



# Carolina Women's Club

## CWC Bylaws – Revised June 2016

### Article I: Organization

**1.1 Establishment** – The Carolina Women's Club is an un-incorporated not for profit group of women who share an interest in the Piper Glen and surrounding communities in Charlotte.

**1.2 Mission** – The mission of the Carolina Women's Club allows area women to use their own unique talents to make a difference in their community. The club provides its members with opportunities to make new friends, learn new skills and network with women of similar interests.

**1.3 Membership** – The Carolina Women's Club consists of the general membership and elected officers. Any individual who subscribes to the purpose and operations of the organization may become a member, subject only to compliance with the provisions of the bylaws. Membership shall be available without regard to race, creed, color or national origin.

**1.4 Earnings** - No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions. Officers of the organization will serve on a voluntary basis without compensation.

**1.4A Contributions** – Charitable contributions will only be made to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**1.5 Dissolution** - Upon the dissolution of the organization, assets shall be distributed to one or more charitable organizations.

### Article II: Fiscal Year

**2.1 Fiscal Year** – The fiscal year of the CWC shall begin on the first day of January and end on the last day of December.

### **Article III: Outline of Operation**

**3.1 Executive Board** – Shall consist of the Officers, Division Vice Presidents, immediate past president and the Founders. All must be dues paying members to serve on the Executive Board.

**3.2 Officers** – President, Executive Vice President, Secretary and Treasurer.

**3.3 Division Vice Presidents** – Divisions currently include Social Division, Communications Division, Operations Division and Philanthropic Division. The President and the Executive Board may find it necessary to add or reorganize the Divisions as the club grows and evolves. A majority vote of the Executive Board is required to approve the recommended changes.

Changes may also be required within the makeup of an individual Division to meet the changing needs of the CWC. The Division Vice Presidents will recommend organizational changes within their Divisions. A majority vote of the Executive Board is required to confirm the recommendations. Changes within and across divisions may be made without requiring a vote of the membership or a change in the By Laws.

Majority vote is 51% of listed members of the Executive Board. Vacant positions are not considered as listed members for use in the count for a majority determination.

**3.4 Founding Members** - Founding Members who are active in CWC and who choose to participate, are members of the Executive Board. Active member means a dues paying member of the club who has not resigned or been expelled from the Executive Board and who attends the Executive Board and Committee meetings regularly.

**3.5 Social Division** – shall consist of the Programs, Events, Fundraising for non-Philanthropic, and Luncheons Committee Chairpersons as well as the Liaison to the TPC Piper Glen Club.

**3.6 Communications Division** – Shall consist of the Internal Communications, External Communications, Website and Social Media Chairpersons. The Communications Vice President is currently the only Executive Board member from this Division.

**3.6 Operations Division** – Shall consist of the Membership and Clubs Chairpersons. Parliamentarian, Fundraising and Historian are also a part of the Operations Division. All are currently members of the Executive Committee.

**3.7 Philanthropic Division** – Shall consist of Programs, Moments of Service and Fundraising Chairpersons. Currently Programs and Fundraising Chairpersons serve on the Executive Committee.

## **Article IV: Founding Members – Special Committee**

**4.1 Founding Members** - Consists of the group of visionaries for the Carolina Women's Club: Linda Franklin, Bearle Chamblee, Gunnel Greenhagan and Laura Dobson, Juliet Larson, Patty Walsh, Maureen Korzik, Kathy Ragland, and Debbie Peterson.

**4.2 Responsibilities** - The visionaries are a part of the Executive Board as listed in Article III and VI.

**4.2A** Any active Founding Member who wishes to run for any elected office may do so. Article VI will then apply directly to that Founder.

**4.2B** Any active Founding Member who wishes to fill a vacant chairperson or officer position can submit her name to the President for consideration.

**4.2C** Founding Members will include the collective group of Founding Members, i.e., those who are not holding a position under 4.2A and 4.2B hereof

**4.2D** Each active founding member will be given a vote at the Executive Board & Committee meetings. A Founding Member who is currently serving in an elected office or chair position (including Founder's Chair position), will not be eligible for an additional vote as a member of the Founder's Committee. As an Executive Board attendee, Article VI will apply in full.

**4.3 Resignation** - Any Founding Member who chooses to resign her duties as part of the Executive Board as listed herein may do so with written resignation to the President in office at the time with copies to the remaining founding members, however, her name will remain indefinitely as part of Section 4.1. Such resignation will not prevent said founding member from running for an elected office as a member in good standing with the CWC or participating in other ways. They may re-join the Executive Board at any time by providing written notice to the President of their intent and paying the Dues for the current year.

## **Article V: Meetings**

**5.1 General Information** - Meetings will be held on a monthly basis unless otherwise designated by the Executive Board.

**5.2 Meetings** – Meetings of members and potential members will be held every month beginning in January and will begin at 11:30am unless otherwise designated by the executive board. Meetings include:

- Up to Five (5) planned and executed by the Social Division, Programs.
- Up to Five (5) planned and executed by the Philanthropic Division, Programs.
- One annual business review will be sent to all members in an electronic format.
- Installations of new officers will be conducted at the May meeting.

**5.3 Executive Board Meetings** – Executive Board Meetings may be held at such time and place as shall be designated by the President without the necessity of notice to the general membership.

The first meeting of the Executive Board following the election of officers shall be held in joint sessions with the old Executive Board, no later than 30 days after the election of new officers.

**5.4 Executive Committee Meetings** – Executive Committee Meetings will be held at least once a year and may be held more frequently. Since the Executive Committee includes the Executive Board, a meeting of the EC may count for both.

Annually there will be deemed a specific Executive Board meeting separate and apart from the regular business meeting to conduct a formal and open review of the Executive Board business to ensure constructive ways for the betterment of the CWC general membership.

**5.5 Division Meetings** – Division Vice Presidents will meet with their committee chairpersons as a group at least once per year for planning and strategy purposes. General meetings may be held as frequently as the VP decides.

#### **Article VI: Executive Board**

**6.1 Composition** – Consists of the President, Executive Vice President, Secretary, Treasurer, Division Vice Presidents, immediate past president and the active Founding Members. The officers; President, Executive Vice President, Secretary and Treasurer, are elected by a majority vote of the general membership. The other positions are volunteer positions that will be approved by the Executive Board.

**6.2 Duties** – General management of the club. The Executive Board approves mission, strategy, annual plans and significant changes of all Divisions including all programs, events, clubs and fundraisers.

**6.3 General Information** – The Board will meet at least eight times per year or more frequently as necessary, adopt a budget by the October Executive Board meeting and approve all non- budgeted expenditures to be paid by the club. The Board will meet during the summer to formulate plans for the coming year. Should any Vice President resign or is otherwise unable to serve, a successor should be selected by the President and approved by the Executive Board. If the President resigns, the Elected Executive Vice President will become President automatically. Meeting attendance will be mandatory unless prior arrangements have been made with the President. A report on each division will be required as deemed necessary.

**6.4 Non-Attendance** - Any Executive Board person missing 3 meetings or more, without giving prior notification to the President, missing 6 meetings in total annually or failing to pay dues, will automatically be relieved of their duties. That Board person will be notified in writing, that she is being relieved of her duties and will no longer be a voting member of the Executive Board. Refer to 7.3 for filling vacancies.

**6.5 Executive Board Resignation** – Any member of the Board may resign by giving written notice to the President. Such resignation shall take effect at the time specified therein, or immediately if no time is specified

therein. The acceptance of such resignation shall not be necessary to make it effective. In case of a resignation, qualified candidates shall be presented to the Executive Board by the President and voted on at the next Executive Board meeting. If a replacement cannot be chosen at this meeting for any reason, the Executive Board must vote at the following meeting regardless of the number of attendees.

## **Article VII: Duties of Officers, Division Vice Presidents and Chairpersons**

**7.1 Term of Office** – All officers are elected by a majority vote of the general membership for a term of 1 year from June 1 to May 31. President and Executive Vice President may only serve 2 consecutive terms. Founding members are permanent members. The term of office for other Executive Board members automatically renews annually unless the incumbent resigns, becomes inactive or is removed by majority vote of the Executive Board.

**7.2 Responsibilities of all Officers** - Maintain a record of pertinent facts for term of office including all contacts, resources and details valuable to the next individual in this position.

**7.3 President** – Leads all meetings of the Executive Board and Committees. Calls for additional Executive Board & Committee meetings when deemed necessary. Collaborates with the Social and Philanthropic Vice Presidents as it relates to monthly Programs and associated preparations. Contacts Executive Board members prior to each meeting to go over necessary details and agenda.

Should any officer or Division Vice President resign or is otherwise unable to serve a full term in office, a successor should be selected by the President and approved by the Board. Should any Chairperson in a Division resign, the appropriate Division VP will make a recommendation to the President for her replacement and the President will secure the approval of the Executive Board.

After end of term, the President will stay on the Executive Board and Committee for 1 year in an advisory position. The President must have been a dues paying member for 1 year prior to election as President.

**7.4 Executive Vice President** – Presides over meetings when the President is unable to attend, assists President in all areas. Collaborates with the Operations and Communications Vice Presidents as it relates to support across all divisions and related issues. In the event that there is an open Division VP position, for a temporary period, the Vice President will assume the open VP's responsibilities until a formal appointment is made.

**7.5 Secretary** – Prepares minutes of each meeting to be distributed by e-mail. The Secretary will maintain all hard copies and files for the CWC. The Secretary shall send out thank you and bereavement cards and/or flowers as deemed necessary by the President.

**7.6 Treasurer** – The Treasurer will maintain all financial records and provide a report to be available for all members at and/or following each meeting. The Treasurer will present a written financial statement showing itemized income and expenditures at each month's Executive Board meeting and prepare a year-end financial

statement to submit to the Executive Board for approval. Treasurer is responsible for dispersing funds for designated grants and allocations of charitable monies. The Treasurer or designee shall make all deposits and will have all checks over \$4,000 cosigned by another elected Officer.

Arranges for an audit of CWC financial documents in the first quarter of each year for presentation to the Executive Board.

**7.7 Operations Division Vice President** - Responsible for the general operating functions of CWC to include Recurring Clubs, Membership, Historian and Parliamentarian. Ensures the recurring clubs operate within the By Laws of the CWC, enforces the membership rules and guidelines and obtains the support needed by them to organize, grow and communicate the meetings.

Develops and gains Executive Board approval for strategies for all committees under Operations. Ensures programs to grow and nurture new and existing members are planned and executed each year. Maintains a current membership list and provides a back-up for the Secretary and the website.

**7.8 Social Division Vice President** – Responsible for planning and organizing all Social Programs and Events as well as coordinating the logistical planning of all luncheon and monthly member meetings both Social & Philanthropic. All Social Programs and Events must be approved by the Executive Board by September of each year for the next calendar year. The VP will develop strategies and programs consistent with the By Laws of CWC for approval of the Executive Board.

**7.9 Philanthropic Division Vice President** - Responsible for organizing all charitable programs that benefit the community through volunteerism. The VP will develop strategies and programs consistent with the By Laws of CWC to address the needs of our community and obtain Executive Board approval. The Division will coordinate volunteerism and charitable fundraising of members and non-members.

Evaluates and presents all charitable programs and fundraisers to the Executive Board for approval no later than Sept. each year for the following year.

Develops an organization to address the needs of the community and our members that will best facilitate ease in participation by members and non-members in Philanthropic volunteering and fundraising.

**7.10 Communications Division Vice President** - – Responsible for maintaining all aspects of the CWC's website, organizes CWC publicity and utilizes and maintains social media sites for the CWC. The Chairperson will solicit specific topics for monthly newsletter and communications from other Chairpersons and designs and formats communications to the general membership. The Chairperson will develop a monthly schedule for all general membership communications and seek approval from an Officer or Founding Member prior to distribution of material to general membership.

Officer ballots will be distributed by email annually as directed by the Nominating Committee each year.

Develops and gains Executive Board approval for strategies.

## **Article VIII: Permanent Committees**

**8.1 Composition** – Committees include the Founding Members, Programs (Social & Philanthropic), Luncheons, Membership, Special Events, Clubs, Fundraising (Social & Philanthropic), Parliamentarian and Special Committees. Committee Chairpersons may be asked to serve on the Executive Committee with full voting privileges.

**8.2 Luncheons-** Coordinates with the Liaison to TPC Piper Glen and collaborates with the Program Chairpersons. The Luncheon Chairperson is responsible for determining menus, coordinating theme decorations for luncheon meetings and gaining approvals from the Social Division VP. She has full responsibility for the logistics to help ensure successful general membership monthly meetings.

**8.3 Programs** – Each Chairperson, Social and Philanthropic, is responsible for planning new programs for up to 5 meetings annually, utilizing all club internal and external resources. The Chairpersons will prepare a list of programs topics and ideas for the following year by June and present the list to her respective Division VP. The VPs will obtain Executive Board approval by June of the general program topics for the following year. At least 90 days prior to any individual Program date, the Program Chairperson will provide details of the program plans including speaker names. The Chairperson is responsible for procuring the speakers and ensures the needs of the speakers are reviewed with the Luncheon Chairperson.

**8.4 Membership** - Solicits new potential members, develops programs to encourage new membership working with external entities such as the Piper Glen Neighbourhoods & other communities, the TPC Piper Glen Club and networks with realtors and others to secure new members for the CWC. Prepares a package of new member information and ensures all new members receive the CWC package. Works with new members to welcome them into the CWC including introductions at luncheons. The Chairperson will coordinate with the Luncheon Chairperson if special seating is needed for new members at general membership meetings. Prepares and presents membership plans for the following year to the Executive Board for approval in June each year.

Maintains an active list of members with all details, reconciles with financial lists of paid membership and provides an updated list monthly to VP of Communication and to the CWC Secretary. During renewal of membership drives, maintains an up to date and reconciled list for advising the Executive Board.

**8.5 Special Events** – Responsible for planning up to 6 events annually. Prepares and presents Special Events programs with budgets to the Social VP by June for approval by the Executive Board prior to the September general membership meeting.

**8.6 Clubs** – Responsible for overseeing all recurring clubs. The Chairperson serves as the point of contact for any members starting a new club to get them up and running and to assist them in securing members. The Clubs Chairperson presents new potential clubs to the Operations VP. The Executive Board approval is required prior to starting a new club. Organizes and prepares all information for the general membership about recurring clubs and coordinates with the Communications VP for distribution on the approved schedule.

The Chairperson must coordinate with the Liaison to the TPC Piper Glen Club if any recurring club wants to conduct meetings at the TPC Piper Glen Club.

**8.7 Fundraising** – Responsible for organizing all fundraising events and programs both Social & Philanthropic. Researches, develops and presents the Fundraising programs to benefit the CWC organization and its endeavours to the Executive Board through the respective Divisional VPs for approval.

**8.8 Historian** – Will maintain a running history of the Carolina Women’s Club. Responsible for obtaining pictures at meetings and events, keeping copies of all flyers, luncheon menus and any documents dispersed throughout the year. The Historian will produce a memories book that will be made available in electronic or paper format for viewing by members.

#### **Article IX: Nominating Committees**

**9.1 Nominating Committee for the Following Year’s Officers** – A committee consisting of 3 members shall be chosen by the Executive Board from the general membership. The committee shall be chosen at the January meeting. The current President or other elected officer will serve as Chairperson of the Officers Nominating Committee. The current President may ascertain interest of members in holding office by making announcements at the December meeting. The committee will present all candidates for office via e-mail and at the April meeting.

Ballots will be prepared by the Nominating Committee and handed out to the members for voting at the April meeting. Ballots will be emailed to any member not attending the April membership meeting where the voting occurred. Officers will be installed at the May members meeting.

Ballots will be tallied by two members of the nominating committee to include all mailed and emailed ballots received within one week following the April meeting.

**9.2 Nominating Committees for Division VPs, Division Committee Chairwomen and Other leaders within the Divisions** – A nominating committee for each division will be responsible for identifying potential candidates for training and preparation for leadership positions. This Nominating Committee will also select & recommend replacement candidates to the Executive Board for any available position within the Division. The committee will include the current VP of the division, the Membership Chairwoman, CWC President as permanent members. Another person may be selected from within the division to serve if desired. The permanent committee members must all agree on the fourth person.

**9.3 Nominating Committees for other leadership positions** - CWC will designate various Nominating Committees to identify potential leadership candidates who could fill new CWC positions or existing leadership positions when and if the position is vacated. These committees may be organized within or across divisions depending on need.



Once identified, the candidates will be approved and a management-training path will be laid out for these persons. Any Nominating Committees or Divisions will review names and plans for the individuals annually with the Executive Board. The review will occur prior to the Strategic Planning meeting.

#### **Article X: Dues**

**10.1 Dues** – By the September general membership meeting, the amount charged for dues for the following year will be approved by the Executive Board.

**10.2 Collection of Dues** – Dues for the New Year shall be due and payable in January. Membership dues will be collected throughout the year for new members. If dues are not received by April 1st, that member's name shall be dropped from the membership list. Dues paid for the first time by new members in the fourth quarter will be applicable for the following year as well.

**10.3 Balance** – Any balance in the Treasury at the end of the year may be carried over to subsidize the next year's budget.

#### **Article XI: Voting of the General Membership**

**11.1 Voting** – Voting shall be in written or email form. The President will announce any exceptions prior to the vote.

#### **Article XII: Amendments of the Bylaws**

**12.1 Amendments** – Any amendments to the By-Laws will take place in February and July of each year. The Parliamentarian will present all proposed Amendments to the By-Laws to the Executive Board to vote. Approval of the By-Laws requires a quorum and a quorum shall consist of 15% of the active membership. No vote on an amendment to the Bylaws shall be effective in the absence of a quorum. Voting may be done electronically.

**12.2 Operating Guidelines** - Carolina Women's Club has an established body of Operating Standards by which each member, and their guests, must abide in order to remain in good standing. These standards are published on the website.