



## **BYLAWS**

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## **Article I – Name, Purpose and Mission**

### **Section 1.**

The Organization's name is Colleyville Woman's Club, hereafter referred to as CWC. EIN: 75-2232238

### **Section 2.**

CWC is a nonprofit, nonpolitical, philanthropic organization.

### **Section 3.**

The purpose of CWC is to further the common good and general welfare of people in the community by providing a means for members to pursue mutual interests through educational and charitable activities.

### **Section 4.**

The mission of CWC is to enhance the community through education, volunteer service, charitable fundraising and other member activities.

## **Article II – Membership**

### **Section 1 - Qualifications for Membership**

1. Individual
  - a. CWC is open to residents of Colleyville and the surrounding areas who are interested in active participation in the organization.
  - b. CWC does not discriminate on the basis of gender, age, race, color, creed, religion or national origin.
2. Business
  - a. CWC is open to businesses in Colleyville and the surrounding areas, which are interested in active participation in the organization.
  - b. Each business member may designate one voting member.

### **Section 2 - Membership Responsibilities**

1. CWC membership runs concurrently with its fiscal year.
2. Each member will be active and participate in CWC events.
3. All businesses must abide by the guidelines outlined in the Bylaws and the Policies and Procedures.
4. Members may not make a commitment on behalf of CWC, distribute information pertaining to CWC, or acting as a spokesperson for CWC (internally or externally) without the prior approval of the President or the Executive Committee.
5. Only current elected officials are formally recognized at meetings and events (internally or externally).

## **Article III - Fiscal Year**

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

## **Article IV – Dues and Penalties**

### **Section 1.**

1. Members must pay their dues to be in good standing. General Membership dues must be paid by September 15.
2. Board members will need to pay their dues by June 30 for voting privileges during the summer months as specified in Article I of the Policies & Procedures.

### **Section 2.**

A prospective member may attend no more than two CWC membership activities per fiscal year before paying annual dues.

## **Article V - Meetings**

### **Section 1.**

Meetings of the Executive Committee will be held monthly as set by the President.

### **Section 2.**

Meetings of the Board of Directors will be held on the fourth Tuesday of the month, unless otherwise ordered by the Executive Committee and are open to the general membership.

### **Section 3.**

General membership meetings will 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 are 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 in good standing and present at general membership meetings may vote on all issues pertaining to CWC.

### **Section 2.**

A quorum will consist of 15% of the 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 will rule on all issues except amendment of the bylaws which will require a two-thirds vote of members voting (see Article XV).

#### **Section 4. Approval by the Board of Directors Without Meeting**

1. Directors may approve any action without a meeting if a quorum consisting of a majority of Directors individually responds to a proposed action communicated by the Executive Committee or by an individual Director.
2. The proposed action requires a majority approval of the responding Directors.
3. The action, quorum and majority approval of the action must be evidenced by minutes kept by a Director which must be presented at the next regular meeting of the Board of Directors.

#### **Section 5. Electronic Meeting of the Board of Directors**

1. Directors may meet with any combination of attendance, in person and/or by electronic means to address a proposed action communicated by the Executive Committee or by an individual Director provided a quorum of Directors is present. Discussion must be enabled.
2. The proposed action requires approval of the majority of Directors attending to be valid.
3. The action, quorum and approval of the action must be evidenced by minutes kept by a Director which must be presented at the next regular meeting of the Board of Directors.

### **Article VII - Officers**

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

1. Officers of CWC will consist of a President, five Vice Presidents, Secretary, Treasurer, and Parliamentarian. The Vice Presidents of CWC will include:
2. Vice President Membership, is responsible for all records and activities related to CWC members.
3. Vice President Philanthropy, is responsible for all activities and programs relating directly to charitable causes, including grants and scholarships.
4. Vice President Fundraising, is responsible for all events intended to raise charitable funds.
5. Vice President Community Relations, is responsible for the public presence of CWC in community activities, civic volunteer opportunities, recognition, publicity, and education.
6. Vice President Operational Support, is responsible for all technical and communication support.

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

Candidates should be active in CWC for two years (2) but exceptions can be approved by the General Membership.

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

Officers will 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**

1. 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 will be by secret ballot.
2. Officers with the exception of the Parliamentarian will be elected at the general membership meeting in April by a majority vote, provided a quorum is present.
3. New officers will be installed during the May general meeting and assume duties on the first day of the fiscal year.

## **Article VIII - Duties of Officers**

### **Section 1. Duties of the President**

The President presides over all Executive, Board of Director and General Membership meetings. The President represents CWC at all functions, leads the Board of Directors in all aspects of planning and executing club activities.

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

The Vice President of Membership oversees member recruiting, retention and oversees membership records. In the absence of the President, Vice President Membership also presides over meetings and approves expenditures.

### **Section 3. Duties of the Vice President Philanthropy**

Vice President Philanthropy oversees the grants process, Youth Recognition, Volunteer Opportunities, school partnerships and assists with the Caring with Commitment Celebration.

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

Vice President Fundraising oversees all fundraising activities and supports all fundraising chairs.

### **Section 5. Duties of the Vice President Community Relations**

Vice President Community Relations oversees CWC publicity, activities in which CWC participates within the community, monthly programs, Community Partner Awards, and assists with the Caring with Commitment Celebration.

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

Vice President Operational Support provides systems, graphical and communications support for CWC.

### **Section 7. Duties of the Secretary**

The Secretary provides minutes for all Executive, Board of Directors and General meetings. The Secretary is also responsible for overseeing the storage and physical security for CWC and oversees the Historian.

### **Section 8. Duties of the Treasurer**

The Treasurer is responsible for overseeing and managing all funds for CWC and keeping an accurate record of all cash, revenues, expenses and reporting to the membership.

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

The Parliamentarian ensures current Roberts Rules of Order are followed at Executive, Board of Director and General meetings. The Parliamentarian also oversees the Nominating Committee and periodic reviews of the Bylaws and Procedures.

### **Section 10. All officers will:**

Perform the duties as outlined in the CWC Bylaws and Policies and Procedures, as well as those assigned as needed by the Executive Committee.

## **Article IX - Executive Committee**

### **Section 1.**

The Executive Committee will 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 will have the authority to appoint a president to complete the unexpired term.

## **Article X - Board of Directors**

### **Section 1.**

The Board of Directors will consist of the Executive Committee and Standing Committee Chairs.

### **Section 2.**

Each Chair of the Board of Directors will have one vote.

### **Section 3.**

The Board of Directors will transact business as referred by CWC membership, will act in emergencies between meetings of the general membership, fill all vacancies in officers or chairs positions, create standing committees, and submit to the membership for adoption a budget for the fiscal year.

### **Section 4.**

A majority of the members of the Board of Directors will 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 will hold their appointed positions for a term of twelve months and for not more than two consecutive terms in the same position.

### **Section 7. All Standing Committee Chairs will:**

Perform the duties as outlined in these Bylaws and those assigned as needed.

Deliver to the outgoing president at the May board meeting all outgoing materials/manuals. Perform the budgeting process within their responsibilities, including analyzing variances throughout the fiscal year and identifying potential improvements in cost efficiency and effectiveness.

# Article XI - Standing Committees

## Section 1.

The President, with the approval of the Executive Committee, will appoint standing committee chairs for the term of one year, with the exception of the fundraising chairs. Fundraising chairs will be appointed by the President, with the approval of the Executive Committee as needed for events and will continue to serve until the event is finalized with reports to the Membership. Fundraising chairs may overlap fiscal years. Each chair will appoint members to their committee with the exception of the Nominating Committee.

1. Nominating Committee:
  - a. The Nominating Committee will be composed of six members:
  - b. A chair will be selected by the parliamentarian with the approval of the Executive Committee. The chair will not have a vote.
  - c. A holdover member, will be a member of the retiring Nominating Committee. This member will have a vote.
  - d. Four members-at-large who will be elected by the membership. These members will have a vote. One alternate will also need to be elected from the General Membership. Members-at-large will be elected in the following manner:
  - e. Nominations will be made from the floor at the November general membership meeting (or subsequent month if a vacancy occurs) with the nominees prior approval.
  - f. Voting will be by secret ballot if more than four nominations are made.
  - g. Duties
    - i. The Nominating Committee Chair will be responsible for administering the election of officers.
    - ii. The Nominating Committee will 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 will 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 will be selected for the Nominating Committee in the event the holdover member cannot serve.
    - iv. The Nominating Committee will 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 will present its slate of nominees at the general membership meeting in March.
    - v. Members of the Nominating Committee are not eligible for elected positions while serving on the Nominating Committee.
  - h. Terms
    - i. Members of the Nominating Committee will serve for one term (November through the completion of the Installation of Officers) except for the holdover member and the Nominating Chair.
    - ii. Members-at-large will 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.
  - i. The president is not eligible to serve on the Nominating Committee.

## **Section 2.**

All fundraising chairs report directly to the Vice President Fundraising. All fundraising chairs must submit a budget for approval to the Board of Directors not less than 90 days prior to a fundraising event with a recommendation from the Board of Directors to the general membership for approval to follow not less than 60 days prior to the said event. If circumstances require modification of these requirements, the Executive Committee will have the authority to grant a waiver. Under no circumstances may the requirement for membership approval be waived.

## **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 will 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* will 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 will 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.

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