

BYLAWS of the WOMAN'S CLUB of SPOKANE
Adopted AUGUST 13, 2018

ARTICLE I - ORGANIZATION

Section 1. The Woman's Club of Spokane is affiliated with the General Federation of Women's Clubs (GFWC), GFWC-Washington State (GFWC-WS), and the GFWC-WS Northeastern District Federation of Women's Clubs.

Section 2. This Club is non-sectarian, non-partisan, and nonprofit within the meaning of section 501(c)(3).

Section 3. The Club colors are red and green. The Club flower is the red rose.

ARTICLE II - MEMBERSHIP & DUES

Section 1. Membership applications will be accepted upon payment of the annual dues as registered by the Treasurer. Membership dues must be paid in full during the member's annual membership anniversary month. Active members are expected to volunteer their time for club events, committees, club community service projects, and clubhouse maintenance.

Section 2. There are two (2) classifications of membership: Active members and Associate members.

- A. Active members** are those members whose dues are paid and who choose to be active in managing the affairs of the club. They have the right to vote on matters before the Club and will be considered active if:
1. They have attended two (2) of the five (5) previous regular meetings and signed the attendance sheet.
 2. OR they have contributed and recorded in the volunteer record at least 2.5 hours per quarter of volunteer time for the Club.
 3. Active members include qualified full-time students
- B. Associate members** are those who have chosen not to participate on a regular basis, have paid the minimum membership dues, and choose to have all of their dues stay with the Club.
1. They have no voting rights and may not hold office.
 2. They will receive club communications and be kept informed of and encouraged to join in club activities, events and service projects.
 3. The two (2) Associate member categories are:
 - a. Supporting: for individuals
 - b. Affiliate: for businesses and nonprofits

Section 3. Resignation A member may present a written resignation through the Membership Secretary. No portion of annual dues will be returned.

Section 4. Dues:

1. Renewals are payable annually on either June 1 or the first day of their membership anniversary month as registered by the Treasurer. As a courtesy, the Membership Secretary may send a renewal notice fifteen to thirty (15-30) days prior to the annual membership anniversary date.
2. Membership will be forfeited if dues are not paid by the end of the month.
3. Any membership benefits cease if dues are not paid on time.

Section 5. Membership in the Club may be cancelled by a two-thirds (2/3) vote of the Board of Trustees.

1. Charges against a member must be submitted in writing and signed by three (3) active members who are eligible to vote.
2. Those making the charges must present them in person to the Board.
3. Charges against a member must be sent to the member in writing, who may seek redress by appearing before the Board meeting following the receipt of said charges.

4. The Board shall not take final action on the charges until the next regular Board meeting after such charges have been made

ARTICLE III - GENERAL MEETINGS

Section 1. The club calendar year and the fiscal year shall be June 1 through May 31.

Section 2. The regular business meetings of the Club shall be held every month except January during the second week of each month unless agreed by the membership or otherwise provided in these bylaws. Time and day shall be determined by the Board of Trustees, with proper notification to the membership.

Section 3. The annual meeting shall be held at the regular meeting in May. All officers and project and committee chairs shall submit written status reports at the annual meeting and shall give all of their records to the incoming president by June 1.

Section 4. Special meetings may be called by the President or four (4) members of the Board. Notice must be given to active members at least ten (10) days in advance of the meeting. A vote of the active members may be taken by mail and/or email if deemed necessary by the President. A report of any such action shall be made a part of the minutes of the next general meeting.

Section 5. A quorum of ten (10) active members is required at any business or special meeting of the membership for any action item requiring a vote.

Section 6. Installation of newly elected Officers shall be held in May, on a date determined by the Board of Trustees. The new Board assumes their duties on June 1.

ARTICLE IV – BOARD OF TRUSTEES

Section 1. POSITIONS

The elected Board of Trustees are: President, First Vice-President, Second Vice -President, Recording Secretary, Membership Secretary, Treasurer, and Member-at-Large. The immediate Past President shall be an ex-officio member. Candidates for officer positions must be active members of the club unless no active members come forward. Candidates for President and First Vice President (President Elect) must have been active members for one (1) year prior to taking office unless no active members with one year of experience come forward. If the person to be President is a member with less than one (1) year experience, she will serve as President Pro-Tem for the first six (6) months. (See Section 5) All board members report to the President.

Section 2. TERM of OFFICE

1. All officers are elected to serve a one-year term with the exception of the First Vice President. Officers appointed to fill an open position mid-year serve until the next regular election.
2. The First Vice President is the President-Elect and serves as President for the following year.
3. The Treasurer may serve consecutive terms.
4. The First Vice-President, Second Vice-President, Recording Secretary, Membership Secretary, and Member-at-Large are each elected annually to serve a one-year term. These elected officers may not serve in the same elected position for more than three (3) consecutive years.
5. The President, with input from the Board, appoints members to fill mid-year vacancies of officers.
6. If a Board member is having difficulty accomplishing the work, they should ask for help from other Board members. Only as a last resort should the Board member consider resigning from office.
7. Officers can be removed from office [with or without cause] by a two-thirds (2/3) vote of the membership.

Section 3. DUTIES and RESPONSIBILITIES

A. The President shall:

1. Have general supervision over the affairs and communications of the Club.
2. Enforce strict adherence to the rules and regulations of the Club and at all times be amenable to the will of the Board of Trustees and the membership.
3. Preside at all general meetings of the assembly and the Board of Trustees.
4. Select the appointed officers and members of standing and special committees authorized in these bylaws by June 1, subject to approval by the incoming Board.
5. Be an ex-officio member of all committees except the Nominating Committee.
6. Place their signature on record at the bank so that they may sign checks.
7. Sign official papers after approval by the Board of Trustees.
8. Approve all publicity and official Club communication, including website information.
9. Prepare reports as needed and represent the Club at GFWC-WS and Northeastern District meetings or designate an alternate representative.
10. Can call special officer meetings.
11. Fill the immediate Past President position on the board for the year immediately following her completed term as President.

B. The Immediate Past President shall:

1. Be an ex-officio member of the Board of Trustees and have voting rights.
2. Not be counted in the board quorum.
3. Be the coordinator of the Records Committee.

C. The First Vice-President shall:

1. Be the President-Elect and serve as President for the following year.
2. Preside in the absence of the President, and should the office of the President become vacant, shall succeed automatically to that office.
3. Place their signature on record at the bank so that they may sign checks.
4. Be an ex-officio member of all committees except the Nominating Committee.
5. Assist the President with reports as requested.

D. The Second Vice-President shall:

1. Preside in the absence of the President and First Vice-President.
2. Chair the Community Service Committee and provide leadership to assure the club's GFWC educational programs and charitable works.

E. The Recording Secretary shall:

1. Keep accurate minutes of the general meetings and the Board of Trustees meetings and conduct correspondence of the club as directed by the President and Board of Trustees.
2. Email copies of all minutes to the President and the Trustees within one (1) week after each meeting for their approval.
3. Keep records containing the Articles of Incorporation, a current copy of the Bylaws, and a current copy of the Standing Rules.
4. Keep the minutes, after review for accuracy, in a permanent notebook and digitally on the club website.

F. The Membership Secretary shall:

1. Be responsible for maintaining and recruiting members.
2. Notify members 15-30 days before their dues are payable for renewal.
3. Ensure a sufficient supply of current club membership materials available for recruitment of members. Provide a copy of the current membership list to members unable to access it online and give monthly updates on any changes to the membership and Board of Trustees.
4. Provide sign-in sheets for monthly membership meetings and indicate those members who are eligible to vote at each meeting.
5. Keep current a digital list of members whose dues are paid, including membership anniversaries, payments, and classifications. Inform the Board of any members dropped for non-payment of dues and keep an online record of dropped members and other former members whose records are available.

6. Ensure that new members are registered in the website member log. After two (2) months, non-renewing member names shall be deleted.
7. Keep a list of members elected to serve on the Board of Trustees, showing the date of their election and the length of their service.
8. Prepare a list of current Trustees eligible for re-election two (2) weeks prior to election for the Nominating Committee.

G. The Treasurer shall:

1. Be bonded; be custodian of all funds.
2. Serve as coordinator of the Finance Committee.
3. Sign all checks. Amounts requiring co-signing by the President or other authorized persons is determined by the Board on an annual basis.
4. Attach the official seal to all documents requiring the seal. The seal of this corporation shall contain the words "THE WOMAN'S CLUB OF SPOKANE".
5. Prior to the monthly Board meeting, review profit/loss and other pertinent financial reports with Operations Manager. Provide printed copies of the financial reports at the monthly Board meeting and at the General meeting.
6. Submit End-of-Year (EOY) financial reports to the Finance committee for review immediately after June 1 each year. Work with the Finance Committee to develop a proposed budget for approval by the Board by July 1.
7. Place their signature on record at the bank so that they may sign checks.
8. Submit an annualized report to the Board of Trustees at the close of both the actual calendar year, for GFWC reporting purposes, and the Club's fiscal calendar year for accounting purposes.
9. Pay all dues on time to affiliated organizations and send the list of the GFWC-WS dues paid active club members to the GFWC-WS President, the GFWC-WS Treasurer, and the Northeastern District President.
10. Deliver a copy of the annual books to the Club's accountant for tax filing on or before July 15 and retrieve tax records and IRS forms when completed.

H. The Board Member-at-Large shall:

1. Attend the monthly meeting of the Board of Trustees and take on special projects as needed.
2. Serve as the liaison with the membership at large.

Section 4. PROCEDURES

- A.** The Board of Trustees shall set the time, date, and place of their regular monthly meetings as they agree and shall make these meetings known to the general membership.
1. A quorum shall be four (4) of the elected officers.
 2. A special Board meeting may be called by the President or any four (4) Board members for purposes as outlined in the call, provided a five (5) day notice has been given.
- B.** Duties of the Board of Trustees shall be:
1. Maintain general supervision over all affairs of the Club and the Clubhouse management.
 2. Transact any necessary business not provided for in these bylaws.
 3. Approve the annual audit report and submit the books to a CPA by July 15.
- C.** Any elected officer who fails to attend two (2) consecutive Board meetings, without an excuse acceptable to the Board, shall forfeit her position on the Board. The Board, by a majority vote, shall declare the office vacant.
- D.** A vote of the Board of Trustees may be taken by mail, email, or conference call in emergencies as deemed necessary by the President. A report of any action taken by mail, email, or conference call shall be verified and made a part of the minutes of the next meeting.
- E.** An officer serving more than six (6) months is considered to have served a full term.

Section 5. VACANCY

- A.** Any vacancy on the Board shall be filled by a special election at the next regular general or special meeting of the assembly, except the office of President, which shall be filled by the First Vice-President. The office of First Vice-President then becomes vacant.
- B.** A President with less than one (1) year active experience will serve as President Pro-Tem for the first six (6) months.

- C. If no candidate comes forward at the next general meeting, by majority vote, the Board may appoint an active member of the club to the vacant position.
- D. A vacant position may be filled by a club member with at least six (6) months of active membership.
- E. By either election or appointment, a vacant position may be filled by a club member if no active club member with six (6) months experience comes forward.

Section 6. COMMUNITY ADVISORS

The Board may recruit and appoint members of the community to serve as non-voting advisors to the Board of Trustees. Appointments are confirmed by majority vote of the Board of Trustees. A Community Advisor's length of service and pattern of attendance may vary as determined by the Board of Trustees.

ARTICLE VI - NOMINATIONS & ELECTIONS

Section 1. The NOMINATING COMMITTEE

- A. Shall be composed of three (3) active voting members elected at the regular business meeting in February. No more than one (1) of the current officers may be elected to serve on the Nominating Committee.
- B. The duties of the Nominating Committee shall be:
 1. To meet directly after their election and elect a chairman.
 2. To compile a list of qualified nominees, one or more for each elected office, to be presented at the March business meeting.

Section 2. ELECTION of OFFICERS

A. Qualifications for elected officers:

1. A member must have been an active member of the Club six (6) months prior to nomination for election to office.
2. In order to be eligible for the office of President, a member must either be serving on the current Board of Trustees or have served one (1) year or more on the Board, sometime, during her club membership.

B. Process for Nominations and Election

1. Nominations may be made from the floor at the March or April business meetings.
2. Election shall be by ballot. If there is only one nominee for an office, the presiding officer may declare that person elected.
3. The election takes place at the April General Meeting.
4. Only active members shall be allowed to cast an election ballot.
5. Due to illness, death in the family, or an act of God, proxy votes will be accepted in writing, electronic communication, or by phone for up to two (2) days after the April General meeting date.

ARTICLE VII - STANDING COMMITTEES

Section 1. The Standing Committees shall be: Clubhouse Management, Community Service, Finance, Marketing and Communications, Records, and Vintage Fashion Collection.

- A. Each Committee has an appointed Coordinator.
- B. Each Committee Coordinator provides a monthly report to the Board of Trustees.

Section 2. PURPOSE AND DUTIES OF COMMITTEES

- A. The Clubhouse Management Committee shall:**
1. Consist of up to five (5) members: the Coordinator, the House Superintendent, the Rental Coordinator Chairman, and two (2) others from the general membership.
 2. Be alert to any condition which threatens the safety and well-being of the Club property.
 3. Be alert to any condition which might enhance the value of the Woman's Club building or holdings.
 4. Supervise the work when improvements or repairs are to be done inside or out.
 5. Adhere at all times to the requirements set forth by the Landmarks Commission, City of Spokane Historic Preservation Officer, or Washington SHPO, for decisions affecting the exterior of the building shall. Plans shall go forward only after approval is granted by the commission
- B. The Community Service Committee shall:**
1. Be composed of the Second Vice-President as coordinator and two (2) or more members
 2. The Second Vice-President shall call meetings as necessary to encourage the club's GFWC service projects and charitable giving. Projects are subject to approval of the Board and the membership.
 3. Solicit ideas from the general membership for Club community service projects and facilitate the formation of short-term committees to carry out specific community service projects
 4. Assess and oversee the formation of Community Support Groups
 5. Assure that no project is for the benefit of a single family or individual.
- C. The Finance Committee shall be composed of the Treasurer as chair and two (2) additional members.**
1. This committee shall perform an audit of the financial records. The audit shall be completed by the end of the first week in June and the results reported to Board of Trustees at the July board meeting.
 2. They shall prepare a budget for the upcoming fiscal year for action by the Board of Trustees at their July meeting.
 3. Copies of the proposed budget shall be submitted to the general membership for approval at the July general meeting.
 4. They shall review the Club investments periodically and report to the Board of Trustees.
 5. This committee shall assist all Club fundraising with financial planning, accounting upon request, and receipt of funds.
- D. The Marketing and Communications Committee**
1. The committee coordinator and committee networks with the Marketing and Communications Manager to promote the mission and longevity of the Club.
 2. It shall manage the Club website and any Facebook pages or other Club media as approved by the by the Board of Trustees.
 3. It shall facilitate publicity of Club programs as requested
- E. The Records Committee**
1. The immediate Past President is the coordinator
 2. The Records Committee shall, at the end of the fiscal year, place on file in the Club office: the membership list, Bylaws and Amendments, the President's reports, annual meeting reports, GFWC reports, and the Recording Secretary's Book when completed.
 3. Maintain reports and files on projects and programs completed by club members.
 4. The Records Committee shall see that the picture of the retiring president is placed in the Past President's picture frame.
- F. The Vintage Fashion Committee**
1. In order to ensure the appropriate use and safekeeping of the Shirley J Phipps Vintage Fashion Collection, a committee of five (5) members shall be appointed annually.
 2. Club membership is encouraged for women over the age of eighteen (18) who participate with the Collection on a regular basis.
 3. The first priority for monies received on behalf of the Shirley J Phipps Vintage Fashion Collection is to preserve, repair, and properly store the Collection.

4. Bills for reasonable expenditures of the committee, supported by receipts, shall be submitted to the Treasurer for approval. In the event a receipt is lost, approval to pay the bill will be a majority vote of the Board of Trustees.
5. Major purchases must be recommended by this committee and approved by the Board of Trustees.

ARTICLE VIII - SPECIAL COMMITTEES

A. Shall include, but not be limited to, the following committees:

1. **Installation Committee** A committee of three (3) members shall be appointed to plan and execute all arrangements for the installation of Officers in May. The Board of Trustees must pre-approve the amount of installation expenses to be paid by the club.
2. **Garden Committee** A committee of 3 members shall be appointed to plan, design, and recruit members to maintain the clubhouse landscaping. Landscaping expenses shall be approved by the Board of Trustees.

B. New Committees are formed based on interest and need as follows:

1. As ascertained by the Board of Trustees and approved by the President.
2. As recommended by a member at a general meeting and voted in by a majority of members present.

ARTICLE IX – AMENDMENTS

Section 1. BYLAWS

- A. These Bylaws may be amended at any regular meeting, provided the amendment has been submitted in writing first to the Board of Trustees and then to the membership at their previous monthly meetings OR mailed and emailed to the membership at least ten (10) days in advance of the next scheduled general meeting.
- B. Amendments of the Bylaws require a two-thirds (2/3) vote of the required quorum present at the meeting for passage.
- C. No action may be taken which is in violation of the fundamental principles of parliamentary law.

Section 2. ARTICLES OF INCORPORATION

- A. The Articles of Incorporation may be amended at a Special Meeting of the general membership called by the President and the Board of Trustees.
 1. A four (4) week notice of this meeting to the Club members is required.
 2. The amendment must be submitted in writing first to the Board of Trustees and then the membership at their next monthly general meeting.
 3. Members who cannot attend the Special Meeting may vote by proxy. Proxy votes will be accepted in writing, electronic communication, or by phone for up to fourteen (14) days after the Special Meeting date.
 4. Amendments to the Articles of Incorporation shall require 51% of the active membership for passage.
- B. No action may be taken which is in violation of the fundamental principles of parliamentary law.

ARTICLE X - PARLIAMENTARY AUTHORITY

The latest edition of Robert's Rules of Order, Newly Revised shall govern the Club in all cases in which they are applicable and in which they are not in conflict with these Bylaws or the Articles of Incorporation or Standing Rules which the Club may adopt.

STANDING RULES

1. **Standing Rules may be amended** by a majority vote if previous notice has been given. Amendments require a two-thirds (2/3) vote of the required quorum present at the meeting for passage.
2. **MEMBERSHIP** - Membership applications will be accepted upon payment of the annual dues as registered by the Treasurer.
There shall be two (2) classifications of membership: Active members and Associate members. **Membership dues must be paid in full during their annual membership anniversary month.**
 - A. **Active members** are those members whose dues are paid and who choose to be active in managing the affairs of the club. They have the right to vote on matters before the Club if: they have attended two (2) of the five (5) previous regular business meetings and signed the attendance sheet, OR they have contributed and recorded in the volunteer record at least 2.5 hours per quarter of volunteer time for the Club.
 1. They are expected to volunteer their time for club events, committees, club community service projects, and clubhouse maintenance.
 2. Dues to GFWC are only paid for active members in good standing.
 3. Active members who have reached the age of eighty (80) years and who have paid dues for the last ten (10) years are not required to pay dues but shall inform the membership chair on their annual membership anniversary date of their desire to continue being a member of the Club.
 4. Active members who are full-time students pay one half the annual dues upon presentation of proof of current student status.
 - B. **Associate members** are those who have chosen not to participate on a regular basis have paid the minimum membership dues and choose to have all of their dues stay with Club.
 1. They have no voting rights and may not hold office
 2. They will receive club communications and be kept informed of and encouraged to join in club activities, events, and service projects.
 - C. **Annual dues**
 1. **Active Member** is fifty dollars (\$50.00)
 2. **Associate Member: Supporting Individual** is seventy-five dollars (\$75.00)
 3. **Affiliate Member: Business or Nonprofit** is one-hundred dollars (\$100.00)
3. The Club may choose to help to defray the President's expense to the GFWC-WS fall board and annual convention meetings. The amount shall be budgeted as determined by the Board of Trustees.
4. No property shall be removed from the Club building to be used elsewhere without approval of the Clubhouse Management Committee. No Club personal property shall be sold (or given away) without the approval of the Board of Trustees.
5. Club membership lists may not be used for anything other than authorized club business.
6. The Board shall have the option of contracting certain chairman or officer duties and fees as may be proposed by the Board or Clubhouse Management Committee.
 - A. All contracts must be filed in the Club office and readily accessible to members of the Board of Trustees.
 - B. If no contract is made with the Rental Coordinator, House Superintendent or Treasurer, their monthly stipends will be as last allowed in an approved budget.
 - C. These stipends may be automatically paid each month by the Treasurer as funds allow.
7. Monetary gifts shall be solicited for clubhouse improvements from club members, community individuals, and corporate entities. They shall be recognized on an annual basis on a framed document to be hung in the upper hall of the clubhouse, with the following categories: Friend (\$50 to \$99), Donor (\$100 to \$249), Benefactor (\$250 to \$499), and Patron (\$500 to \$999). Any larger donations would be appropriately noted.