personnel Committees, and serves as the supervisor of the Clubhouse Manager.

F. Communications Committee

The Committee shall consist of seven or more members, and shall be the authorized channel for publicizing Club activities to local media, online outlets, and all Federation publications. It shall also coordinate the publicity activities and printing needs of all Committees and Sections of the Club, and attend to such additional printing needs as the Executive Committee may direct. Designated members are the Corresponding Secretary,

Membership Committee Chair, the Webmaster, and the Handbook and Bulletin Editors.

The Committee represents a broadening of the mandate of the former Publicity Committee and incorporates the former Printing Committee.

G. Dues Chair

The Dues Chair shall serve for a minimum of three years with responsibility for receiving and recording all Club dues, which are conveyed to the Treasurer. She shall be invited to any Finance Committee meeting where a discussion of dues is planned. The Dues Chair shall also coordinate with the Corresponding Secretary, Membership Chair, and Directory Editor to keep updated the list of current members.

H. Endowment Fund Committee

At times the Club may receive endowment funds. When that happens, this Committee will become active, will be responsible for administering the funds, and will remain active as long as endowment funds are available. The Committee shall consist of at least three members, identified as Trustees, two of whom shall be the Club President or a co-President, and the Treasurer.

I. Events Committee Chair

The Events Chair shall be appointed at the beginning of each Administration to oversee all Events held by the Club. The "Committee" is established for each individual event, which also has its own Chair who has direct charge of producing the event.

J. Finance Committee

The Finance Committee shall consist of seven or more members, including these designated members: Treasurer, Assistant Treasurer, and the Chairs of the Clubhouse and Grounds, Membership, and Personnel Committees. Additional members shall be appointed for a term of three years.

The Finance Committee Chair is a designated member of the

Building Preservation and Clubhouse and Grounds Committees.

The Committee shall:

1. Prepare the Annual Budget and submit it for approval by the Executive Committee and the Board of Directors. If approved, the proposed Budget shall be presented to the Club membership at the General Meeting in April for approval.
2. Recommend to the Executive Committee and the Board of Directors the amount of Annual Dues Members are to pay for the upcoming year. If approved, the proposed Dues shall be submitted to the Club membership for approval prior to the March General Meeting.
3. Set all Non-Member Fees in instances not covered elsewhere in these Bylaws;
4. Determine and maintain the rate schedules for Clubhouse rentals in consultation with the Clubhouse Manager.
5. Recommend to the Executive Committee and the Board of Directors the pricing of monthly luncheons, coffees or teas. If approved, the price list shall be submitted to the Club membership for their approval.
6. Supervise all WCCC investments.

K. Hospitality Committee

The Committee shall consist of three or more members and shall coordinate the General Meetings, in conjunction with the assigned committees or sections.

L. Membership Committee

The Committee shall consist of at least six members, plus a chair, who may serve without term limits at the pleasure of the Executive Committee. One third of this Committee shall be chosen each year for a term of three years. The Membership Committee chair is a designated member of the Communications and Finance Committees.

The Committee shall receive membership applications, evaluate the information provided by applicants to ensure completeness, vote on acceptances, and report its findings to the Board of Directors. The Membership Committee will coordinate with other

committees as needed on matters related to application and payment procedures, dues, maintaining membership records, and welcoming new members to the Club.

M. Montgomery County Federation (MCFWC) Representatives
The WCCC Director, along with the WCCC President or co-Presidents, shall represent the Club at all meetings of the MCFWC and its Board of Directors, and shall report to the Club membership, as required.

N. Night Owls Planning Committee

The Committee shall consist of a Chair, the coordinators of all recurring Club events that occur after 4 pm, and up to four additional members responsible for evening activities. The Committee will schedule and manage recurring evening events. All evening program events will be advertised and available to all members.

O. Nominating Committee (See Article XII – Nominations and Elections)

P. Parliamentarian

The Parliamentarian shall advise on parliamentary procedure or interpretation, and shall be a non-voting member of the Executive Committee. She is appointed by the President or co-Presidents and may serve an indefinite term.

Q. Personnel Committee

The Committee shall consist of at least five members, including one designated member, the Chair of the Clubhouse and Grounds Committee. The Chair of the Personnel Committee shall be a designated member of the Finance and of the Clubhouse and Grounds Committees. The Chair of the Personnel Committee shall be the liaison between the Club membership and the Clubhouse employees.

The Personnel Committee shall:

1. Employ the Clubhouse Manager and other staff.

2. Make salary recommendations to the Finance Committee in advance of the Finance Committee's preparation of the coming year's budget.
3. Prepare job descriptions for all Clubhouse employees in concurrence with the Chair of the Clubhouse and Grounds Committee.
4. Evaluate job performances on an annual basis, after consulting with the Chair of the Clubhouse & Grounds Committee.
5. Receive from the Clubhouse Manager updates about issues related to pay, leave, benefits, or working conditions.

R. Philanthropy Committee

The Committee shall consist of six or more members and shall direct the Community Services activities and other philanthropic endeavors of the Club, in keeping with the Club's purpose as stated in Article II – Objectives.

The Committee shall research potential beneficiaries, select programs and projects, and prepare a recommended list of recipients to receive Club funding. The list of recipients, with proposed amounts, shall be presented to the Board of Directors no later than its March meeting and, if approved, shall be presented to the Club membership at the next General Meeting for approval before funds are awarded.

Designated members of the Philanthropy Committee are the Scholarship Chair, Endowment Chair, and the Community Services Section Chair.

S. Program Committee

The Program Committee shall plan the programs for the General Meetings of the Club.

T. Reservations Committee (formerly Ticket Committee)

The Committee shall consist of three or more members, and shall be responsible for taking luncheon reservations and collecting the requisite fees for the monthly General Meetings.

U. Scholarship Committee

The Committee shall consist of at least five members, and shall

direct the work of the Club on behalf of certain scholarships. It shall present its candidate(s) to the Club membership no later than the March General Meeting.

The Committee shall prepare a budget and shall allocate the designated funds for area graduating high school students entering college, and/or for other educational purposes, subject to the approval of the Executive Committee, the Board of Directors and the Club membership.

V. Special Committees

Special Committees shall be established by the President or co-Presidents, in concurrence with the Executive Committee, as shall be deemed necessary to fulfill the Objectives of the Club and accomplish its specified purposes.

W. Technology Committee

The Technology Committee shall consist of a chair and at least two other members. The Technology Committee shall evaluate and advise on all technology utilized for Club business, to include but not limited to: on-line voting, Internet providers, email service, website hosting, membership-only website, electronic file storage, paid online accounts for hosting meetings, surveys, ticket sales, and data bases, and the use of online forms for data collection.

X. Tellers Committee

The Tellers Committee shall consist of a chair and at least two other members, appointed by the President or co-Presidents, with the concurrence of the Executive Committee. Tellers help monitor and tally voting for the biennial election of officers, and in other situations where precise tabulation of votes is necessary. A teller may not participate in any vote that involves herself, such as an election in which she is a nominee. [See also Article XIII, Section 1.]

ARTICLE X – SECTIONS

Sections shall be authorized by the Executive Committee and the Board of

Directors. Members may opt into and out of a Section at any time. Any Section may have a Chair, Vice Chair, or Co-Chairs.

Section 1. New Sections

New sections, including those for civic, cultural, and educational purposes, may be authorized by the Executive Committee, with the concurrence of the Board of Directors, whenever there is discerned sufficient interest among Members.

Section 2. Section Chairs

Each section shall submit the name of a member to be its chair for the ensuing period to the Corresponding Secretary before the Annual Meeting in May, in election years. Should a Section chair be unable or unwilling to continue as such during any two-year period, a successor chair shall be determined by the Section.

Section 3. Section Rules

Each Section may make rules for its own proceedings, appoint such officers and committees as it may desire, and collect Section dues, for the proper carrying on of its pursuits, provided such rules are not in conflict with the Club Bylaws or Standing Rules.

ARTICLE XI – MEETINGS

Section 1. Meeting Format

Any meeting of a committee, a section, the Board of Directors, the Executive Committee, or the general membership may be held in person, on an online platform, or in hybrid format.

Section 2. General Meetings

General Meetings of the Club for the Membership shall be held on the third Wednesday of each month from October through May. A June meeting may be scheduled at the discretion of the President or co-Presidents and/or the Executive Committee. At these meetings the Executive Committee and the Board of Directors shall give reports and provide information on their activities. Committee and Section leaders shall also report on their activities. Events that have occurred or are

planned may be discussed by the Chairs of such events. Any General Meeting may be omitted, or the date changed, at the discretion of the President or co-Presidents, with the concurrence of the Board of Directors. Notification of a change of date shall be sent to the Membership by electronic means or phone call at least seven days in advance of the date of the General Meeting.

Section 3. Annual Meeting

The Annual Meeting of the Club shall be the May General Meeting, at which the President or co-Presidents shall present an Annual Report and, in even-numbered years, newly elected Officers shall be installed.

Section 4. Special Meetings

Special Meetings of the Executive Committee, the Board of Directors, or the Membership may be called by the President or co-Presidents, or the Executive Committee, and must be called upon a written request signed by 25 Members. Such requests may be in the form of written documentation signed by 25 members and presented to the Corresponding Secretary, or as individual emails signed by 25 to the Corresponding Secretary, or some combination of both, and by any other suitable electronic means as may become available. Notification of a Special Meeting shall be sent to the Membership by electronic means at least seven days in advance of the date of the Special Meeting.

Section 5. Emergency Meetings

In the case of time-sensitive issues that require a decision in the absence of a meeting, the President or co-Presidents may circulate a motion via electronic means. The motion may then be discussed and a vote taken by electronic means.

Section 6. Executive Committee and Board of Directors Meetings

The regular monthly meeting of the Board of Directors shall be held on the Wednesday prior to the General Meeting, unless otherwise provided by vote of the Board. Regular Executive Committee meetings shall be held on the same Wednesday, before the Board meeting.

Section 7. Quorums

- A. A Quorum of the Membership shall be 25 members eligible to vote.
- B. A Quorum of the Board of Directors shall be 20 members.
- C. A Quorum of the Executive Committee shall be six of its members.

ARTICLE XII – NOMINATIONS AND ELECTIONS

*In the following, references to specific months shall mean **months in even-numbered years.***

Section 1. Nominating Committee

There shall be a Nominating Committee the purpose of which is to seek qualified candidates for the Club's executive positions.

- A. Members of the Nominating Committee shall have been members of the Club for at least two years, and shall not have been members of the preceding Nominating Committee. The President or co-Presidents may not serve on the Nominating Committee.
- B. The name of one member from each Standing Committee and from each Section shall be presented to the Corresponding Secretary by the May Board of Directors' meeting.
- C. From the list of nominees, the Corresponding Secretary shall produce a Ballot. The Board of Directors, at its June meeting, shall elect seven members and two alternates to serve for two years. The member receiving the greatest number of votes shall call, and chair, the first meeting of the Nominating Committee, at which time the new Committee shall elect from its seven members, a chair. The Committee serves for the two-year duration.

Section 2. Office Vacancy

In case of a vacancy in an elected office not otherwise provided for in the Bylaws, the Nominating Committee shall present the name of one candidate to the Executive Committee for confirmation, with final approval by the Club membership at the next General Meeting.

Section 3. Procedure

The Nominating Committee shall present its slate of Executive Officers at

the March meetings of the Executive Committee and Board of Directors, and then to the Membership at the March General Meeting, where nominations from the floor and by email to the Corresponding Secretary may be made provided the consent of the nominee has been obtained. These nominations shall be included on the Ballot, and the slate published in the April Bulletin. In the case of electronic nominations, the Corresponding Secretary will so advise the membership at the meeting as part of the nominations from the floor.

Section 4. Election and Installation of Officers

Election of officers shall be by Ballot at the April General Meeting. A majority of the votes cast shall be necessary to elect, provided a Quorum is present. New Officers shall be installed at the Annual Meeting in May.

ARTICLE XIII—VOTING PROCEDURES

Section 1. Election of Officers

All members who are permitted to vote in accordance with these Bylaws may vote as follows:

The official ballot form is to be published in the Bulletin and may be mailed or emailed to the Club membership. It is to be completed and delivered to the Corresponding Secretary or the Assistant Secretary prior to the meeting at which the election will take place. Both the aforementioned Officers shall together open both hard copy and electronic ballots to keep track of who voted and place the anonymous votes into the ballot box. The ballot box votes shall be counted by the Tellers. This may be accomplished in either one of these ways:

- A. A hard copy is completed and placed in a blank envelope. The blank envelope shall be placed in another envelope which shall bear the voter's name on the front, otherwise the vote(s) will not be counted. This can be mailed to the Clubhouse, or handed to the Corresponding Secretary or the Assistant Secretary. In the unlikely event either of these individuals is unavailable, the Executive Committee may appoint replacement(s) as needed.
- B. Electronic ballots can be emailed to the Corresponding Secretary or the Assistant Secretary at the email address designated for such

votes. Either Officer, or both together, shall print said email and keep confidential the identity of the voter. The completed ballot, without the identity of the sender, shall be placed into the ballot box for counting by the Tellers.

Section 2. Other Votes

Members are encouraged to attend meetings, engage in discussions, and vote in general, regular, special, and annual meetings as well as in meetings of committees and sections.

- A. Procedures for the Election of Officers, described above, may be used if applicable; or
- B. Members, including those who attend via video-conference, may vote by a show of hands or voice vote, in any instance where the member is present via telephone.
- C. In addition to the above, members may also vote by email to the Club email designated for voting, or by other appropriate electronic means.

Section 3. Destruction of Ballots

Once an election is complete a motion shall be made to destroy any ballots.

Section 4: Executive Board, Board of Directors, Committees and others

Voting may be done by any of the above-described procedures determined on a case-by-case basis by the applicable group. It is the intent that accommodations be made so all voting members may participate whether in person or by electronic means.

Section 5: Voting and Technical Failures

In the unlikely event of a technical failure of individual member access, the Club will take no responsibility, and the member vote will not be counted if not received at the time, with the provisions that:

- A. If the number of members voting remotely will not change the outcome of the vote in combination with those voting in person, the outcome of

the votes of in-person votes will prevail. However, the remote votes shall be counted for the formal record.

- B. If the number of members voting remotely could change the outcome of the vote in combination with those voting in person, voting results will be delayed or postponed until the remote votes can be counted. At that time the results will be provided electronically and in the Bulletin for all members.

Section 6: Tellers

- A. Tellers shall consist of a Chair and two members, appointed by the President or co-Presidents with the concurrence of the Executive Committee from the Active, Life and Honorary Membership.
- B. Executive Committee members and nominees for Committee membership are not eligible. Tellers may also be appointed by the President or co-Presidents or other presiding officer at any particular meeting where actions to be taken require Tellers.
- C. Tellers shall function at elections, checking each Member's name against the membership list as they submit ballots (in person, by mail, or by electronic means), and counting the ballots after the polls are closed according to *Robert's Rules of Order*. The same shall be the case for a General or Special meeting of the Club membership to consider a motion or motions.
- D. Tellers may also assist the Presiding Officer in counting and reporting the results of any vote during a Club meeting, when a simple voice vote or a show of hands is insignificantly clear as to the outcome.
- E. The Corresponding Secretary and the Assistant Secretary shall assist Tellers by receiving e-votes, making them anonymous by deleting voter-identifying information such as email address and sender name, and placing same in ballot box for counting.

ARTICLE XIV – PARLIAMENTARY PROCEDURE

Robert's Rules of Order, Newly Revised, shall govern in all cases when not in conflict with the Bylaws or the Standing Rules of the Club.

ARTICLE XV – AMENDMENTS AND REVISIONS

Section 1. Proposed Amendments and Revisions

Proposed amendments and revisions to the Bylaws shall be submitted in writing to the Bylaws Committee. The Committee may also propose changes.

Section 2. Process

The Bylaws Committee shall initiate such amendments or revisions and shall recommend those which have been submitted to the Committee as, in its judgment, are desirable, to the Board of Directors for approval. Upon such approval, Notice shall be given to the Club membership: Such amendments and revisions shall be read at a Club General Meeting, published in the Bulletin, and shall be voted upon at the next General Meeting.

Section 3. Adoption

A Quorum being necessary, any proposed amendments and revisions shall require for adoption, a two-thirds vote of the Club membership, including those present and those voting by email or video conferencing. Approved amendments and revisions take effect immediately.

Section 4. Editorial Changes

Necessary or desirable editorial changes, generally of a grammatical or clarifying nature, may be made by the Bylaws Committee and reported to the Membership, whose approval is not required.

ARTICLE XVI--DISSOLUTION

Section 1. Dissolution

Upon the Dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) 3 of the Internal Revenue Code, or corresponding section of any future federal

tax code or shall be distributed to the federal government, or to a state or local government, for public purposes.

Section 2. Ineligibility

No current or former member can receive a share from any liquidation of club assets which may occur, for any reason.