

# THE BYLAWS OF THE COLLEYVILLE WOMAN'S CLUB

## Article I – Name, Purpose and Mission

**Section 1.** The name of the organization shall be Colleyville Woman's Club.

**Section 2.** Colleyville Woman's Club is a non-profit, non-political organization.

**Section 3.** The purpose of Colleyville Woman's Club is exclusively educational and charitable and is: to further the common good and general welfare of the people of the community - and to provide a means for members to pursue mutual interests and to participate in the community.

**Section 4.** The mission of Colleyville Woman's Club is to enhance the community through education, volunteer service, charitable fundraising and other member activities.

## Article II - Membership

### Section 1. Qualifications for Membership

#### a. Individual

- i. Membership in Colleyville Woman's Club, hereafter referred to as CWC, is open to residents of Colleyville and the surrounding area who are interested in active participation in the organization.
- ii. CWC does not discriminate on the basis of gender, age, race, color, creed, religion or national origin.
- iii. Any member in good standing for a minimum of a minimum of 10 consecutive years who has attained the age of 65 shall be eligible for election to Legacy Membership, retaining full voting privileges but paying \$25. As of February 2, 2021, Legacy members will be grandfathered into the Legacy Membership.

#### b. Business

- i. Membership in CWC is open to businesses in Colleyville and the surrounding area, which are interested in active participation in the organization.
- ii. One voting representative may be designated from the business to attend meetings.
- iii. Businesses must abide by the guidelines outlined in the Bylaws and the Policies and Procedures.

### Section 2. Responsibilities of Membership

- a. The following activities require prior approval of the President or of the Executive Committee:
  - i. Any member making a commitment on behalf of CWC, distributing information pertaining to CWC, or acting as a spokesperson for CWC (internally or externally).
  - ii. Distribution of the membership directory.
- b. Each member shall be responsible for personal expenses and those of any guest brought to CWC functions.
- c. Paid reservations for special CWC functions may be canceled only by notifying the committee chair prior to the published, pre-determined reservation cut-off date. Otherwise, all charges shall be paid by the holder of such reservations.
- d. The membership year of CWC runs concurrent with the fiscal year.
- e. Only current elected officials can be introduced at meetings and events.

## Article III - Fiscal Year

The fiscal year of CWC shall begin on the first day of June and end on the last day of May.

## **Article IV - Dues and Penalties**

- Section 1.** Annual membership dues shall be set by the Executive Committee and approved by the general membership.
- Section 2.** To maintain good standing, dues shall be paid in June. Any member who does not pay dues on or before June 30 shall be notified in writing of delinquency. If dues have not been paid by September 15, that member's name shall be dropped from the membership list.
- Section 3.** Any member dropped from the membership list because of nonpayment of dues may be restored to active membership for that year by updating dues and paying a reinstatement charge.
- Section 4.** A prospective member may attend no more than two CWC sponsored activities before paying annual dues.

## **Article V - Meetings**

- Section 1.** Meetings of the Executive Committee shall be held monthly, at a time set by the President.
- Section 2.** Meetings of the Board of Directors shall be held on the fourth Tuesday of the month, unless otherwise ordered by the Executive Committee.
- Section 3.** General membership meetings shall be held on the second Tuesday of the month, as established by the Executive Committee.
- Section 4.** Other meetings may be held at the discretion of the Board of Directors.
- Section 5.** General membership meetings of CWC shall be open to guests, but the privilege of introducing motions and voting shall be limited to the voting membership in good standing.

## **Article VI - Voting**

- Section 1.** Members present at general membership meetings may vote on all issues pertaining to CWC.
- Section 2.** A quorum shall consist of 15% of the active membership. No vote in an election, on an amendment to the bylaws, or on the budget shall be effective in the absence of a quorum.
- Section 3.** Majority vote shall rule on all issues except amendment of the bylaws which shall require a two-thirds vote of members voting (see Article XV).
- Section 4.** There shall be no absentee vote.

## **Article VII - Officers**

### **Section 1. Designation of Officers**

Officers of CWC shall consist of a president, five vice presidents intended to support the mission of CWC, secretary, treasurer, and parliamentarian. The vice presidents of CWC will include:

- a. Vice President -Membership, who will be responsible for all records and activities related to CWC members.
- b. Vice President-Philanthropy, who will be responsible for all activities and programs relating directly to charitable causes, including grants and programs.
- c. Vice President-Fundraising, who will be responsible for all events intended to raise charitable funds.
- d. Vice President-Community Relations, who will be responsible for the public presence of CWC in community activities, volunteer opportunities, recognition and awards and publicity.
- e. Vice President-Operational Support, who will be responsible for all administrative activities to support other officers.

### **Section 2. Qualifications for Office**

All elected Executive Committee members must have been members in good standing for two consecutive years immediately preceding their nomination OR have served as a member of the Board of Directors for the year prior to their nomination.

### **Section 3. Term of Office**

Officers shall hold office for a term of twelve months and for not more than two consecutive terms in the same office. One who has served more than one-half of a term shall be credited with having served that full term.

**Section 4. Election and Installation of Officers**

- a. Officers, with the exception of the parliamentarian shall be elected at the general membership meeting in April by a majority vote, provided a quorum is present.
- b. With the consent of the candidate, nominations for officers may be made from the floor at the election meeting in April. If there is more than one nominee for the office, voting shall be by secret ballot.
- c. New officers shall be installed during the general monthly meeting in May and assume duties on the first day of the fiscal year.

**Article VIII - Duties of Officers**

**Section 1. Duties of the President**

- a. Presides at all meetings of the Executive Committee, Board of Directors, and at all meetings of the general membership.
- b. Appoints a Parliamentarian and all standing committee chairs, with input from the Vice Presidents, subject to approval of the Executive Committee and acts as an ex-officio member of all standing committees, except the Nominating Committee.
- c. Works with the Treasurer on the CWC budget and is knowledgeable of CWC's financial condition.
- d. Signs all checks with the treasurer, in absence of President, the Vice President- Membership signs.
- e. Appoints a replacement for the unexpired term of an officer in the event of a resignation or incapacity of an officer with the approval of the Executive committee or in the event of a vacancy in an officer position.
- f. Coordinates the work of the officers and committees, in order that the purpose of CWC is promoted.
- g. Assures that board training/orientation for members of the Executive Committee and Standing Committee chairs is conducted prior to the September Board of Directors meeting.
- h. Other duties applicable to the office as assigned by the Executive Committee.

**Section 2. Duties of Vice President Membership**

- a. Assumes presidential duties in the absence of the President.
- b. Countersigns checks with the treasurer in the absence of the President.
- c. Initially receives all membership dues.
- d. Maintains an up-to-date list of all members and provides this list to the secretary, President and other officers and board members as appropriate.
- e. Provides monthly updates of the current membership.
- f. After June 30, notifies, in writing, all members who have not paid their membership dues.
- g Oversees the following activities:
  - i. Interest Groups
  - ii. Member Support
  - iii. Hospitality at all general meetings.
  - iv. Mailing of cards to members for condolences.
  - v. Recruitment of new members
  - vi. Retention of members
- h. Other duties applicable to the office as assigned by the Executive Committee.

**Section 3. Duties of the Vice President-Philanthropy** - Oversees all charitable volunteer services and philanthropic processes as follows:

- a. School partnership with the GCISD Bridges Accelerated Learning Center.
- b. Youth Volunteer Service Recognition and scholarships.
- c. Volunteer opportunities through the volunteer coordinators.
- d. Allocations and grants processes.

- e. Assists the CWCC committee, in cooperation with the Vice President- Fundraising and VP Community Relations.
- f. Other duties applicable to the office as assigned by the Executive Committee.

**Section 4. Duties of the Vice President-Fundraising**

- a. Responsible for all community and charitable fundraising projects.
- b. Serves as an ex-officio member of all CWC community and charitable fundraising committees.
- c. Assists fundraising chairs in preparing budgets for fund raising projects.
- d. Graphic design including the development and use of logos, printed materials and other media as appropriate. This responsibility is shared with the and VP Operational Support.
- e. Assists the CWCC committee, in cooperation with the Vice President- Philanthropy and the Vice-President-Community Relations.
- f. Other duties applicable to the office as assigned by the Executive Committee.

**Section 5. Duties of the Vice President-Community Relations** - Responsible for community development, communications with the public, recognition of sponsors and volunteers, and establishing the programs for the general membership meetings. Oversees the following activities:

- a. Sponsor Recognition, including awards, and appreciation
- b. Volunteer Recognition, including awards and honors.
- c. Programs for monthly CWC general membership meetings.
- d. Assists the CWCC luncheon committee, in cooperation with the Vice President-Philanthropy and the Vice President-Fundraising
- e. Other duties applicable to the office as assigned by the Executive Committee.

**Section 6. Duties of VP-Operational Support**

- a. Maintains security of all assets through assignment of ~~keys~~, access codes, passwords and other methods.
- b. Maintains master databases for members, donors and supporters, award and grant recipients and others, including provision of mailing labels to others within CWC as required.
- c. Maintains all communications and information technology hardware and software registrations, licenses and equipment necessary to support CWC operations.
- d. Facilitates communications with members and others by coordinating the distribution, either electronically or otherwise, of all content provided by others within CWC in fulfillment of its mission.
- ~~e.~~ Graphic design, including the development and use of logos, printed materials and other media as appropriate. This responsibility is shared with the VP -Fundraising
- f. Responsible for all social media networking.
- g. Publicity and Marketing for CWC organization
- h. Other duties applicable to the office as assigned by the Executive Committee.

**Section 7. Duties of the Secretary**

- a. Serves as recording and corresponding secretary for the organization.
- b. Records the minutes of each general membership meeting and minutes of each Executive Committee and Board of Directors meetings.
- c. Maintains an updated calendar of all CWC activities and community events as designated by the Executive Committee.
- d. Maintains a current inventory of all CWC property, including keys.
- e. Oversees the custodianship of all records and materials pertinent to the history of CWC.
- f. Assures the compilation and recording of current CWC events and activities, to be presented in the form of an annual history at the September general meeting. final general meeting of the year
- g. Other duties applicable to the office as assigned by the Executive Committee.

**Section 8. Duties of the Treasurer** - Overseas the following:

- a. Accounting:
  - i. Has custody of all funds of the CWC.

- ii. Keeps a full and accurate account of receipts and expenditures.
  - iii. In accordance with the budgets adopted by CWC general membership, makes disbursements as authorized by the president, the Board of Directors or the voting body.
- b. Financial Reporting:
- i. Presents a summarized statement of net assets and a statement of operating income at each month's general membership meeting, Board of Directors and Executive Committee meetings and at other times when requested by the Board of Directors or the voting body and makes a full report at the final meeting of the year.
  - ii. Submits detailed written financial statements with comparisons to budgeted amounts at the September, January and May general membership meetings.
  - iii. Presents summarized statements of receipts and expenditures for each fundraising event or other event as requested by the Executive Committee, with detailed written financial statements with comparisons to budgeted amounts for those events presented at the September, January and May general membership meetings.
- c. Disbursements:
- i. Signs all checks with countersignature of the President or, in the absence of the President, the Vice President-Membership.
  - ii. Makes no disbursements over \$100 of a non- budgeted item without approval of the Executive Committee.
- d. Budgets:
- i. Works with the Executive Committee to prepare the operating budget for the CWC year (excluding fundraisers and events, for which there will be separate budgets) and presents the budget to the Board of Directors and then to the general membership in September for approval.
  - ii. Works with the appropriate officers and/or chairs to prepare budgets for fundraising events or other events and presents those budgets to the Board of Directors and then to the general membership for approval prior to disbursement of more than \$100 for any such event.
- e. Tax Compliance: The Treasurer provides receipts and acknowledgments to donors and purchasers for tax purposes, Form 1099s to appropriate payees and recipients of prizes, filing annual Federal and state reports, and for satisfying all other requirements for compliance with Federal and state tax law..
- f. Annual Internal Review:
- i. The Treasurer's fiscal year responsibilities end after preparation of Form 990, completion of the Internal Review, and resolution of any tax or accounting issues dating from that fiscal year.
  - ii. The Treasurer's accounts will be examined annually by an Internal Review committee of not less than three (3) elected members who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The Internal Review committee shall be elected by the membership in April and report at the August Board of Directors meeting and at the September general membership meeting. The Internal Review must be completed by July 31. The report of the Internal Review committee shall also include a presentation of the annual tax filing to the general membership. The Treasurer may not serve as an elected member of this committee, but will be available to provide any necessary information to the Internal Review committee.
- g. Other duties applicable to the office as assigned by the Executive Committee.

### **Section 9. Duties of the Parliamentarian**

- a. Attends all meetings of the Executive Committee and Board of Directors of the CWC.
- b. Advises the presiding officer on questions of parliamentary law and methods of procedure as applicable to proceedings of CWC.
- c. Votes only when the vote is by ballot.
- d. Oversees the following:
  - i. Periodic review of Bylaws and Policies and Procedures for recommended amendments.

- ii. Strategic planning process and annual reviews and revisions as needed.
- iii. Leadership training as needed annually for the board and job-specific tasks.
- iv. Nominating Committee.

e. Other duties applicable to the office as assigned by the Executive Committee.

**Section 10. All officers shall:**

- a. Perform the duties prescribed in the parliamentary authority in addition to those outlined in these bylaws and those assigned from time to time.
- b. Deliver to the outgoing president at the May general membership meeting all official materials/manuals.
- c. Shall complete, along with the standing committee chairs, a board/training orientation at the direction of the president.
- d. Oversee the budgeting process within their responsibilities, including analyzing variances throughout the fiscal year and identifying potential improvements in cost efficiency and effectiveness.

**Article IX - Executive Committee**

**Section 1.** The Executive Committee shall consist of the president, Vice President-Membership, Vice President-Fundraising, Vice President-Philanthropy, Vice President-Community Relations, Vice President-Operational Support, treasurer, secretary, and parliamentarian.

**Section 2.** In the event of incapacity or resignation of the president, the Executive Committee shall have the authority to appoint a president to complete the unexpired term.

**Section 3.** No member of the Executive Committee shall serve as chairman of any standing committee.

**Article X - Board of Directors**

**Section 1.** The Board of Directors shall consist of the Executive Committee and Standing Committee chairs.

**Section 2.** Each member of the Board of Directors shall have a vote at board meetings.

**Section 3.** The Board of Directors shall transact business as may be referred to it by CWC membership, shall act in emergencies between meetings of the general membership, shall fill all vacancies in offices or chairs, shall create standing committees, and shall submit to the membership for adoption a budget for the fiscal year.

**Section 4.** A majority of the members of the Board of Directors shall constitute a quorum.

**Section 5.** The office of any board member missing two (2) consecutive meetings without notification to the president or secretary of CWC will be declared vacant and filled by a member elected by a majority vote of the remaining Board of Directors.

**Section 6.** Board of Directors shall hold their appointed positions for a term of twelve months and for not more than two consecutive terms in the same position.

**Article XI - Standing Committees**

**Section 1.** The president, with the approval of the Executive Committee shall, at the time of taking office, appoint standing committee chairs for the term of one year, with the exception of the fund raising chairs. The current president may, with the approval of the Executive Committee, appoint the fund raising chairs at the conclusion of a fund raising event. An event is considered concluded at the presentation of the final report to the membership. Each chair shall appoint members to her committee with the exception of the Nominating Committee.

**Nominating Committee:**

- a. The Nominating Committee shall be composed of six members:
  - i. A chair shall be selected by the parliamentarian with the approval of the Executive Committee. The chair shall have no vote.

- ii. A holdover member, who shall be a member of the retiring Nominating Committee. This member shall have a vote.
- iii. Four members-at-large who shall be elected by the membership. These members shall have a vote. Members-at-large shall be elected in the following manner:
  - (a). Nominations will be made from the floor at the October general membership meeting (or subsequent month if a vacancy occurs) with the nominees' prior approval.
  - (b). Voting shall be by secret ballot if more than four nominations are made.
  - (c). If the holdover member or alternate is unable to serve for any reason, this position will be filled by an elected fifth member-at-large.

b. Duties

- i. The current Nominating Committee Chair shall be responsible for administering the election of officers.
- ii. The Nominating Committee shall nominate candidates for the positions of President, Vice President-Membership, Vice President-Philanthropy, Vice President-Fundraising, Vice President-Community Relations, Vice President-Operational Support, secretary and treasurer.
- iii. Before the end of its term, the Nominating Committee shall elect from among its members a holdover member to serve the following year. This member may not serve as a holdover member for more than one year. An alternate shall be selected from and by the Nominating Committee in the event the holdover member cannot serve.
- iv. The Nominating Committee shall present its slate of nominees to the Executive Committee and the Board of Directors in February. This policy is a courtesy, to inform only, not for approval of the slate. The Nominating Committee shall present its slate of nominees to the general membership meeting in March.
- v. Members of the Nominating Committee are not eligible for elected positions while serving on the Nominating Committee.

c. Terms

- i. Members of the Nominating Committee shall serve for one term (October through April) with the exception of the holdover member and the Nominating Chair.
- ii. Members-at-large shall not be eligible for re-election to the Nominating Committee by the membership the following year, but are eligible for appointment as Nominating Chair by the president, subject to approval by the Executive Committee.
- iii. The president is not eligible to serve on the Nominating Committee.

**Section 2.** All fund-raising chairs report directly to the Vice President-Fundraising. All fund raising chairs must submit a budget for approval to the Board of Directors not less than 120 days prior to a fund raising event with a recommendation from the Board of Directors to the general membership for approval to follow not less than 90 days prior to the said event. In the event that circumstances require modification of these requirements, the Executive Committee shall have the authority to grant a waiver. Under no circumstances may the requirement for membership approval be waived.

**Section 3.** Each standing committee shall have one vote.

**Section 4.** All Standing Committee Chairs shall:

- a. Perform the duties prescribed in the parliamentary authority in addition to those outlined in these bylaws and those assigned from time to time.
- b. Deliver to the outgoing president at the May general membership meeting all official materials/manuals.
- c. Shall complete, along with the officers, a board training/orientation at the direction of the president.
- d. Perform the budgeting process within their responsibilities, including analyzing variances throughout the fiscal year and identifying potential improvements in cost efficiency and effectiveness.

## Article XII - Special Committee(s)

The Executive Committee, with the approval of the Board of Directors, may create a special committee as deemed necessary to carry out the special needs of CWC not covered by a standing committee. This committee shall dissolve after submitting a final report to the Board of Directors.

### **Article XIII - Parliamentary Authority**

The current edition of *Robert's Rules of Order Newly Revised* shall govern proceedings of CWC, provided such rules are consistent with the bylaws of the CWC.

### **Article XIV - Dissolution**

In the event CWC disbands, all funds shall be donated to charitable organizations designated by the Executive Committee at the time of dissolution.

### **Article XV - Amendments to the Bylaws**

**Section 1.** The bylaws may be amended by a two-thirds vote of those voting, providing a quorum is present.

**Section 2.** Notice of all proposed amendments to the bylaws must be presented at one general membership meeting and voted on at the succeeding general membership meeting.

Adopted as Bylaws of Colleyville Woman's Club December 12, 1983  
Revised May 14, 1991  
Revised March 17, 1992  
Revised January 12, 1993  
Revised October 11, 1994  
Revised May 9, 1995  
Revised September 12, 1995  
Revised May 12, 1996  
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Revised April 8, 1997  
Revised April 14, 1998  
Revised October 13, 1998  
Revised September 17, 2002  
Revised March 9, 2004  
Revised October 11, 2005  
Revised October 10, 2006  
Revised October 12, 2010  
Revised May 8, 2012  
Revised October 11, 2016  
Revised March 14, 2017  
Revised February 13, 2018  
Revised February 2, 2021