

# **BYLAWS OF THE GFWC-TEMPE WOMAN'S CLUB**

Amended December 3, 2025

## **Article I**

This club shall be known as the General Federation of Woman's Club (GFWC-) Tempe Woman's Club, Inc., a nonprofit 501(c)(3) Corporation known hereafter as the organization.

## **Article II**

### **Section 1 – Goal**

GFWC -Tempe Woman's Club, Inc., is a philanthropic organization that actively promotes fellowship among its members, encourages community involvement and supports causes and charities vital to the community.

### **Section 2 – Purpose**

The GFWC Tempe Woman's Club, Inc., is organized exclusively to establish a nonprofit service organization for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including for such purpose the making of distributions to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Laws) with an emphasis on community service:

## **Article III – Membership**

### **Section 1 – Application**

- A. Membership in the organization shall be accepted upon receiving the application by mail, electronically, or in person of any candidate for membership. It shall be accompanied by the dues, to the Club.
- B. Membership shall include the General Federation of Women's Clubs (GFWC), the General Federation of Women's Clubs – Arizona (GFWC-AZ) and the General Federation of Women's Clubs – Arizona, Central District (GFWC-AZ- Central District).

### **Section 2 – Classifications**

Membership in the organization shall be of two (2) classifications: Active and Honorary. Membership may only be in one (1) classification.

### **Section 3 – Active Membership**

An Active member is an individual who has paid annual dues, which allows them full privileges which include holding the floor, voting, and holding an office or chair a committee.

### **Section 4 – Honorary Membership**

An Honorary membership may be conferred by unanimous vote of the Executive Committee on any individual who has performed meritorious service to the organization or greater community. This is strictly a local recognition of merit and does not include membership in the GFWC, or the GFWC-AZ, or GFWC-AZ-CD. This member may attend meetings and participate in programs and projects of the organization. The individual may not hold the floor, vote, or hold an office or chair a committee. No dues are required.

### **Section 5 – Resignation and Termination**

Any member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

## **Article IV – Dues and Finance**

### **Section 1 – Setting of Dues**

The amount of dues may be changed upon recommendation of the Executive Committee and voted upon by the membership.

### **Section 2 – Payment of Dues**

Annual dues are payable at the November Meeting and become delinquent on November 15<sup>th</sup> for the following year.

### **Section 3 – Delinquency Notice**

On December 1, the Treasurer shall notify delinquent members of their failure to pay dues.

### **Section 4 – Membership Lapse/Reinstatement**

The membership of a delinquent member shall lapse until restored upon receipt of annual dues. If a member resigns, no portion of dues paid shall be refunded.

### **Section 5 – Fiscal Year**

The fiscal year for the organization shall align with GFWC's fiscal year, July 1 through June 30.

## **Article V – Officers**

### **Section 1 – Officers**

- A. The elected Officers of the organization shall be 1) President, 2) 1st Vice President, 3) 2nd Vice President, 4) Recording Secretary, 5) Treasurer, 6) Public Relations 7) Communication and Social Media.
- B. The appointed officers shall be Corresponding Secretary and Parliamentarian.
- C. All Officers elected and appointed shall be Directors and Officers of the organization, known hereafter as the Executive Committee.
- D. Eligibility to serve as President: No member shall be eligible for the Office of President until they have served on the Executive Committee for a period of one (1) year.
- E. Term of Office: Officers shall hold office for a term of two (2) years, or until their successors have been qualified and are elected. The Recording Secretary and Treasurer who may hold office for no more than two (2) consecutive terms.

### **Section 2 – President**

- A. The President shall preside at all general meetings of the organization as well as the Executive Committee, and shall be an ex-officio member of all committees, except the Nominating Committee. Shall also do, perform, and render such acts and services as the members of the Executive Committee prescribe and require, including the execution of all instruments on behalf of the Organization.

- B. Shall ensure all documents are filed in a timely way with the Arizona Corporation Commission, IRS and all other entities as required by law. "
- C. Shall further the objectives of the organization and act as its official representative on all occasions.
- D. Shall fill Executive Committee vacancies with the approval of the Executive Committee.
- E. Shall work with the 1<sup>st</sup> Vice President and Treasurer on the development of an annual budget for the upcoming year.
- F. Shall appoint the Chairs of all standing and special committees, except the Nominating Committee.
- G. Shall be notified of all committee meetings.

### Section 3 – 1<sup>st</sup> Vice President – Program Chair

- A. Shall assume the duties of the President in their absence.
- B. Shall have oversight of all GFWC Community Service Programs, Special Programs and Advancement Area Programs.
- C. Shall have oversight of the chairs, club programs, and the writing of the annual reports.
- D. Shall be responsible for maintaining a list of volunteer hours and monetary donations made by Club members. *Michele Section 3 - D. Shall be responsible for maintaining a list of volunteer hours and **IN-Kind** monetary donations, etc. The 1st VP does not handle/record monetary donations - that's the Treasurer's role.*
- E. Shall work with the President and Treasurer on the development of an annual budget for the upcoming year.

### Section 4 – 2<sup>nd</sup> Vice President – Membership Chair

- A. Shall serve as Membership Chair.
- B. Shall assume the duties of the President in the absence of the President and 1<sup>st</sup> Vice President.
- C. Shall notify members of all general membership meeting and special membership meetings.
- D. Shall greet members, new members, and guest at each meeting.
- E. Shall be responsible for orientation and initiation of new members.

### Section 5 – Recording Secretary

- A. Shall keep accurate minutes of all actions taken by the club at any general, Executive Committee and special meetings.
- B. Shall present to the general membership, within 10 days the minutes from the general meeting for approval.
- C. Shall present to the Executive Committee the minutes within 10 days of the meeting from the previous Executive Committee meeting for approval.
- D. Shall present to the special meeting participants, within 10 days the minutes from the special meeting for approval.
- E. Shall keep with the minutes all Treasurer's reports, attendance and documents of importance to the history of the organization.

### Section 6 – Treasurer

- A. Shall be custodian of all funds of the organization, and shall pay any financial obligations by order of the members, or the Executive Committee.

- B. Shall take receipts for all disbursements of money and retain supporting documentation.
- C. Shall keep a proper accounting of all receipts, disbursements, bank statements and other financial documents.
- D. Shall deposit all funds within 10 days to the credit of the organization in any such bank or depository as the Executive Committee may designate.
- E. Shall file all legally required documents, including but not limited to and 501(c)(3) reports to the IRS and annual report to The Corporation Commission.
- F. Shall give monthly reports to the general membership and the Executive Committee.
- G. Shall upon request, provide a bank statement to the Executive Committee.
- H. Shall work with the President and 1<sup>st</sup> Vice President on the development of an annual budget.
- I. Present to the general membership the budget for the fiscal year. The budget is approved by the general membership.
- J. Shall close out the books and present to the auditor all receipts and disbursements and records of the office pertaining to the fiscal year.
- K. Shall have to the Auditor the final books for the fiscal year by July 15.
- L. Shall be the custodian of all Club funds and is responsible for ensuring that all financial recordkeeping is accurate, timely and available for inspection at the request of the Tempe Woman's Club Executive Committee and/or the auditor.
- M. Shall retain all financial records for a minimum of 10 years. Documents shall be scanned and stored electronically in a document repository accessible by all members of the Executive Committee.
- N. Shall manage the check-in table for the general membership meetings.
- O. Shall collect lunch monies, dues and other funds such as monetary donations at the general membership meeting.

#### **Section 7 –Public Relations Chair**

- A. Shall plan, develop, coordinate, implement and evaluate a range of community/social initiatives that support the purpose of the GFWC-Tempe Woman's Club.
- B. Shall serve as the liaison between the GFWC-Tempe Woman's Club and the community organizations that Club supports.
- C. Shall secure speakers for the general membership meetings.

#### **Section 8 – Communications and Social Media Chair**

- A. Shall oversee the development, content and maintenance of the Clubs social media, website and email accounts in support of the mission of GFWC-Tempe Woman's Club.
- B. Shall manage the clubs digital assets, such as shared drives, access credentials and the zoom link.
- C. Shall manage all of the clubs technology.

#### **Section 9 – Resignations and Appointments**

- A. When an Executive Committee member is unable to fulfill the duties of their office, they must resign the position in writing to the Recording Secretary, or after missing three (3) consecutive meetings, the Executive Committee may declare the position vacant.

- B. Whenever any vacancy occurs on the Executive Committee it shall be filled without delay by a majority vote at a regular Executive Committee meeting.
- C. Whenever multiple vacancies exist, and a quorum of the Executive Committee cannot be established, the vacancies shall be filled by a majority vote of the General Membership.
- D. The person so appointed shall hold office until the next elections.

#### **Section 10 – Removal**

Any member of the Executive Committee or Standing Committee may be removed with or without cause, at any time, by vote of a quorum of the board at a meeting, if in their judgement the best interest of the Club would be served thereby. Members who are removed will receive notice either via electronic or written communication from the President. Notice will be sent in accordance with the member's contact information on file with the 2<sup>nd</sup> Vice President.

### **Article VI – Quorum**

#### **Section 1: Quorum of the Executive Committee:**

Four (4) of the seven (7) Executive Committee members constitutes a quorum.

#### **Section 2: Quorum of the General Membership Meetings:**

A majority of those present shall be the quorum to conduct business at a general meeting.

### **Article VII – Executive Committee**

Section 1. The Executive Committee shall consist of the elected officers and those officers appointed by the President.

Section 2. The Executive Committee shall make financial decisions without approval of the General Membership when expending funds up to \$200.

Section 3. Executive Committee meetings shall be held monthly with the President presiding, with a quorum of four (4). They shall meet during the summer as needed.

Section 4. Special Executive Committee meetings are to be called by the President or at the request of three (3) members of the Executive Committee.

Section 5. All recommendations taken by the Executive Committee shall be reported to the membership by the Recording Secretary at the next general membership meeting.

Section 6. The Executive Committee shall be subject to the decisions of the Club and none of its acts shall conflict with actions taken by the Club.

### **Article VIII– Appointed Officers**

#### **Section 1 – Corresponding Secretary**

- A. Shall be appointed by the president as a non-voting member of the Executive Committee.

- B. Shall conduct all official and courtesy correspondence of the Club.
- C. Shall read official correspondence at the Club and Executive Committee Meetings, when asked to do so by the President.
- D. Shall be responsible for overseeing the printing of the Club Yearbook.
- E. Shall send out to the General Membership birthday cards.
- F. Shall ensure all monetary contributions are sent a written acknowledgment to the donor from the Club.
- G. Shall send appropriate correspondence as directed by the Executive Committee.

**Section 2 – Parliamentarian**

- A. Shall be appointed by the president, as a non-voting member of the Executive Committee.
- B. Shall advise the President on points of parliamentary procedures and also give similar advice to the Executive Committee and to the Club when requested.

**Article IX – Board of the Trustees**

**Section 1. – Purpose.**

The Board of Trustees shall oversee and manage the Tempe Woman’s Club’s real property, known as the Clubhouse, on behalf of the membership and in accordance with the Club’s mission, bylaws, and applicable nonprofit regulations. The Trustees shall ensure that the clubhouse and its grounds are properly maintained, insured, and responsibly managed as the Club’s primary meeting place, with any rental use remaining incidental and consistent with the property’s historic noncommercial designation.

**Section 2. Composition.**

The members of the Club Board of Trustees shall be the chair, secretary, treasurer, rental agent, and facilities manager elected by the members of the Club at the April general membership meeting following the procedure outlined in **ARTICLE XIII – Nominations and Elections**. The chair and treasurer shall be elected in even-numbered years and the secretary, rental agent and facilities manager will be elected in the odd-numbered years. and shall hold office for two years. The term may be for an additional 2 years if nominated by the Nominating Committee. One of the five shall be an officer from the Executive Committee excluding the President and Treasurer. In case of a vacancy, the Board of Trustees shall appoint a member with approval of the Executive Committee until the next Annual Meeting where there shall be an election.

**Section 3. Duties of Members.**

- A. Chair – The Chair shall preside over all meetings of the Board of Trustees and act as liaison between the Trustees and the Executive Committee. The Chair shall:
  - 1. Ensure the Board fulfills its fiduciary duties and acts in accordance with the bylaws and nonprofit compliance requirements.
  - 2. Coordinate the work of the Trustees and appoint subcommittees as needed for maintenance, rentals, or capital projects.

3. Approve emergency expenditures with a majority of the Board up to one thousand (\$1,000) for urgent repairs or safety issues.
- B. Secretary – The Secretary shall maintain accurate written records of all meetings, contracts, maintenance reports, and other official documents pertaining to the Clubhouse. The Secretary shall:
1. Prepare and distribute minutes of all Trustee meetings within ten (10) days.
  2. File copies of all Board correspondence and reports with the Recording Secretary of the Executive Committee.
  3. Issue meeting notices and maintain the annual calendar of the Board.
- C. Treasurer - The Treasurer shall oversee all financial matters related to the Clubhouse and shall coordinate closely with the Club Treasurer. The Treasurer shall:
1. Maintain an accounting of all receipts and disbursements related to proper operations, rentals, and maintenance.
  2. Maintain adequate property, liability and event insurances.
  3. Reconcile monthly statements with the Club Treasurer to ensure compliance with accounting standards and nonprofit reporting.
  4. Prepare an annual clubhouse budget for Trustee approval and submission to the Executive Committee for incorporation into the Club’s annual budget.
  5. Oversee any designated capital or reserve funds held for repair, improvement, or replacement of the property.
- D. Rental Agent - The Rental Agent shall oversee the scheduling, use, and financial integrity of all clubhouse rentals. The Rental Agent shall:
1. Manage the rental calendar, process applications, and ensure all rental agreements are executed in accordance with Club policy.
  2. All rental agreements should be approved and signed off by a second Trustee.
  3. Enforce established rental rates, deposits, and cancellation terms established by the Board of Trustees and approved by the Executive Committee.
  4. Ensure renters provide required insurance, deposits, and comply with building-use and safety rules.
  5. Maintain a record of all rental income and submit monthly reports to the Board Trustees Treasurer.
- E. Facilities Manager - The Facilities Manager shall oversee the maintenance, safety and operational condition of the clubhouse and its grounds. The Facilities Manager shall:
1. Develop and implement an annual maintenance and inspection schedule.
  2. Solicit and review bids for repairs, janitorial, landscaping, or improvement projects, presenting recommendations to the Board for approval.
  3. Ensure compliance with municipal codes, ADA requirements, and insurance inspections.
  4. Maintain an inventory of property assets, furnishings, and equipment.
  5. Coordinate with the Rental Agent to ensure readiness of the facility for events and address post-event maintenance needs.
  6. Maintain a permanent digital and physical record of rental agreements, property deeds, warranties, insurance certificates, and inspection reports.

#### Section 4. Meetings.

The Trustees shall meet monthly as needed. A quorum shall consist of three (3) Trustees. The Chair may call special meetings with at least seven (7) days notice.

Minutes shall be submitted to the Trustee Board and Executive Committee within ten (10) days of each meeting.

## **Article X - Standing and Special Committees**

### **Section 1 - Standing Committees**

- A - Legal Committee Chair:
- Shall work with any outside agencies regarding legal issues.
  - Shall report to the Executive Committee on any and all legal issues that arise during the course of the year.

### **Section 2 – Special Committees**

- A. Special Committees shall be appointed by the President as necessary to carry on the business of the Club.

## **Article XI - Auditor**

### **Section 1 - Auditor**

- A. Shall be appointed by the president.
- B. Shall examine and return records to the Treasurer by February Executive Committee Meeting.
- C. Shall prepare the final audit report and present it to the Executive Committee by the February Executive Committee meeting.
- D. Shall present an audit report at the General Membership Meeting in March.
- E. Should discrepancies arise during the examination of the records, the Auditor shall immediately report it to at least three members of the Executive Committee.
- F. Shall warranted and approved by the Executive Committee, the auditor may seek outside assistance.

## **Article XII - Fiscal Duties:**

### **Section 1 -Fiscal Duties**

- A. The President, Treasurer, 1<sup>st</sup> Vice President and Recording Secretary shall be authorized as bank signatories.
- B. All checks must have two of the four authorized signatories for the checks to be valid payment.
- C. The 1<sup>st</sup> Vice President and Recording Secretary shall be the second signature when the President is unavailable.

## **Article XIII – Meetings**

### **Section 1 – Regular Meetings**

The regular meetings of the organization shall be held on the first (1<sup>st</sup>) Wednesday of each month with the exception of the months of June, July, and August. If a regular meeting falls on a holiday, the date of the meeting may be changed by vote of the Executive Committee.

### **Section 2 – Special Meetings**

Special Club meetings may be called by the President or by three members of the Executive Committee, of the organization. The purpose of the meeting must be stated in the Call and no action is valid except on the stated business. Members are to be notified by phone, electronic transmission or in writing at least (3) days prior to such meetings.

### **Section 3 – Annual Meeting**

The Annual Meeting of the organization shall be the first (1st) Wednesday in the month of May.

### **Section 4 – Cancellation of a meeting**

General Membership meetings may not be cancelled without the approval of the membership.

### **Section 5. Emergency Meetings**

- A. In the 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 Committee, may order the elections be held by mail or electronically.
- B. In the 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 Committee, may order that an electronic meeting be held as a substitute for a regular, executive committee, or special meeting.

## **Article XIV – Nominations and Elections**

### **Section 1 – Nominating Committee**

- A. The Nominating Committee shall consist of not less than three (3) members, who shall be nominated from the floor at February general meeting and elected by the members present.
- B. The first person nominated shall serve as chair of the nominating committee.

### **Section 2 – Nomination**

- A. At the general membership meeting in March the Nominating Committee Chair shall submit the nominations for the seven (7) officers of the Executive Committee.
- B. Nominations may be made from the floor at the general meeting in March.

### **Section 3 - Election and Installation**

- A. The Officers of the Organization shall be elected at the April general membership meeting in even-numbered years and shall hold office for a term of two (2) years, or until their successors have been qualified and are elected by the membership.
- B. The Recording Secretary shall keep all records of the votes of all elections and ballots.
- C. The installation of the Executive Committee shall be at the Annual Meeting in May.

## **Article XV – Ethical Standards**

### **Section 1 – Ethical Conduct**

GFWC requires its Executive Committee and members to observe high standards of ethical conduct in the execution of their duties and responsibilities.

### **Section 2 – Confidentiality**

The Executive Committee and General Membership shall not disclose confidential or proprietary information belonging to GFWC and their affiliation with the organizations, other than those persons who have a legitimate or legal need for such information.

**Section 3 – Conflict of Interest** The Executive Committee and General Membership shall act in the best interest of GFWC and the Organization. Its members shall publicly declare a conflict of interest, as defined in Subsection A below, and shall abstain from discussing/debating the issue as well as voting to approve or disapprove the issue/topic being considered.

Presumption of Conflict. A conflict of interest shall be presumed when:

- A. An Executive Committee member or individual member or a member of their immediate family or close associate who has a close affiliation or interest in an affected organization or company and could expect financial gain or loss from a matter being considered by GFWC-Tempe Woman’s Club, Inc.
- B. If a member fails to disclose an actual or potential conflict of interest, the EC will give the member an opportunity to explain the alleged failure to disclose. Based on the outcome of the EC's investigation, appropriate disciplinary action may be taken, which might include revocation of the person's membership.
- C. Public Positions. No Executive Committee, or General Membership member, while acting in their official capacity, shall take a public position on any issue that is not in conformity with the official position of GFWC or the Organization; on which GFWC or the Corporation has taken no formal position.

#### **Section 4 - IRS Regulations**

- A. Under the Internal Revenue Code, all section 501(c)(3) organizations are absolutely prohibited from directly or indirectly participating in, or intervening in, any political campaign on behalf of (or in opposition to) any candidate for elective public office. Contributions to political campaign funds or public statements of position (verbal or written) made on behalf of the organization in favor of or in opposition to any candidate for public office clearly violate the prohibition against political campaign activity. Violating this prohibition may result in denial or revocation of tax-exempt status and the imposition of certain excise taxes.
- B. Voter education activities (including presenting public forums or publishing voter education guides conducted in a non-partisan manner do not constitute prohibited political campaign activity. Other activities that encourage people to participate in the electoral process (such as a voter registration drive) would not be prohibited political campaign activity if conducted in a non-partisan manner.

#### **Section 4 – Indemnification**

The Organization shall indemnify, to the fullest extent permitted by law, any current or former Officer or members of the Executive Committee for liability resulting from any acts taken on behalf of the Organization in their official capacity. An individual shall be entitled to indemnity only to the extent that their conduct was authorized by the Organization. The Executive Committee shall take action as may be necessary to authorize or appropriate the amount of indemnification, after consulting with legal counsel.

### **Article XVI – Amendments/Bylaws**

#### **Section 1 – Review**

The Bylaws of the Organization shall be reviewed at least every two (2) years.

## Section 2 – Amendments

- A. The Bylaws of the Organization may be amended at any regular meeting, provided such amendment have been proposed, reviewed for required GFWC consistency, and notification of changes email/mailed at least 30 days before a vote takes place at the regular meeting.
- B. Forty percent (40%) of the membership must be present to amend the Bylaws. Michele **40% of the membership including a majority of the elected officers must be present to amend the Bylaws.**

## Article XVII – Governing of Meetings

Robert’s Rules of Order Newly Revised, in Brief shall govern the deliberation of all meetings of the Organization.

## Article XVIII – Dissolution of the Corporation

Upon termination or dissolution of the TEMPE WOMAN’S CLUB, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive assets of the TEMPE WOMAN’S CLUB hereunder shall be selected by the discretion of a majority of the active members of the Club at a regularly scheduled membership meeting or special meeting. If its members cannot so agree, then the recipient organization shall be selected by a majority of the Board of Directors.

Revised/Adopted: 4/2/2003

Revised/Adopted: 4/2/2013

Revised/Adopted: 2017

Amended 6/7/2021

Revised: 8/5/2022 Adopted: 9/7/2022

Revised: 7/9/2023 Adopted: 9/5/2023 to correct the fiscal/calendar year

Revised 3/6/2024 to update Treasurer’s Role

**GFWC Tempe Woman's Club  
Standing Rules**

1. The Club shall meet at 11:30 am on the first Wednesday of the month, September thru May, unless the day is a holiday in which case an alternative date will be set by the General Membership.
2. Dues shall be \$40.
3. The Club shall purchase Directors and Officers Insurance to cover the Executive Committee.
4. The Executive Committee shall meet on the third week of the month as needed.
5. The Club shall pay meals, housing and registration fees incurred by the President when attending State and District Meetings.
6. Any member signing up for a Club, state, or district function shall be responsible for payment of the function whether they attend or not, unless they cancel prior to the events cancellation deadline.
7. There shall be the following GFWC Community Service Programs: Arts and Culture, Civic Engagement & Outreach, Education and Libraries, Environment, Health & Wellness as specified by GFWC.
8. There shall be the following GFWC Special Programs: GFWC Signature Program: Domestic and Sexual Violence Awareness a Prevention. Junior Special Projects: Advocates for Children.
9. There shall be the following GFWC Advancement Areas: Leadership, Fundraising, Membership. Communication and Public Relations, Legislation and Public Policy and Women's History Resource Center (WHRC)
10. Standing Rules can be amended at a regular general meeting.

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