

Contents

Article I - Name	2
Article II - Object.....	2
Article III - Officers / Executive Committee:	2
Article IV - Board of Directors:	3
Article V - Community Service Programs (CSPs):	3
Article VI - Committees:	4
Article VII - Membership:	5
Article VIII - Dues:	6
Article IX - Meetings:	7
Article X - Elections:	7
Article XI - Annual Convention:	7
Article XII - Duties of the Officers:	7
Article XIII - Parliamentarian:	8
Article XIV - Records:	8
Article XV - Robert's Rules of Order	9
Article XVI - Ethical Standards:	9
Article XVII - Amendments:	9
Article XVIII - Dissolution:	10

Article I - Name

This organization shall be known as the Fuquay-Varina Woman's Club, Fuquay-Varina, North Carolina, hereinafter referred to in these bylaws as "FVWC."

Article II - Object

Section 1. The purposes and objects for which this nonprofit organization is formed are:

- A. To unite the women of the Fuquay-Varina area into a charitable organization for the promotion of education and activities in civic, cultural, educational, and social welfare for the betterment of the community of Fuquay-Varina, North Carolina.
- B. To be a member of the General Federation of Women's Clubs and the General Federation of Women's Clubs of North Carolina, hereafter referred to in Bylaws as "GFWC" and "GFWC-NC" and to cooperate with other associations or organizations in North Carolina or elsewhere having the same general purpose as this organization.
- C. In general, to carry on any other lawful business or activity whatsoever in connection with the foregoing objects or which are calculated, directly or indirectly, to promote the purposes and objects of the organization.

Section 2. No part of the net earnings of this organization shall benefit any individual; no substantial parts of its activities shall be carrying on propaganda, or otherwise, attempting to influence legislation (except as otherwise provided in Section 501 of the Internal Revenue Code) and it shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Section 3. Said organization is organized exclusively for charitable and educational purposes including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law, the Code).

Section 4. Notwithstanding any other provision of these articles, this organization will not carry on any other activities not permitted to be carried out by:

- (a) an organization exempt from Federal income tax under Section 501(c)(3) of the Code; or
- (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

Article III - Officers / Executive Committee:

Section 1. The elected officers shall be President, Vice President-Community Service Programs, Vice President – Fundraising, Vice President – Membership, Recording Secretary, Corresponding Secretary, and Treasurer. All officers are elected for a two-year term. No member shall hold more than one elective office at a time. No member shall serve an additional term in the same office except the Treasurer who may serve consecutive terms.

Section 2. The Executive Committee consists of the elected officers and Parliamentarian, who is appointed by the President in an advisory role.

Section 3. Duties of the Executive Committee. In the interim between meetings, the Executive Committee shall be empowered to transact only such business as has been previously approved by the FVWC or provided for in the Bylaws, the Clubhouse Standard Operating Contract, or the FVWC Budget. Clubhouse emergencies may be taken care of by the House and Grounds Committee Chair with the approval of the President

Section 4. If the President and/or Vice President-Community Service Programs shall resign during her tenure, the vacancy shall be filled by the Nominating Committee. All other vacancies occurring during the year shall be filled by the Executive Committee.

Section 5. Quorum. Half of the Executive Committee plus one.

Article IV - Board of Directors:

Section 1. This Board shall consist of the elected officers, Parliamentarian, Community Service Program (CSP) Chairs, Standing Committee Chairs, Special Committee Chairs, and the immediate past President.

Section 2. The Board of Directors shall be responsible for providing an initial review and approval of the proposed budget, planning the program of work and the projects for each year.

Section 3. CSP Chairs and Standing Committee Chairs are appointed by the President and shall serve two-year terms. No member shall hold more than one chair position at a time.

Section 4. Quorum. Half of the Board of Directors present plus one.

Article V - Community Service Programs (CSPs):

Section 1. The work of the FVWC shall be conducted through the following CSPs with members being appointed to serve on them by the President: Arts and Culture, Civic Engagement and Outreach, Education and Libraries, Environment, and Health and Wellness.

Section 2. Duties of the CSP Chair.

- The Chair of each CSP shall be responsible each year for one program at a general meeting, which is to be approved by the Board of Directors.
- Any CSP project shall be presented, prior to the September meeting, to the Board of Directors for approval prior to implementation (electronic communications acceptable). The CSP chair shall keep a record of her CSP projects and pass it on to her successor.
- Each CSP Chair shall provide a summary of projects to the Vice President – CSPs within thirty days of project completion. CSP Chair shall provide a yearly report to the Vice President – CSP copying the FVWC President by January 1.

Section 3. CSP Chairs shall submit CSP information to the Chair of the Publicity Committee to promote their committee projects.

Article VI - Committees:

Section 1. There shall be the following Standing Committees with members being appointed to serve on them by the President: House and Grounds, Fundraising, Finance, Finance Review, Membership, FVWC Handbook, Publicity, Scrapbook, and Social. Special Committees may be appointed by the President, as needed.

Section 2. Duties of Standing Committees.

- **House and Grounds Committee.** This Committee shall be responsible, at all times, for the supervision and condition of the Clubhouse. All rents will be turned into the Treasurer and all expenditures not covered by the yearly budget will be submitted to the Executive Committee for necessary action.

The House and Grounds Committee shall draw up a Standard Operating Contract for the Clubhouse, reviewed yearly by the Committee, and any changes must be submitted to the Executive Committee for review and approval.

- **Fundraising Committee.** This Committee shall consist of a minimum of five members, including the Vice-President-Fundraising, who shall serve as Chair. The Committee shall advise on fundraising methods to finance the projects of the FVWC. They shall be responsible for developing the fundraising projects with the cooperation of all FVWC members.
- **Finance Committee.** The Finance Committee shall consist of five members, including the Treasurer, who serves as Chair, the Vice President-Fundraising, and the Vice President-CSPs. The other two members shall be selected by the President. The Treasurer, with input from all Chairs, shall prepare a yearly budget which shall provide for the operation of the FVWC on a fiscal basis. The proposed budget will be presented to the Board of Directors at a board meeting for review and approval. The proposed budget will be submitted to members in the September newsletter for review and then final vote by the FVWC at the September General meeting.
- **Finance Review Committee.** The Finance Review Committee shall consist of three members, one of which is not a member of the Finance Committee. They shall, from time to time, at least once each fiscal year (June 1 - May 31), review all funds received and deposited into all bank accounts of FVWC.

A report to the Executive Committee will be presented, either in person or via e-mail, within 60 days of review. The purpose of each review will be to evaluate internal controls and processes within the FVWC and to recommend any changes that ensure compliance with local and federal laws.

When the Treasurer relinquishes her office, the books shall be turned over to the Finance Review Committee for review. If an outside audit is deemed necessary, the Committee shall be responsible for selecting an outside auditor, subject to approval of the Executive Committee. The Committee may call for review of the FVWC books at any time.

- **Membership Committee.** This Committee shall consist of a minimum of three members including the Vice President-Membership, who will serve as Chair. The Committee shall actively search for prospective members who desire to uphold the objectives of the GFVC. The Committee shall accept all applications for new members, for associate membership, and take care of any business concerning members as directed by the Executive Committee.
- **FVWC Handbook Committee.** This Committee shall be responsible for editing the FVWC Handbook, including assembling the material and posting it to website. Proposed updates for the FVWC Handbook shall be ready for distribution at the September meeting. The Committee shall consist of a minimum of three members. The following items shall be listed in the handbook: Past Presidents, "Woman of the Year" Award recipients, Distinguished Service Award recipients, and a list of all memorial gifts. Also, the Outstanding CSP Award winner shall be listed each year. The FVWC will maintain one hard copy of our handbook.
- **Scrapbook Committee.** This Committee shall consist of at least three members including the Corresponding Secretary who shall serve as Chair. The Committee shall keep a scrapbook of the current administration. The scrapbook may be electronic and kept on the website. The President shall be responsible for keeping a brief continuous history of the FVWC significant events and outstanding projects. A condensed version of the FVWC History, prepared by the President, shall be added within the FVWC Scrapbook.
- **Publicity Committee.** This Committee shall be responsible for publicizing all activities of the FVWC, subject to the direction and approval of the President. This committee shall assist the FVWC and each CSP with publicity. The committee shall consist of at least two members and the Executive Committee.
- **Social Committee.** This Committee shall work within the budget and will be responsible for all details involved in planning the social functions (i.e., reserving the place, programs, decorations, members' reservations and collecting of money from members). All dinner reservations money shall be turned over to the Treasurer before any bills are paid.

Article VII - Membership:

Section 1. There shall be two classes of membership: active and associate.

Active members are expected to attend FVWC meetings held September through May as well as meetings of their chosen CSP and Standing Committee. Attendance at the September meeting is highly encouraged for all active members in order to approve the yearly budget and can be

attended in-person or virtually. Any FVWC member unable to temporarily or permanently participate in FVWC activities may make a request to the President in writing to become an associate member. She shall not be required to hold any office and is welcome to attend meetings either in person or virtually and participate in FVWC events as able. She will continue to pay yearly dues to remain on the roster and receive FVWC communications. She may return to an active status with notification to the President.

Section 2. FVWC members may invite candidates for membership, but any interested person may apply for membership by submitting to the Vice President-Membership an application form, bearing the name of the candidate and appropriate dues. This application will be considered for membership after attending two general meetings. The application is to be presented to the Board of Directors before their regular monthly meeting for review. The candidate for membership will be introduced during a regular FVWC meeting but will be officially inducted into the FVWC at the Spring Banquet or another time arranged by the President.

Section 3. FVWC members transferring from other affiliated clubs shall automatically be admitted when they present their credentials (a letter from their local club President).

Section 4. Resignations must be submitted in writing, either by letter or email, to the President.

Section 5. An ex-FVWC member, who left in good standing, may come back into the FVWC by making a request for reinstatement to the Membership Committee and paying the yearly dues. An ex-FVWC member wishing to come back into the FVWC, who was not in good standing when she left, must submit a regular application for membership.

Section 6. A member with a minimum of forty years of service will be honored with FVWC Life Membership. Any member may be honored with GFWC-NC Honorary Life Membership (HLM) through a monetary gift offered on behalf of the member. The GFWC-NC HLM membership has a one-time fee to be determined by the GFWC-NC. A member with fifty years of service will be honored with FVWC Golden Membership.

Article VIII - Dues:

Section 1. Annual dues shall be paid by each member in an amount determined by vote of the FVWC, payable to the Treasurer no later than the November general meeting. Current dues can be found on the FVWC website. The President's October newsletter shall include a final notice from the President and Treasurer for payment of dues. Dues not submitted to the Treasurer by November 30th, will result in a member losing her membership status and being removed from the FVWC roster that is submitted to GFWC-NC in December for membership privileges the following year.

Section 2. FVWC Life Members shall pay only district and state portions of dues. GFWC-NC Honorary Life Members shall pay only the district and local portion of dues. All dues for FVWC Golden members are paid by the FVWC.

Article IX - Meetings:

Section 1. The regular FVWC meeting each month shall be held at the clubhouse, unless otherwise determined and approved by the Executive Committee, on the second Monday of the month. Meetings are held September through May, and the meeting time is set by the Executive Committee and can be found on the home page of the FVWC website, in the monthly newsletter, and other FVWC communications as needed. Virtual meeting options may be available. A quorum is half of the members present at the meeting, plus one. Attendance of those present in person and virtually, is taken by the Recording Secretary. If a vote is needed the attendance shall be provided to the President and Parliamentarian prior to the beginning of the business meeting.

Section 2. The Executive Committee shall meet as needed during the FVWC year. The time and date of this meeting is to be at the discretion of the President.

Section 3. The Board of Directors shall meet once before the September meeting and as determined necessary thereafter by the President to establish the expected accomplishments of her administration and for the CSPs, Standing Committees, and Special Committees to receive instructions for commencing their duties. Additional meetings may be called to finalize programs and Club projects as deemed necessary.

Article X - Elections:

Section 1. At the September meeting in odd years, a committee of three shall be elected from the floor to constitute a Nominating Committee. This committee shall present the slate of officers at the October meeting. The final slate of officers will be published in the November newsletter with the election taking place at the November meeting. The committee shall remain active for a term of two years following their election.

Section 2. The new FVWC year shall begin at the close of the May meeting, and the Executive Committee shall assume its duties at that time.

Article XI - Annual Convention:

The FVWC is entitled to send one delegate per 25 members or majority thereof after the first 25, plus the FVWC President, to the annual convention. FVWC members who hold State positions automatically represent the FVWC as delegates. Delegates shall be nominated by the President.

Article XII - Duties of the Officers:

Section 1. President. The President shall preside over all regular meetings and the Board of Directors meetings. The President shall appoint the Chair and members of all CSPs, Standing and Special Committees, and such other committees as she deems necessary to carry out the work of the FVWC. The President shall serve ex officio on all committees and CSPs (i.e., invited to attend all meetings).

Section 2. Vice President-CSPs. The Vice President-CSPs shall perform the duties of the President in her absence. She shall be the Director of CSP Chairs and shall assist the CSP Chairs in planning programs. It is recommended that the Vice President-CSPs, at the completion of her tenure, accept the Presidency of the FVWC.

Section 3. Vice President-Fundraising. The Vice President shall serve as Chair of the Fundraising Committee. It shall be her duty to plan, with the approval of the Executive Committee, projects which will increase the operating and reserve funds of the FVWC. She shall serve on the Finance Committee.

Section 4. Vice President-Membership. The Vice President shall serve as Chair of the Membership Committee and shall notify the new members of their election. She shall serve on the Social Committee.

Section 5. Recording Secretary. The Recording Secretary shall keep the minutes of all meetings: general, Executive Committee and Board of Directors meetings. She will transcribe the minutes of these meetings and at other meetings as requested by the President. Minutes are posted on the FVWC website, for review, prior to the next General meeting. The Recording Secretary shall keep a membership attendance roll and shall report this information at each Executive Meeting on the status of all members regarding absence.

Section 6. Corresponding Secretary. The Corresponding Secretary shall assist the President with all FVWC correspondence and shall perform all other secretarial duties as assigned to her by the President. She shall be Chair of the Scrapbook Committee. She shall read all correspondence at FVWC meetings.

Section 7. Treasurer. The Treasurer shall collect dues and make disbursements for the FVWC in accordance with the Budget. The Treasurer will reimburse budgeted items only when an itemized statement is presented. Other expenditures must be approved by the Executive Committee. She shall make a detailed statement of her accounts in the monthly newsletter. A budget report is distributed prior to the monthly meeting with the newsletter. She shall serve as Chair of the Finance Committee.

Article XIII - Parliamentarian:

The Parliamentarian shall interpret parliamentary procedure for general meetings of the FVWC, the Executive Committee and the Board of Directors. She shall be Chair of the Bylaws Committee.

Article XIV - Records:

The records of all officers and committee chairs shall be passed on to their successors.

Article XV - Robert's Rules of Order

Robert's Rules of Order, Revised, shall be the authority for the conduct of all the business of the FVWC.

Article XVI - Ethical Standards:

Section 1. Ethical Standards. GFWC, GFWC-NC, District VI and FVWC requires its officers, Board of Directors, and members to observe high standards of ethical conduct in the execution of their duties and responsibilities, as required by law and as specified in the Bylaws and the Policies and Procedures.

Section 2. Confidentiality. Officers, the Board of Directors, and members shall not disclose confidential or proprietary information belonging to GFWC, GFWC-NC, District VI and FVWC or obtained through their affiliation with the organization, other than to people who have a legitimate or legal need for such information.

Section 3. Conflict of Interest. Officers, the Board of Directors and members shall act in the best interest of GFWC, GFWC-NC, District VI, and FVWC. They shall be disqualified from acting when they have any actual or potential conflict of interest that may impede or be perceived as impeding their capacity to act in good faith in the best interest of FVWC.

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

1. An officer or member of the Board of Directors; or
2. Any individual acting in that capacity for a member or constituent division; or
3. A member of their immediate family has a close affiliation or interest in an affected organization or company or could expect financial gain or loss from a matter being considered by FVWC

B. Public Positions. No officer, member of the Board of Directors, or member, while acting their official capacity, may take a public position on any issue:

1. That is not in conformity with the official position of FVWC; or
2. On which GFWC, GFWC-NC, District VI, and/or FVWC has taken no formal position.

Section 4. Discrimination. GFWC shall not discriminate against any person based on race, color, religion, gender, national origin, disability, age, or sexual orientation.

Article XVII - Amendments:

The Bylaws of the FVWC may be amended at any business meeting by a two-third vote of the members present, notice of the proposed amendments having been published in a newsletter, and then presented at a subsequent general meeting.

Article XVIII - Dissolution:

This organization may be dissolved by the motion of the Executive Committee with two-thirds of the members present at any business meeting, notice of the proposed dissolution having been made at a previous meeting and published in the newsletter.

- All liabilities and obligations of the organization shall be paid, satisfied and discharged, or adequate provision shall be made therefore, assets held by the organization upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
- All remaining assets shall be distributed to an organization qualified under the provision of Section 501(c)(3) of the IRS Code as determined by the Executive Committee.

*amended 12/03

**amended 10/04

***amended 10-12/05

****dues amended 10/10

*****amended 1/14

*****amended 10/20

*****amended 10/25