**The Woman’s Club of Pewaukee Bylaws**

Adopted November 6, 2014

Amended March 2, 2017

Amended January 2, 2020

**ARTICLE I NAME**

The name of this organization shall be THE WOMAN’S CLUB OF PEWAUKEE, INC. also referred to as WCP, Pewaukee Woman’s Club, GFWC-WI WOMAN’S CLUB OF PEWAUKEE or GFWC WOMAN’S CLUB OF PEWAUKEE. THE WOMAN’S CLUB OF PEWAUKEE, INC. (WCP) shall be affiliated with the General Federation of Women’s Clubs (GFWC), the General Federation of Women’s Clubs-Wisconsin (GFWC-WI), and the Rolling Hills District of the GFWC-WI.

**ARTICLE II MISSION**

MISSION STATEMENT: The mission of this club shall be to strive for community improvement and enrichment; to foster healthy family relationships; to provide its members with opportunities for education, culture, fellowship and service; and to stress the concepts and programs of the GFWC and the GFWC-WI.

A) This club shall be affiliated with the General Federation of Women’s Clubs (GFWC) and the GFWC Wisconsin (GFWC-WI). WCP bylaws shall be governed by the GFWC-WI bylaws.

B) This club shall contribute and participate in GFWC and GFWC-WI programs and projects on a voluntary basis.

 C) This organization shall be non-partisan.

D) These bylaws specify the rules under which the corporation shall be managed and operated in conformity with Section 501 (c) 3 of the U.S. Internal Revenue Code and Chapter 181 of the Wisconsin Statutes, governing non-stock charitable and educational corporations.

**ARTICLE III NON-DISCRIMINATION POLICY**

A) WCP affords equal opportunities to all members without regard to race, color, sex, gender, sexual orientation, gender identification, religion, age, marital status, disability, veteran status, national origin, or other criteria protected by law.

B) This provision will allow us to donate to any group, agency, or non-profit organization that targets specific populations for services. However, these services must be open to all people within the targeted population. Donations to individuals shall conform to the aforementioned criteria.

**ARTICLE IV MEMBERSHIP**

 **Section 1 Member Eligibility**

A) Any person 18 years of age or older who is interested in the mission of the organization shall be eligible for active membership.

B) All women who share the mission of the GFWC are welcome to join The Woman’s Club of Pewaukee.

C) Each member is encouraged to contribute her time and talent to accomplish the mission set forth in ARTICLE II and adhere to the rights and responsibilities set forth in ARTICLE IV Section 5 of these bylaws.

D) The term “member (s) in good standing” shall be used to designate a member whose dues have been paid in accordance with current policies and are not in arrears and who has not been found in violation of the provisions of ARTICLE IV paragraph A.

E) Members whose dues are not paid within ninety (90) days will be removed from the rolls for nonpayment of dues. Members removed under this section may return their status to good standing by paying all dues in arrears prior to the end of the calendar year in which they were removed.

F) All women who have been members twenty-five consecutive years or more may be termed Honorary members with all privileges and duties retained. Honorary members may elect to pay one-half of regular dues if they wish.

 **Section 2 Member Transfers**

A) Persons desiring to transfer from another GFWC club shall be accepted as members upon receipt of a GFWC Transfer Card or a letter of recommendation from the club from which they are transferring.

B) Members joining the club via transfer will pay dues commensurate with the date of initial membership transfer.

C) Members joining the club via transfer shall be credited with years of membership in previous clubs for membership longevity purposes.

 **Section 3 New Members**

Eligibility and orientation of the new members shall be administered

by the membership chair.

 **Section 4 Classes**

A) Active – Active members are those who have completed the requirements for membership.

B) Honorary – Honorary members are those who have been members twenty-five consecutive years or more.

C) Associate – Associate membership is available for any former member in good standing who desires to step back from full membership responsibilities because of life situations but would still like to be affiliated with WCP. An associate member shall not serve on the Board or chair a committee but may attend and participate in any club function.

 **Section 5 Rights and Responsibilities**

The rights and responsibilities of membership shall include, but not be limited to

**Rights**

A) Serve as a chairperson of a committee

B) Hold elected or appointed office after attaining at least one year of membership

C) Receive all newsletters and yearbooks

D) Serve on a committee

E) Attend general membership meetings, board of directors’ meetings, convention, and social events.

F) Make motions and speak in debate.

G) Cast one (a) vote on all matters brought before the membership.

H) Nominate candidates for elected office.

**Responsibilities**

A) Be familiar with the bylaws governing the WCP

B) Participate in and support group projects and fundraisers as determined by the BOD and general membership.

C) Read all club, state, and national newsletters to remain abreast and connected with the GFWC, the GFWC-WI and the WCP.

D) Conserve club financial resources

E) Commit to open communication and discussion within club meetings.

F) Promote a spirit of sisterhood in achieving the club’s purposes.

 **Section 6 Resignation**

Resigning members shall notify the BOD in writing.

 **Section 7 Reinstatement**

A member in good standing, whose resignation from the club has been accepted, may request reinstatement from the Board of Directors.

 **Section 8 Attendance and Member Guidelines for Active Members**

A) Any person who has been absent from regular meetings or not participating in club activities for a whole club year may be dropped from membership unless an extension of leave has been obtained from the Board of Directors and the member’s club dues are paid for the ensuing year.

B) Members shall make every attempt to attend a minimum of six (6) meetings (general or committee) annually to remain connected and informed of club business and to participate in the decision-making of the club.

C) Each member should serve on a minimum of one fund raising event each year, volunteer for a general meeting hostess, or serve with one standing or special committee or department during each club year.

 **Section 9 Dues**

During the BOD budget process, the yearly dues of the Woman’s Club of Pewaukee shall be determined and subsequently approved by the majority vote of the members present at a meeting in September.

**ARTICLE V FINANCES**

 **Section 1 Dues**

 A) Dues shall be paid in accordance with ARTICLE IV Section 9.

B) Members joining the club via transfer will pay dues according to ARTICLE IV Section 2 B.

 **Section 2 Financial Purpose**

WCP financially supports organization that are beneficial to the greater Pewaukee community.

 **Section 3 Fiscal Year**

The fiscal year of the club shall be from July 1st to June 30th.

 **Section 4 Donation Requests**

Donation requests shall be in writing. The Board of Directors shall make recommendations to the general membership as to dispersing of funds at the May meeting of the WCP. The general membership shall vote on the BOD recommendations.

 **Section 5 Expenditures**

A) All members are expected to conserve club funds and keep administrative expenses under control. Adequate documentation for reimbursement, including receipts, must be presented to the treasurer in a timely manner.

B) The Board of Directors may disperse funds up to $500.00 for items not in the current fiscal year’s budget without prior club approval.

C) All expenditures above $500.00 not in the current fiscal year’s budget must be voted upon by the general membership.

 **Section 6 Dissolution or Defederation**

 **Dissolution**

If, for any reason, the club decides to disband, a vote of two-thirds of all club members in good standing will be required. The remaining assets after the payment of all bills and liabilities will be given, liquidated, and allotted to organizations of like purposes to be determined by The Woman’s Club of Pewaukee Board of Directors, in accordance with government regulations.

**Defederation**

Should the club consider withdrawing from GFWC-WI, it must follow the rules of the GFWC-WI as stated in its bylaws (ARTICLE XX, SECTIONS 2-3)

 **Section 7 Federation Meetings and Conventions**

Club support of GFWC and GFWC-WI conventions and meetings shall be encouraged for all members.

A) Information regarding district, state, regional and national GFWC conventions shall be made available to the general membership via club correspondence.

B) Individual members shall make all registration, payment, transportation, and hotel arrangements for themselves.

C) The President shall be the first delegate to Federation meetings and conventions. Other delegates shall be appointed by the Executive Board.

D) Delegate (s)’s expenses shall be paid by the individual unless determined by the BOD to be part of the annual budget.

 **Section 8 Bank Accounts**

The BOD from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks as may be selected by the BOD. The BOD may make such rules and regulations with respect to said bank accounts not inconsistent with the provisions of these bylaws, as the BOD may deem expedient.

 **Section 9 Loans**

No loans shall be contracted on behalf of the club and no evidence of indebtedness shall be issued for same. Reasonable advances of reimbursable expenses may be made at the discretion of the President, or as determined by the BOD.

 **Section 10 Checks**

All checks issued in the name of the club shall be signed by such officers in such manner as shall be determined from time to time by resolution of the BOD.

**ARTICLE VI MEETINGS**

*Robert’s Rules of Order, Newly Revised* shall determine parliamentary practice and procedures in all cases to which they apply except where inconsistent with these bylaws.

 **Section 1 Quorum**

Twenty five percent of the total membership constitutes a quorum for the transaction of business at any general, emergency, or special meeting. Four members shall constitute a quorum of the BOD.

 **Section 2 General Meetings**

A) General meetings shall be held without notice monthly on the first Thursday of the month from September through May except when canceled by the Board of Directors. Exceptions to this rule may be made by the BOD.

B) All meetings, meeting sites, programs and speakers will be printed in the yearbook, which shall be distributed at the September meeting.

C) All meetings will be announced in the WCP monthly newsletter.

 D) The May meeting shall be the Annual Meeting.

E) By a majority affirmative vote at any regular meeting, or special meeting called for the purpose, the club may sponsor any social or business project for the purpose of obtaining funds.

 F) There shall be a minimum of seven (7) meetings per year.

 **Section 3 Board Meetings**

A) Board meetings shall be held without notice monthly except when canceled by the Board of Directors.

B) The BOD shall meet on the call of the President, or at the request of two members of the board to the President.

C) The transactions of any meeting of the BOD, however called and noticed or wherever held, shall be as valid as though it were held upon regular call and notice, if a quorum is present and if either before or after the meeting, a written waiver of notice of the meeting containing the same information as would have been required to be included in a proper notice of the meeting, is signed by each director not present at the meeting and each director present at the meeting who objected thereat to the transaction of any business because the meeting was not lawfully called or conveyed. All such waivers shall be filed with and made a part of the minutes of the meeting.

D) Any action that may be taken at a meeting of the BOD may be taken without a meeting if all the directors shall consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. This written action may be in the form of an email.

 **Section 4 Annual Meeting**

The annual meeting of the membership shall be held each year on the first Thursday of the month of May at such time or place as may be designated by the President, or by any Vice-President if the President is unable to act, for the election of officers and the transaction of other business as may properly come before the meeting. This meeting information shall be reported in the WCP yearbook. In the event of failure or oversight, or otherwise to hold the annual meeting in any year during the designated month, the meeting may be held at a later date upon due notice or waiver of notice. Any election or business transacted at such meeting shall be as valid and effectual as if it had been transacted at the annual meeting.

 **Section 5 Emergency or Special Meetings**

A) Emergency or Special meetings may be called by the Board of Directors on not less than two (2) days’ notice or more than fifty (50) days’ notice in writing to members.

B) A special meeting of the club may be called by the President; by a majority of the Board; or by a written request of five members of the club to the President.

 **Section 6 Voting**

A) A simple majority of those present, either by voice, show of hands, standing or in writing is needed to carry all main motions and elections.

 B) Voting by absentee ballot is not permitted.

 C) Voting by proxy is not permitted.

 D) Voting by email is not permitted.

**ARTICLE VII OFFICERS AND DUTIES**

 **Section 1 Designation**

A) The officers of the WCP shall be President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer. On January 1 of the election year, the Vice President may become the President-Elect.

B) The board of directors shall be composed of the officers of the club, two duly elected directors (one of whom should be a past officer) and a past president.

C) All officers and directors shall serve without compensation. Upon resolution of the BOD, however, any one or more members of the board may receive reimbursement of reasonable and necessary expenses in fulfilling her duties as a member of the board.

D) No person shall be eligible to office until she has been a member of this organization for one club year.

E) It shall be the policy that no person shall serve on the BOD in the exact same capacity for more than two successive terms. Exceptions may be made where the nature of the position makes advisable such exception.

 **Section 2 Election and Nomination**

A) Election shall be by ballot at the annual meeting of the WCP by a majority vote of the members present. The Nominating Committee shall present one name for each office, followed by the opportunity to present nominations from the floor with the consent of the nominee. When there is but one candidate for each all be by voice; if there is more than one candidate for any office, the elections for that office shall be by ballot.

B) The nominating committee shall be appointed by the President with the consent of the BOD.

 **Section 3 Effective Date**

A) Officers and directors shall assume duties upon membership election to office at the annual meeting in May.

B) For the continuity of the club, both sets of officers (old and new) should work efficiently to make a smooth transition over the summer recess.

 **Section 4 Terms**

A) The term of office for all officers and directors shall be two years.

B) The terms of the president and vice president shall be staggered in alternate years, providing opportunity for more consistent flow of information within the Board of Directors.

C) In one year the WCP shall elect President, the Vice-President, the Corresponding Secretary and one director.

D) In the other year, the WCP membership shall elect the Treasurer, the Recording Secretary and one director.

 **Section 5 Duties**

A) **The President** shall

1. preside at all meetings whenever possible.

2. appoint the Parliamentarian,

3. appoint the nominating committee,

4. appoint special committees (including, but not limited to Financial Review, Fundraising,Publicity, Sunshine, Historian, Yearbook andMembership)

5. appoint counters for elections by ballot,

6. sign all orders drawn on the Treasurer.

7. act as an ex-officio member of all committees except the Nomination Committee.

8. appoint all community service program chairpersons, subject to appointee’s consent.

B) **The Vice President** shall

1. shall perform the duties of the President in case of absence or disability of the President.

2. may become President-elect on January 1st of the election year.

3. shall have general supervision over the standing, special and ad hoc committees

C) **The Recording Secretary** shall

1. keep a record of all proceedings of the club;

2. record the minutes of all club meetings, both General and BOD and distribute copies to members;

3. keep a copy of the bylaws and update them wheneveramended;

 4. when required, call the roll;

5. assist the President with the agenda composition as appropriate.

D) **The Corresponding Secretary**

1. conducts the correspondence and sends out all notices when necessary.

2. shall pick up mail from the PO BOX at least once per week and immediately before all general and BOD meetings.

3. shall write correspondence on behalf of the club as appropriate and file accordingly.

E) **The Treasurer**

1. has charge of all monies belonging to the club and shall, upon an order signed by the President, pay all bills.

2. shall prepare treasurer’s reports for all business meetings and upon request.

3. shall pay District and State Federation dues before November1st

4. shall present the books for financial review each year before the fall term.

5. will render an annual itemized report of receipts and expenditures to be published in the annual Woman’s Club of Pewaukee yearbook.

6. shall be the chairperson of the Budget Committee to formulate the budget for the ensuing year.

7. shall balance records/account/bank statements each month.

8. shall file all required state and national forms.

 **Section 6 Resignation**

Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the club. Written notice shall take effect when the notice is delivered unless the notice specifies a later effective date and the club accepts the later date. Notice may also be given by facsimile or other wire or wireless communication. (For example, email or phone text.)

 **Section 7 Removal of Officers**

Any officer may be removed from office with or without cause upon a majority vote of the BOD, without prejudice to the contract rights, if any, of the officer removed. A specific reason for removal may be the failure of an officer to attend three consecutive meetings of the board without cause.

**ARTICLE VIII NOMINATIONS AND ELECTION OF OFFICERS**

 **Section 1 Nomination**

Officers and directors shall be nominated and elected by WCP members.

 **Section 2 Term**

The term of the officers and directors shall be two (2) years or until their successors are installed.

 **Section 3 Effective Date**

Officers and directors shall assume duties at the close of the May meeting.

**ARTICLE IX BOARD OF DIRECTORS**

 **Section 1 Board**

A) The Board of Directors (BOD) shall consist of the elected officers, two directors, and a past president. All have voting privileges, except the past president.

B) The BOD shall supervise the affairs of the club that conform to Article II of these bylaws.

 **Section 2 Vacancies**

A) Vacancies in an office, except the office of President and Vice President shall be filed by the Board of Directors.

B) Vacancies in the office of President shall be filled by the Vice President (with consent).

C) If the succeeding officer does not consent, vacancies in the office of President and Vice President shall be filled by a vote of a quorum of the general membership. Nominations and voting shall take place at the next meeting, following publication of the vacancy in the newsletter.

**Section 3 Budget**

The Board of Directors shall recommend a proposed budgetto be presented and voted on by the general membership at the September meeting, and have the power to authorize the Treasurer to pay expenditures that may develop between meetings, and over the summer recess.

 **Section 4 Quorum**

The BOD has a quorum and shall carry any motion with a minimum of four (4) BOD members.

**ARTICLE X STANDING COMMITTEES AND DEPARTMENTS**

 **Section 1 Designation**

A) Standing committees are permanent committees within WCP conducting business for the club. These shall include, but not be limited to, Financial Review, Nominating, Fundraising, Publicity, Sunshine, Historian, Book Club, Parliamentary Advisor, Yearbook, and Membership.

B) Community Service Programs are permanent departments of the GFWC and shall include, but not be limited to~~.~~ Arts and Culture, Civic Engagement and Outreach, Education and Libraries, Environment, and Health and Wellness**.**

 **Section 2 Prerequisites**

Standing committee chairpersons and department heads shall be appointed from the general membership by the President and the BOD with consent. All Candidates should have been members for at least three meetings.

 **Section 3 Annual Reports**

Annual written reports shall be presented to the club President before the May meeting.

**ARTICLE XI SPECIAL COMMITTEES**

**Section 1 Designation**

Special committees are focused on a special function for a specific period within the WCP club year.

 **Section 2 Duties**

Special committees shall fulfill their duties as charged by the President and Board of Directors.

**ARTICLE XII PARLIAMENTARY AUTHORITY**

The Parliamentary Authority of this club shall be the current edition of *Robert’s Rules of Order Newly Revised.*

**ARTICLE XIII LEGAL LIMITATIONS**

The Woman’s Club of Pewaukee (WCP) recognizes that it is a not-for-profit club which is tax exempt under the laws of the United States of America and the State of Wisconsin. The club shall not take any action or omit to perform any task, which will or will tend to jeopardize in any way the federal and state tax exemptions enjoyed by the organization. The affairs of the club shall be conducted solely for the purpose set forth in ARTICLE II above. In particular, the club shall not carry on propaganda or attempt to influence legislation, nor participate in or intervene in any political campaign on behalf of any candidate for public office or any issue placed before the electorate, including publicity of or the distribution of any statements or campaign material.

**ARTICLE XIV AMMENDMENTS TO THE BYLAWS**

 **Section 1 Review**

Bylaws shall be reviewed at least every other year.

 **Section 2 Amendments**

These bylaws may be amended at any regular meeting of the WCP by an affirmative vote of two thirds of the members present, due notice of the proposed change having been presented at the previous regular meeting.

**ARTICLE XV CERTIFICATION OF BYLAWS**

I hereby certify that the forgoing bylaws of the Woman’s Club of Pewaukee, Inc., Pewaukee, Wisconsin were adopted this 6th day of November 2014, by a majority vote of the membership of the club.

Abby Lorenz

President

The Woman’s Club of Pewaukee, Inc.

I hereby certify that the forgoing bylaws of the Woman’s Club of Pewaukee, Inc., Pewaukee, Wisconsin were amended this 2nd day of March 2017, by a majority vote of the membership of the club.

Susan Goldstone

President

The Woman’s Club of Pewaukee, Inc.

I hereby certify that the forgoing bylaws of the GFWC-WI Woman’s Club of Pewaukee, Inc. Pewaukee, Wisconsin were amended the 2nd day of January 2020, by a majority vote of the membership of the club.

Kathleen Novack

President

GFWC-WI Woman’s Club of Pewaukee, Inc.