

**GFWC-WISCONSIN
BYLAWS
(amended May, 2016)**

Article I – Name

Section 1 – The name of this organization shall be the General Federation of Women’s Clubs-Wisconsin, hereinafter known as GFWC-WI. It shall be affiliated with the General Federation of Women’s Clubs, International (GFWC).

Article II – Object

Section 1 – The GFWC-WI is a statewide women’s organization dedicated to community improvement by enhancing the lives of others through volunteer service.

Article III – Officers of the Corporation

Section 1 – The officers of GFWC-WI shall consist of President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, Treasurer and the Director of Junior Clubs. These officers shall comprise the Executive Committee. No person can hold more than one GFWC-WI office during an administration.

Article IV – Meetings

Section 1 – A regular meeting of the Federation shall be held annually in the spring unless otherwise directed by the Board of Directors, the time and place to be determined by the Executive Committee.

Section 2 – To secure suitable arrangements for each annual meeting, the Executive Committee shall arrange for the appointment of a committee from the hostess District which shall act in concert with the officers in arranging for these meetings.

Section 3 – A registration fee shall be required from each delegate and from each visitor to be used by the Federation to finance the annual meeting. A daily registration fee shall be required of delegates and visitors who do not attend the annual meeting for the entire session. The amount of the fee will be determined by the Executive Committee. Any registration fee remitted after the deadline date shall include a late fee, the amount determined by the Executive Committee.

Section 4 – In the event of registration cancellation, the registration fee shall not be returned to delegate or guest.

Article V – Membership

Section 1 – Any club or organization wishing to join the GFWC-WI must apply through the State Membership Chairman, submitting at the same time a copy of its Constitution and Bylaws. Similar clubs of men and women are eligible upon the same conditions as a woman's club. When the Constitution and Bylaws are approved and annual dues paid to the State Treasurer, it becomes the duty of each club or organization to report to the State Federation as may be required by these Bylaws.

Section 2 – GFWC shall precede the name of all clubs applying for membership in the GFWC-WI.

Article VI – Junior, Juniorette, Collegiate and Member-at-Large Clubs

Section 1 – Definition: Junior Clubs are clubs whose membership is primarily but not exclusively focused on issues affecting women, children and growing families and who are expected but not mandated to participate in the GFWC and/or the GFWC-WI Junior Special Project on an annual basis.

Section 2 – The Director-elect of Junior Clubs shall be a member in good standing of a Junior Club in active membership and shall be recommended by the Juniors to the Nominating Committee.

Section 3 – Juniorette Clubs shall be composed of young women through high school age, working with the GFWC-WI and Junior clubs in their respective area on GFWC programs.

Section 4 – Collegiate Clubs shall be comprised of students and personnel at institutions of higher learning, working with the GFWC-WI Clubs in their respective areas on GFWC programs and projects.

Section 5 – Member-at-Large Club status may be granted to a Wisconsin resident who wishes to maintain or reinstate membership in the GFWC-WI after her club disbands or resigns from the GFWC-WI. This membership classification may also be granted to a GFWC transfer member who moves into an area where there is no federated club.

Article VII – Board of Directors

Section 1 – The Board of Directors shall consist of the Officers of the Corporation, the District Presidents, the District Junior Directors, Program Chairmen and Standing Committees, the Editor of the official publication of the GFWC-WI, the Past Presidents and Past Directors of Junior Clubs of the GFWC-WI and the Parliamentarian. The number of voting members shall not be more than one hundred nor less than thirty.

Section 2 – The Board of Directors, at its discretion, shall hold one or more regular meetings between annual meetings of the Federation, the time and place of such meetings to be decided by the President with the approval of the executive committee.

Article VIII – Dues

Section 1 – Each club shall pay to the State Treasurer annual per capita dues, plus dues to the General Federation of Women’s Clubs, which shall entitle each member to membership in the General Federation of Women’s Clubs and the GFWC-WI. Dues paid to the Federation shall be computed on the basis of dues collected from Active, Associate and Honorary members of the constituent clubs.

Section 2 – Dues shall be paid annually before the first day of November.

Section 3 – The fiscal year shall begin the first day of July and end the following June 30th.

Article IX– Representation

Section 1- Clubs which have paid their dues for the current year shall be entitled to representation at the Annual Meeting as follows: Clubs having a membership of twenty or less shall be entitled to two delegates; for each additional ten or major fraction thereof, one delegate shall be allowed. All delegates from clubs to the State Convention shall be members of federated clubs, shall be chosen by their clubs, and present proper credentials. The president of the club or her appointee shall be considered the first delegate. In addition, the president of a district, or her appointee, shall be considered the first delegate. State Board members shall have their own delegate card and each shall have one vote.

Section 2 – The voting body of the Annual Meeting shall consist of the Board of Directors and the accredited delegates from clubs.

Section 3 – A voting member shall have but one vote.

Article X – Constituent Divisions

Section 1 – For the furtherance of Federation interest, the state shall be divided into six or fewer districts. Clubs within each district shall unite to form a District Federation, electing a President who shall serve as their representative on the Board of Directors, beginning at the close of the next annual meeting of the State Federation following her election.

Section 2 – The Executive Committee of each district shall have charge of the interests of the State Federation within their districts. They shall keep their clubs informed of the work and needs of the State Federation. They shall do all in their power to bring in new clubs and to extend the influence of the organization.

Section 3 – Cities: Clubs within a city may unite in a federation for local benefit, inter-club helpfulness and the promotion of other common interests. Active membership shall be of clubs federated fully with the State and General Federation.

Article XI – Nomination and Election of Officers

Section 1 – The election of executive officers shall be held biennially by written ballot. Each officer shall hold office for two years, and until her successor is elected and qualifies, and shall be ineligible for the same office for two consecutive terms. The exception to this is the Treasurer, who shall be eligible to serve a second two year term. Any officer who has been appointed to fill a vacancy and has served for more than half the term shall be ineligible for the same office for the consecutive term.

Section 2 – At the beginning of the fiscal year in the odd numbered year, the First Vice President shall automatically become the President-elect of the Federation and shall assume the duties of the President at the close of the next annual convention.

Section 3 – At the first meeting of the Board of Directors, a Nominating Committee shall be elected consisting of five members, three from the Board of Directors, excluding the GFWC-WI officers, and two from the general membership. The Nominating Committee shall act as the Election Committee at the GFWC-WI Spring Convention.

The Nominating Committee shall elect its chairman from the three who are members of the Board of Directors.

Section 4 – The Nominating Committee shall present a slate of candidates for each office to be filled by January 1 of the election year. Each candidate shall be endorsed by her club with proper documentation of Federation experience and such endorsement shall be filed with the Chairman of the Nominating Committee. Candidates' names and offices for which they have been nominated shall be announced in the Call to Convention.

Section 5 – Eligibility for the office of First Vice President shall include (a) previous experience on the GFWC-WI Executive Committee, (b) experience as a GFWC-WI club president or district president and (c) active membership in a GFWC-WI club.

Section 6 – Eligibility for the offices of Second Vice President, Recording Secretary, Corresponding Secretary, and Treasurer shall include (a) previous experience on a District Executive Committee, the GFWC-WI Board of Directors, or both (b) active membership in a federated club, (c) in addition, the candidate for Treasurer shall have accounting experience or similar financial background.

Section 7 – The Director of Junior Clubs shall be endorsed in accordance with the Junior Standing Rules.

Section 8 – Nominations may be made from the floor at the State Convention following the report of the Nominating Committee. Candidates so nominated from the floor shall have consented to be nominees and shall meet the Bylaw requirements for eligibility including the endorsement of their clubs. Written endorsement and proper documentation of eligibility must be in the hands of the Nominating Committee by midnight before the opening of the Convention.

Section 9 – The time and place of the election shall be determined by the Executive Committee and shall be announced in the Call to Convention. The election shall be held in even numbered years during the Annual Convention. If no Convention is held, the time and method of election shall be determined by the Board of Directors.

Article XII – Duties of Officers

In addition to the duties of officers specified in Article V of the Articles of Incorporation.

Section 1 – The President shall be the designated agent of the corporation. She shall be an ex-officio member of all committees and the Junior Board, with the exception of the Nominating Committee.

Section 2 – The First Vice President shall be Dean of District Presidents. She shall be responsible for filing the annual corporation report with the Secretary of State. She shall be appointed by the GFWC-WI President to serve as the GFWC-WI Membership Chairman.

Section 3 – The Second Vice President shall be Dean of Programs and Class A Committees. She shall serve on the Budget Committee.

Section 4 – The Recording Secretary shall keep a record of the proceedings of all meetings of the GFWC-WI the Board of Directors and the Executive Committee and shall perform any other duties as may be assigned by the Executive Committee.

Within one month after the expiration of her term of office, she shall send to her successor all property in her custody unless otherwise ordered by the Executive Committee.

Section 5 – The Corresponding Secretary shall be in charge of registration for all GFWC-WI meetings of the Board of Directors, workshops/seminars, and the Annual Convention and shall perform such duties as may be assigned to her by the Executive Committee. It shall also be her duty to assist the President in compiling the new administration materials for the state directory.

Section 6 – Upon taking office, the Treasurer shall be bonded by the GFWC-WI in the amount approved by the Executive Committee.

The Treasurer shall keep an accurate record of all monies collected and disbursed. Upon receipt of a voucher, all expenses shall be paid promptly.

A full report shall be submitted at every meeting of the Board of Directors and of the Executive Committee, and at any other time when requested by the President or any three members of the Board of Directors or the Executive Committee.

The Treasurer shall notify the Corresponding Secretary of the number of credential cards to be given to delegates based on the dues paid by that club for that year. She shall send the corresponding Secretary the roll of all clubs which have paid their annual dues in time to entitle them to be represented at the annual convention.

Within one month after the expiration of her term of office she shall deliver to her successor all money, vouchers, books and papers of the GFWC-WI in her custody. At the first Board of Directors' meeting, of the new Administration, a three person committee shall be appointed to audit the books at the end of each fiscal year.

Section 7 – The Director of Junior Clubs shall perform such duties as may be assigned to her by the Executive Committee in accordance with the Junior Standing Rules. She shall submit copies of minutes and treasurer’s reports of junior board meetings to the state president in a timely manner.

Section 8 – The President, Director of Junior Clubs and the Treasurer shall make full reports at each annual meeting.

Section 9 – Any officer who is derelict in the performance of duties, as defined in the Bylaws, may be removed from office upon a two-thirds vote of the Board of Directors at a regular or specially called meeting at which a majority of the Board members are present.

Article XIII – Officers’ Expenses

Section 1 – There shall be no salaried officers.

Section 2 – Necessary expenses incurred by the President in attending mid-year Board meetings and Annual meetings of the General Federation and not paid by the General Federation shall be paid by the Treasurer.

With the approval of the Executive Committee, expenses incurred by the President in attending meetings at which she represents the Federation shall be paid by the Treasurer, but not to exceed the budgeted amount in any one year.

Section 3 – Mileage expenses of Board members attending the Board meeting at State Convention shall be rebated, one way only, to drivers only who are members of the Board, if finances are available.

Section 4 – The President shall provide insurance for the State President’s pin.

Section 5 – Expense vouchers must be submitted before the end of the fiscal year which is June 30. Late vouchers will not be accepted or paid.

Article XIV – Endowment Fund

Section 1 – There shall be an Endowment Fund of which the income only shall be expended.

Section 2 – The Board of Directors may delegate to the Investments Committee all the power of the Board of Directors in reference to the Endowment Fund and to all other funds available for investment when said Board is not in session.

Article XV – Scholarship Funds

Section 1 – A Scholarship Fund those interested in studying in allied health fields shall be established with the funds being raised by contributions from member clubs and investment funds, said fund to be administered by the Scholarship Committee.

Scholarships shall be for one year only. After being informed by the Treasurer as to the available monies, the Committee shall decide the number and amount of the scholarships.

Article XVI – Community Service Programs

Section 1 – The Community Service Programs shall conform to those of the General Federation.

Section 2 – The chairmen of these programs shall be appointed by the President with the approval of the Executive Committee

Section 3 – All Chairmen shall keep a record of the work done and give a copy of this record to their successors. Each Chairman shall report in writing at the close of the administration.

Article XVII – Committees

Section 1 – There shall be an Executive Committee and two classes of Standing Committees. Class A: Committees concerned with projects and programs, and Class B: Executive task committees. Class B shall include committees in charge of Budget, Investments, Federation Extension and Membership, *GFWC-WI CLUBWOMAN*, Legislation, Scholarships, Amendments and Policies, Resolutions, Standardized Reports, Theodora Youmans Citizenship Award, Woman of Achievement, Wisconsin's Own Library, Fundraising, Strategic Planning and such other committees as seem necessary for the business of the Federation. In addition to those duties specifically set forth in this article, committees shall be responsible for such other duties as may properly be assigned to them by the Board of Directors.

Section 2 – The Chairmen of these committees shall be appointed by the President with the approval of the Executive Committee.

Section 3- The Executive Committee shall consist of the Officers of the Federation and shall meet at the call of the President. This committee shall have power to transact, between meetings of the Board of Directors, the routine business of the Federation and to act in all emergencies which do not affect the policies of the Federation. They may authorize emergency expenditures provided these expenditures do not exceed one thousand dollars (\$1,000).

Section 4 – The Budget Committee shall consist of the First Vice President, the Second Vice President, the Treasurer, the immediate past Treasurer, and two other members of the Board. The Budget Committee shall prepare a budget.

Section 5 – The Investment Committee shall consist of the President, the immediate Past President, the First Vice President, the Treasurer, and one other member who shall be selected by the President with the approval of the Executive Committee. The selected committee member shall become a member of the Board of Directors. The Committee shall name its own chairman and secretary; however the GFWC-WI Treasurer, as a member of the Investment Committee, shall not serve as chairman of this committee.

- a) All securities and uninvested principal of the Endowment Fund and all other funds which are determined by the Investment Committee to be available for investment of the Federation account shall be placed by the Treasurer of the Federation in the custody of an accredited bank or trust company selected by the Investment Committee. Such bank or trust company shall advise and consult with the Investment Committee regarding the securities and funds available for investment and shall suggest such sales, investments and reinvestments and other actions for the account as shall be deemed proper by it for the Investment Committee's consideration. Such bank or trust company shall execute orders to sell any of the securities and to invest any of the Federation's funds upon written instructions signed by a majority of the members of the Investment Committee. The investments and reinvestments of the funds of the Federation shall be in such securities as will qualify for trust investment under the Statutes of Wisconsin and amendments thereto.
- b) The Investment Committee shall require the trust company or bank to render semi-annually an itemized statement of the income account, showing all receipts and disbursements and an itemized statement showing all sales, purchases, or other transactions of the principal account., All income shall be turned over to the Treasurer of the Federation or paid out in accordance with her written instructions.

- c) The profits only, on no more than two holdings per administration, may be taken and put into the general fund, using the same pro-rated system as with interest on the investments.
- d) The Investment Committee shall meet no less than two times per year.

Section 6 – The Federation Membership Committee shall consist of the Director of Membership who shall be Chairman of the Committee, the Junior Membership Chairman, the Public Relations Chairman, the District Membership Chairmen, and the *GFWC-WI CLUBWOMAN* Chairman.

Section 7 – Legislative Committee – Legislative activity shall be the responsibility of a Legislative Chairman appointed by the President with the approval of the Executive Committee. She shall be guided by the Resolutions of record which establish the *GFWC-WI* policies. It shall be her responsibility to inform the club members of other legislative matters not covered by the Resolutions of record. There shall be no lobbying activities on behalf of the *GFWC-WI*.

Section 8 – The Scholarship Committee shall consist of the Treasurer and two members of the Board to be appointed by the President with the approval of the Executive Committee.

Section 9 – The Amendments and Policies Committee shall consist of a Chairman appointed by the President with the approval of the Executive Committee, the First Vice President, the Director-elect of Junior Clubs, and the *GFWC-WI* Parliamentarian. The Amendments and Policies Committee shall review the Articles of Incorporation and Bylaws and Policies at least once in each administration. This Committee shall present for consideration amendments necessary to keep the Articles of Incorporation and Bylaws and Policies consistent with the current practice, recommended by the Executive Committee and the Board of Directors. Amendments may also be recommended by District Conventions and by federated clubs. Bylaw amendments shall be voted on by the Executive Committee and the Board of Directors and if approved, will be voted on by the general membership at the annual convention. Policy changes shall be voted on by the Board of Directors.

Section 10 – The Resolutions Committee shall consist of a Chairman and two members. The two members shall be members of the Board of Directors. The Parliamentarian shall be an advisory member of this Committee. Eight copies of each resolution must be submitted to the Chairman by the date designated by the Executive committee. The Resolutions committee shall present the resolutions to the Executive Committee for approval. Resolutions approved by the Executive Committee shall be read to the Board

of Directors for informational purposes only. Copies of the approved resolutions are to be sent with the official Call to the Convention.

- a) Emergency resolutions are those whose subject matter has arisen since the preparation of the last Call, or those which are governed by a definite time value and upon which delayed action would be disadvantageous.
- b) Emergency resolutions shall be acted upon by the Executive Committee and may be presented to the Convention. Emergency resolutions must be in the hands of the Resolutions Chairman at least 48 hours before the opening of the Convention.
- c) Resolutions which have been passed at a District Convention and immediately forwarded to the Resolutions Chairman shall be acted upon by the Executive Committee and may be presented to the Convention even if not of an emergency nature.
- d) Emergency and District Convention resolutions shall be read at a meeting of the Convention prior to the meeting at which time the vote on the resolution is to be taken.

Section 11 – The Standardized Reports Committee shall consist of the Second Vice President of the Federation who shall be the Chairman of the Committee, and the Director-elect of Junior Clubs. The preparation and distribution of the report forms shall be in accordance with guidelines from GFWC.

Section 12 – The Theodora Youmans Citizenship Award Chairman and Woman of Achievement Chairman shall be appointed by the President with Executive Committee approval. It shall be each chairman's duty to prepare information on this project, nomination blanks for the clubs, and to select with the approval of the Executive Committee, three judges from outside Federation membership to judge the entries.

Section 13 – The Wisconsin's Own Library Chairman and Trees for Tomorrow Chairman shall be members of the Board of Directors and shall be appointed by the President with the approval of the Executive Committee.

Section 14 – The Strategic Planning Committee shall consist of at least seven members appointed by the President: the First Vice President, the Second Vice President, the Director of Junior Clubs and the Director-elect of Junior Clubs, with the First Vice President the Chairman. The other members of the Committee will be a representation of the state and not otherwise members of the Board of Directors.

Section 15 – Junior Representation on the Board of Directors – Each program shall have at least one Junior member serving as a program chairmen. Juniors shall also be considered for Class B Standing Committees. If Junior members are not able to fill the appointed positions by April 1 of the election year, the President may fill the positions from the general membership.

Section 16

The Communication Committee shall consist of a Chairman, appointed by the President, Corresponding Secretary, Treasurer, Web Master, and the *GFWC-WI CLUBWOMAN* Editor. The Committee is to update and stay current the communication of the Federation to its' membership.

Article XVIII – Vacancies

Section 1 – President – In the event of a vacancy in the office of President during the first year of the administration, the First Vice President shall have three months to declare the administration hers and assume the office of President for the remainder of the administration. If she declines to claim the Presidency, the office will remain vacant and the Executive Committee with the approval of the Board of Directors shall carry out the duties of the office for the remainder of the first year until the President-elect shall assume the office after July 1 in the second year for the remainder of the administration. The First Vice President will then be eligible to have the next administration as President.

Section 2 – First Vice President/President-elect – In the event of a vacancy in the office of the First Vice President/President-elect, the Executive Committee shall appoint a replacement to serve until the next annual Convention. She shall notify the Nominating Committee of her intent to declare for this office within 30 days of her appointment.

Section 3 – The office of Second Vice President, Recording Secretary, Corresponding Secretary or Treasurer shall be filled by the Executive Committee for the remainder of the term, subject to the approval of the Board of Directors at the next meeting.

Section 4 – Director of Junior Clubs – A vacancy in this office shall be filled by the Director-elect of Junior Clubs in accordance with the GFWC-WI Junior bylaws.

Section 5 – If the President is temporarily incapacitated or unable to perform her duties for a period of thirty consecutive days, the First Vice President shall perform the duties of the President until the President again assumes her duties or the office is declared vacant.

Section 6 – If an officer is incapacitated or unable to perform her duties for a period of three months, the office is declared vacant.

Section 7 – In the event of three or more vacancies at the same time, the highest ranking officer shall be empowered to convene a special meeting of the Board of Directors for the purpose of holding a special election.

Section 8 – Chairmen – In the event of a vacancy among program or committee members, the President shall appoint, with the approval of the Executive Committee, a person to serve for the balance of the administration.

Article XIX – Duties of Federated Clubs

It shall be the duty of every club and other organization belonging to the State Federation:

First: to send to the GFWC-WI Headquarters the name and address of the President immediately after her election.

Second: to send to the GFWC-WI Dean of Programs an annual club report covering the GFWC/GFWC-WI projects, no later than the date specified.

Third: to pay to the Treasurer of the State Federation, before the first day of November of each year, the annual dues for the fiscal year beginning the first day of the preceding July, and to send with, the paid dues a list of all members, with their complete addresses and email addresses (if available), for the *GFWC-WI CLUBWOMAN* circulation list.

Fourth: to hold their election of officers before June 1st.

Article XX – Dissolution

Section 1 – In the event of the dissolution of the GFWC-WI, the total assets shall be liquidated and allotted to organizations of like purpose to be determined by the GFWC-WI Board of Directors in accordance with government regulations.

Section 2 – Any state club wishing to withdraw from GFWC-WI must announce that a vote to withdraw will take place at a designated meeting. This announcement must be made at the preceding meeting and in a mailing to each member at least one month prior. This announcement must also be made to the State President, the District President and the State Membership Chairman. If five or more members choose to remain a federated club, they would have all the rights and privileges to the name and the property of the club including funds and remain the federated club. The quorum for

a vote must meet the requirements of the club's bylaws. Any vote must be by written, signed ballot in order to be legal.

Section 3 – Any state club which discontinues affiliation with the General Federation of Women's Clubs must eliminate from its name any reference to Federation, including letterheads and publicity, etc. since it gained its reputation for volunteerism by being affiliated with the General Federation of Women's Clubs. Any and all dues collected during the club year prior to withdrawal from the General Federation of Women's Clubs must be paid to the district, state and General Federation treasurers. All GFWC and GFWC-WI program material shall be returned promptly to the GFWC-WI president. Clubs which have chosen to withdraw from the Federation can no longer participate independently in state programs exclusive to GFWC-WI (i.e., Helen Mears Arts). The tax exempt number that was obtained with the use of the Federation affiliation shall no longer be valid. Notification will be sent by the GFWC-WI Executive Committee to the IRS of the club's withdrawal.

Article XXI– Parliamentary Authority

Section 1 – Robert's Rules of Order, latest edition, shall be used by the State Federation as parliamentary authority.

Section 2 – The President, with the approval of the Executive Committee, may appoint a Parliamentarian. She shall serve as a member of the Board of Directors providing she is a member of a federated club. It shall be the duty of the Parliamentarian to advise the presiding officer on points of parliamentary law and also to give similar advice to other members of GFWC-WI when they request it. She shall be a member of the Committee on Amendments and an advisory member of the Resolutions Committee.

Article XXII – Amendments

The Bylaws may be amended at any annual meeting by a 2/3 vote of those present and voting, without previous notice, or by a majority vote of those present and voting, provided notice of such proposed amendment shall have been appended to the Call for the meeting. Amendments must be submitted to the Board of Directors and must be approved by a 2/3 vote of the Board for presentation to the Convention before they may be appended to the Call or presented to the Convention.

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