

# **GFWC FLORIDA FEDERATION OF WOMEN'S CLUBS, INC.**

## **BYLAWS**

### **ARTICLE I NAME**

The name of this organization shall be "GFWC Florida Federation of Women's Clubs, Inc." (hereinafter referred to as GFWC Florida). GFWC Florida is affiliated with the General Federation of Women's Clubs, Inc. (hereinafter referred to as GFWC).

### **ARTICLE II OBJECT**

The object of the corporation shall be educational, literary, scientific and charitable; to acquire by purchase or otherwise, hold, use and maintain a suitable location or locations and building or buildings for holding meetings for the use of the corporation and its members; to acquire, hold, rent, lease, convey, mortgage or otherwise dispose of or encumber such other real and personal property as the corporation may from time to time acquire or be possessed of; to execute all necessary notes, obligations, mortgages, leases, deeds and instruments of conveyance and to perform all the powers and duties incident to corporations; to hold and to administer all funds of said corporation and of its Community Service Programs; and generally to bring into relations of mutual helpfulness the organizations which shall be members of said corporation, to provide for unity in their action and to promote higher moral conditions.

### **ARTICLE III HEADQUARTERS**

The headquarters and principal office shall be located in the State of Florida at 4444 Florida National Drive, Lakeland, Florida. All permanent records of GFWC Florida shall be kept at headquarters.

### **ARTICLE IV MEMBERSHIP**

#### **SECTION 1. ELIGIBILITY**

Membership in GFWC Florida shall be granted to women's clubs that fulfill the requirements and qualifications as set forth in these bylaws.

- A. A woman's club whose objects and purposes fulfill the aims and objects of GFWC Florida is eligible for membership.
- B. A club applying for membership in GFWC Florida must show that it is formally organized, has a set of bylaws approved by the chairman of the bylaws committee, and has a definite plan of volunteer community service.

## **SECTION 2. CLASSIFICATION**

Membership in GFWC Florida shall be of two classes: active and associate.

- A. Active membership shall be held by women's clubs paying per capita dues to GFWC Florida and GFWC.
- B. Associate membership shall be held by:
  - 1. juniorette clubs;
  - 2. county federations with a majority of clubs as active members of GFWC Florida. The president of the county federation shall be a member of a woman's club holding active membership in GFWC Florida.

## **SECTION 3. ADMISSION**

Requirements for admission:

- A. A prospective club shall be composed of at least ten members.
- B. At least two weeks prior to a board of directors' meeting, the club, district director or junior district director shall forward the following admission requirements to the second vice-president for consideration by the executive committee:
  - 1. a list of members, their address, and email address of all members, indicating club officers shall be sent via email.
  - 2. the clubs bylaws shall be sent via email.
  - 3. one year's dues or assessment per capita.
- C. Upon approval by the executive committee, the club shall be presented to the board of directors for vote. A majority vote by the board of directors shall be necessary for admission.

## **SECTION 4. TERMINATION OF MEMBERSHIP**

- A. Resignation:

The procedure for resigning from GFWC Florida shall be to:

  - 1. provide previous notice to all members of the club;
  - 2. secure a two-thirds (2/3) vote of the members present and voting at the meeting;
  - 3. submit a letter signed by the club president and attested by the recording secretary, stating the date of the meeting, the vote, and a copy of the notice of the meeting to the second vice-president for action by the board of directors.
- B. Non-payment of dues or assessments:

A club whose dues or assessments are delinquent and has been notified in writing, shall be:

  - 1. reported by the treasurer to the executive committee;
  - 2. dropped from membership on March 1.

## **SECTION 5. REINSTATEMENT**

- A. A club having resigned from GFWC Florida while in good standing may be reinstated:

1. within one year by submitting a letter of request to the second vice-president;
  2. after one year by following the regular procedure of admission.
- B. A club dropped for non-payment of dues or assessments may be reinstated:
1. within one year, by the board of directors by a majority vote, after payment of delinquent dues or assessments and reinstatement fee of twenty-five dollars;
  1. after one year through the regular procedure of admission plus payment of the reinstatement fee of twenty-five dollars.

## **ARTICLE V FINANCE**

### **SECTION 1. FISCAL YEAR**

The fiscal year shall be from June 1 through May 31.

### **SECTION 2. ANNUAL DUES AND ASSESSMENTS**

- A. Annual dues for an active club shall be \$8.00 per capita plus GFWC per capita dues.
- B. Annual assessment for a juniorette club shall be \$5.00 per capita, plus GFWC per capita dues. The juniorette assessment shall be allocated as follows: \$2.00 to the juniorette fund to promote the work of juniorettes and \$3.00 to GFWC Florida.
- C. Annual assessment for county federations shall be \$7.00 per member club.
- D. Dues and assessments shall be payable and postmarked on or before December 15 and delinquent after a December 30 postmark. (See Article VI, Section 5. F. 5.)
- E. A club whose dues or assessments are delinquent if not postmarked by February 1, or who has outstanding debts to GFWC Florida shall not have representation at the annual convention, board meetings or district meetings.
- F. Annual dues or assessments for a club admitted at a pre-convention board of directors meeting shall be credited for the coming year.
- G. Dues or assessments postmarked after March 1 shall be credited for the coming year for new members only.

### **SECTION 3. MONIES**

- A. Accounts shall be established by authorization of the board of directors. All monies shall remain in the designated accounts and be disbursed by order of the board of directors or until the account is discontinued by the board of directors.
- B. Endowment Funds:
  1. The interest from the Second Century Endowment Fund shall be used toward the expenses of officers and chairmen promoting the work of GFWC Florida.
  2. Additional endowment funds may be established by the board of directors.

- C. All drafts upon the treasury shall be made by order of the board of directors or the executive committee authorized by a warrant issued by the president. Disbursements shall be made by check bearing the signature of the treasurer or such others as designated by the executive committee.

## **ARTICLE VI OFFICERS**

### **SECTION 1. OFFICERS**

- A. The elected officers of GFWC Florida shall be a president, a president-elect, a first vice-president, a second vice-president, a recording secretary, a treasurer, a state director of junior clubs, district directors and junior district directors.
- B. A corresponding secretary and a finance officer shall be appointed by the president and shall be specifically exempted from the eligibility requirements applying only to the elected officers.
- C. The member-at-large shall be elected by the board of directors from its membership at the post-convention board meeting in the even numbered years. Majority shall elect. If there is only one candidate for the office the vote may be by voice. The member-at-large shall be ineligible to serve a successive term.
- D. No elected or appointed officer shall be salaried by GFWC Florida.

### **SECTION 2. ELIGIBILITY**

- A. Only members of clubs in active membership in GFWC Florida shall be eligible to hold office.
- B. A nominee for the office of president-elect and first vice-president shall:
  - 1. be a member in good standing of an GFWC Florida woman's club;
  - 2. have served a full term as president of a per capita dues paying GFWC Florida club;
  - 3. have served a minimum of three terms on the GFWC Florida board of directors which shall include serving as district director or state chairman;
  - 4. have served a minimum of one term on the GFWC Florida executive committee;
  - 5. be nominated by the club in which she is a member in good standing;
  - 6. submit in writing her consent to serve if elected..
- E. A nominee for the office of second vice-president, recording secretary and treasurer shall:
  - 1. be a member in good standing of an GFWC Florida woman's club;
  - 2. have served a full term as president of a per capita dues paying GFWC Florida club;
  - 3. have served a minimum of two terms on the GFWC Florida board of directors;
  - 4. be nominated by the club in which she is a member in good standing;
  - 5. submit in writing her consent to serve if elected.

- D. The state director of junior clubs shall:
  - 1. be a member in good standing of an GFWC Florida junior woman's club;
  - 2. have served a full term as president of a per capita dues paying GFWC Florida junior club;
  - 3. have served as a member of the junior planning committee;
  - 4. have served a minimum of two terms on the GFWC Florida board of directors;
  - 5. submit in writing her consent to serve if elected..
- E. A nominee for the office of district director shall:
  - 1. be a member of a club in the district in which she is to serve;
  - 2. be nominated by an GFWC Florida club in good standing;
  - 3. be a member in good standing of the woman's club proposing her;
  - 4. have served as president of a per capita dues paying GFWC Florida club;
  - 5. submit in writing her consent to serve if elected.
- F. A nominee for the office of junior district director shall:
  - 1. be a member of a club in the district in which she is to serve;
  - 2. be nominated by an GFWC Florida junior club in good standing;
  - 3. be a member in good standing of the junior club proposing her;
  - 4. have served as president of a per capita dues paying GFWC Florida junior club or a member of the state junior planning committee;
  - 5. submit in writing her consent to serve if elected.

**SECTION 3. - REMOVAL** Any officer may be removed from office with cause by a two-thirds vote of those members present and voting at the next Annual Convention, her name having been presented with charges in writing to the membership prior to the Annual Convention, and the officer having had the opportunity to defend herself.

**SECTION 4. TERM**

The term of office shall be for a period of two years or until their successors are elected. An elected or appointed officer shall be ineligible to serve in the same office for two successive terms except the president-elect or the state director-elect of junior clubs. When she has filled a vacancy in the office of president or state director of junior clubs, the officer may serve the succeeding term. The officers, with the exception of the treasurer, shall assume office at the close of the convention in the election year. The treasurer shall assume office at the close of the fiscal year in the election year. Any officer filling a vacancy who has served more than one year shall be considered to have served a term.

**SECTION 5. VACANCIES**

- A. 1. If a vacancy occurs in the office of president, the president-elect shall become president. If a vacancy occurs in the office of president-elect, the executive committee shall assign the duties of that office.
- 2. If a vacancy occurs in the office of state director of junior clubs, the state director-elect of junior clubs shall become the state director of junior clubs. If a vacancy occurs in the position of state director-elect of junior

clubs, the junior executive committee shall assign the duties of that position.

- B. A vacancy occurring in any elected office except that of president, president-elect, state director of junior clubs, state director-elect of junior clubs, district director or junior district director, shall be filled by a majority vote of the executive committee at a called meeting to be held within thirty days. The election is subject to ratification at the next meeting of the board of directors.

## **SECTION 6. DUTIES OF OFFICERS**

The officers shall perform the duties as prescribed by these bylaws, by the parliamentary authority adopted by the organization and such other duties as may be assigned.

A. The president shall:

1. serve as chief executive officer of GFWC Florida;
2. serve as the official representative of GFWC Florida at all places and meetings, including those of GFWC;
3. serve as an ex-officio member of all committees with the exception of the elections committee;
4. preside at all meetings of GFWC Florida, the board of directors and the executive committee;
5. establish plans and be responsible for implementing the work of GFWC Florida;
6. appoint a corresponding secretary, a finance officer, a Registered or Certified Parliamentarian
7. appoint a state meetings coordinator, a webmaster and a managing editor of the state electronic newsletter;
8. appoint and fill vacancies of the following to be ratified by the board of directors:
  - a. district directors and junior district directors;
  - b. community service programs and committees both standing and special;
  - c. junior community service programs and committees upon recommendation of the state director of junior clubs;
  - d. juniorette community service programs and committees upon recommendation of the state director of juniorettes and the chairman of the juniorette advisory committee.
9. sign warrants for payment of all authorized bills;
10. serve as editor-in-chief of the state electronic newsletter.

B. The president-elect shall:

1. perform the duties of the president in her absence or inability to function;
2. serve as dean of district directors;
3. arrange and conduct the annual district tour;
4. send a list of the newly elected district directors and junior district directors to the corresponding secretary on or before December 1 of the odd-numbered year.

C. The first vice-president shall:

1. perform the duties of the president or the president-elect in her absence or inability to function;
  2. serve as dean of community service programs chairmen and such other committee chairmen as assigned by the president;
  3. compile the Community Service Programs brochures, and the reporting and awards materials in cooperation with the president.
- D. The second vice-president shall:
1. perform the duties of the president, the president-elect or the first vice-president in her absence or inability to function;
  2. serve as chairman of the membership committee and a member of the juniorette advisory committee;
  3. present new clubs for admission.
  4. present names of clubs resigning in good standing.
- E. The recording secretary shall:
1. keep a record of the proceedings of all meetings of GFWC Florida, the board of directors and the executive committee;
  2. keep the official copy of the bylaws, all amendments to the bylaws, and a file of all adopted standing rules;
  3. be responsible for all official documents and papers pertaining to the office;
  4. affix, with the president, the corporate seal to deeds, mortgages, documents, and official papers of the corporation upon the resolution of the board of directors;
  5. prepare for publication in the manual, the proceedings of all conventions and meetings of the board of directors held during the term of office;
  6. ensure placement of previous administration's official minutes in an official minutes binder at Headquarters.
- F. The treasurer shall:
1. disburse funds as authorized;
  2. have a certified public accountant, approved by the executive committee, prepare a financial review at the close of the odd-numbered year and an audit of the two years at the close of the administration;
  3. be responsible for determining that all necessary tax forms are prepared and filed with the proper authorities;
  4. maintain a list of all member clubs and a current record of the number of individual members for whom each club has paid dues or assessments;
  5. Send reminder notices no later than January 15 to all clubs whose dues or assessments have not been paid. Notify all clubs by February 15 whose dues or assessments are delinquent and report those clubs to the executive committee;
  6. ensure the maintenance of a record of all receipts and disbursements of GFWC Florida monies;
  7. serve as a member of the finance and credentials/registration committees;

8. submit a statement of GFWC Florida funds to the executive committee on or before the twentieth day of each month and submit a full financial statement to the executive committee and the board of directors whenever requested;
  9. ensure the placement of any official documents and valuable papers in a safe located at headquarters with the key or combination to be maintained by the secretary and the current administration;
  10. transfer custody of all monies and all records pertaining to the office to the succeeding treasurer at the close of the fiscal year.
- G. The state director of junior clubs shall:
1. preside at the junior meetings of GFWC Florida;
  2. serve on the GFWC Florida executive committee;
  3. interpret the GFWC Florida program to the junior club members and plan projects and special activities;
  4. represent the GFWC Florida junior women's clubs at meetings of GFWC where she shall make a report of junior activities in Florida;
  5. appoint the junior corresponding secretary and the junior parliamentarian;
  6. recommend junior chairmen as deemed necessary for appointment by the GFWC Florida president and ratification by the board of directors;
  7. serve as a member of the finance committee.
- H. The corresponding secretary shall:
1. maintain a list of GFWC Florida federated clubs and organizations of clubs, including in each case, the number of members, the names and addresses of the president and treasurer, the list of the board of directors and of the executive committee;
  2. update and maintain a list for GFWC of all member clubs including the names and addresses of the club presidents;
  3. send all notices, including the call to convention and fall board meetings, via electronic means
  4. attend to all correspondence authorized by the president, executive committee and the board of directors;
  5. serve as a member of the credentials/registration committee;
  6. compile the manual in cooperation with the president.
- I. The finance officer shall:
1. serve as chairman of the finance committee;
  2. be responsible for recommending the investment of all GFWC Florida funds to the executive committee, upon approval of the finance committee.
- J. The member-at-large shall:
1. serve as a liaison between the executive committee and the membership of GFWC Florida
  2. serve in other capacities as may be designated by the executive committee
- K. District directors and junior district directors shall:
1. advance the work of GFWC Florida;
  2. assist all state officers and chairmen in the promotion of the programs;



3. arrange and conduct the annual district meeting and all workshops within the respective districts;
4. collect reports from clubs in the district and present a resume of the work at each annual meeting;
5. send a list of the newly elected officers of every club in the district by June 1 of each year to GFWC Florida headquarters, the president-elect and the corresponding secretary;
6. visit each club in the district;
7. encourage the organization of new clubs and reinstatement of former clubs.

## **SECTION 7. . REPORTS**

At the close of the term of office, each officer shall submit a written report to be filed in the archives.

## **SECTION 8. TRANSFER OF PROPERTY**

Each retiring officer, except the treasurer, shall surrender to her successor all property belonging to the office within one month after the end of the term. The treasurer shall transfer all property belonging to the office at the close of the fiscal year.

# **ARTICLE VII NOMINATIONS AND ELECTIONS**

## **SECTION 1. ELECTIONS COMMITTEE**

- A. The elections committee shall consist of a chairman and six members appointed by the president none of whom shall be from the same district and no district shall be represented for two successive terms. The members of this committee shall serve as members of the board of directors.
- B. The committee on elections shall:
  1. verify the qualifications and willingness to serve, if elected;
  2. prepare a slate with the names of all candidates who meet the bylaw requirements for eligibility on or before January 15 of the even-numbered year;
  3. submit a report to the president, the corresponding secretary and to all nominees on or before December 1 of the odd-numbered year;
  4. prepare ballots and conduct the election should the election be by ballot.

## **SECTION 2. NOMINATIONS**

- A. Nominations for officers of GFWC Florida, except the president, director of junior clubs, corresponding secretary, finance officer, district directors and junior district directors, shall be made by the candidate's club in which she is an active member. The nominations shall include the qualifications of the candidates. Such nominations shall be for a specific office.
- B. The nomination for state director-elect of junior clubs shall be made by the voting members at the junior business meeting at the annual convention in the even-numbered year.

- C. The president-elect shall automatically accede to the office of president at the expiration of the term.
- D. The state director-elect of junior clubs shall automatically accede to the office of state director of junior clubs at the expiration of the term.
- E. All nominations shall be filed with the chairman of the committee on elections by September 15 in the odd-numbered year.

### **SECTION 3. NOMINATIONS FROM THE FLOOR**

Nominations may be made from the floor following the report of the elections committee. Candidates so nominated shall meet the eligibility requirements.

### **SECTION 4. ELECTIONS**

The executive officers of GFWC Florida except the president, the state director of junior clubs, the corresponding secretary, the finance officer, the district directors and the junior district directors shall be elected during the annual convention in the even-numbered years. The election of the state director-elect of junior clubs shall be held at the same time as the officers. Election shall be by ballot and a majority vote shall elect. If there is only one candidate for an office, that vote may be by voice.

## **ARTICLE VIII CONVENTION**

### **SECTION 1. ANNUAL MEETING**

- A. The annual meeting which shall be known as the annual convention, shall be held in the spring. The time and place shall be approved by the executive committee.
- B. At least eight weeks before the annual convention, the call to the meeting shall be sent electronically to all members of the board of directors.

### **SECTION 2. SPECIAL MEETINGS**

Special meetings may be called by the president and shall be called by the president at the request of seventy-five members of the board of directors.

### **SECTION 3. REPRESENTATION**

- A. Members of the board of directors shall be entitled to cast one vote each at the convention.
- B. Each active club shall be automatically represented by the president or her alternate.

**Representation of active clubs shall be the president or her alternate plus:**

- 1. one if the membership is less than 50;**
- 2. two if the membership is 50 and less than 100;**
- 3. three if the membership is 100 and less than 150;**
- 4. four if the membership is 150 and less than 200;**
- 5. five if the membership is 200 and less than 300;**
- 6. six if the membership is 300 or more.**

- C. Representation for clubs shall be based upon the number of members for whom dues have been paid, postmarked on or before February 1.
- D. Each county federation shall be represented by the president, or her alternate, who shall be a member of an GFWC Florida club.
- E. Voting by proxy, either verbal or written, shall not be permitted.
- F. No voting delegate shall represent more than one club.

#### **SECTION 4. NON-DELEGATES AND VISITORS**

Non-delegates of member clubs and visitors may attend meetings of the convention. They shall be registered.

#### **SECTION 5. REGISTRATION FEE**

A registration fee shall be paid by voting delegates, alternates, non-voting members and visitors. The amount shall be determined by the executive committee.

#### **SECTION 6. QUORUM**

A quorum for the transaction of business at a convention or special meeting shall be seventy-five voting members registered with the credentials/registration committee.

## **ARTICLE IX BOARD OF DIRECTORS**

#### **SECTION 1. DEFINITION**

- A. The board of directors shall consist of:
  1. **members of the executive committee and junior executive committee;**
  2. **district directors and junior district directors;**
  3. **state director of juniorette clubs;**
  4. **past presidents of GFWC Florida and past directors of junior clubs of GFWC Florida;**
  5. **past presidents and past directors of junior clubs of the General Federation of Women's Clubs**
  6. **the state meetings coordinator, the webmaster and the managing editor of *the electronic newsletter*;**
  7. **chairmen and members of the community service programs and standing committees;**
  8. **members of the elections committee;**
  9. **the presidents of all active clubs and county federations. An alternate may represent the club president.**  
 Only members of clubs in good standing in GFWC Florida shall be eligible to serve on the board of directors.
- B. The parliamentarian shall attend meetings of the board of directors without vote.
- C. At the post-convention board of directors meeting, the presidents of all active clubs and county federations who will serve for the upcoming term or their alternates shall represent the club.

## **SECTION 2. DUTIES**

The board of directors shall perform the duties as prescribed by these bylaws and by the parliamentary authority adopted by the organization. It shall be the duty of the board of directors to:

- A. transact all necessary business between the annual conventions of GFWC Florida;
- B. adopt the annual budget at the post-convention meeting in the even-numbered year and the pre-convention meeting of the odd-numbered year. The budget shall control the appropriations from the general fund and the endowment operating fund;
- C. adopt the financial review at the fall board meeting in the odd-numbered year and the audit at the fall board meeting in the even-numbered year;
- D. decide upon the admission of clubs by a majority vote;
- E. define the districts of the state to be represented by the district directors and junior district directors;
- F. establish additional accounts including additional endowment funds;
- G. fix bond of the treasurer, headquarters staff and others designated by the executive committee;
- H. ratify the appointments of all community service programs, standing and special committees;
- I. ratify vacancies in elective office filled by vote of the executive committee;
- J. approve all un-budgeted expenditures and GFWC Florida fund raising endeavors requiring an outlay or obligation of \$1,000 or more.

## **SECTION 3. MEETINGS**

Regular meetings of the board of directors shall be held in the fall, prior to each annual convention, and post-convention in the election year. Special meetings may be called by the president and shall be called by the president at the request of thirty-five members of the board of directors.

## **SECTION 4 QUORUM**

Thirty-five members shall constitute a quorum.

## **SECTION 5 - REMOVAL**

Any member of the Board of Directors with the exception of elected GFWC Florida officers may be removed for cause from membership on the board by a two-thirds vote of those members present and voting at the next board meeting, her name having been presented with charges in writing prior to the meeting and the member having had the opportunity to defend herself.

# **ARTICLE X EXECUTIVE COMMITTEE**

## **SECTION 1. DEFINITION**

- A. 1. The executive committee shall consist of ten members: the president; the president-elect; the first vice-president; the second vice-president; the recording secretary; the corresponding secretary; the treasurer; the state director of junior clubs; the finance officer and the member-at-large.
- 2. The parliamentarian shall attend meetings of the executive committee without vote.
- B. The member-at-large shall:
  - 1. be elected by the board of directors from its membership at the post-convention board meeting in the even-numbered years. A majority vote shall elect. If there is only one candidate for the office, the vote may be by voice.
  - 2. serve for one term or until her successor is elected;
  - 3. be ineligible to serve a successive term;
  - 4. serve as liaison between the executive committee and the membership of GFWC Florida and in other capacities as may be designated by the executive committee.

## **SECTION 2. DUTIES**

The executive committee shall perform the duties as prescribed by these bylaws and by the parliamentary authority adopted by the organization.

It shall be the duty of the executive committee to:

- A. transact all necessary business between the meetings of the board of directors, either in session, by mail, by electronic means or by teleconference;
- B. submit a full report at the next board meeting;
- C. fill vacancies in office except that of president, president-elect, corresponding secretary, finance officer, district directors or junior district directors;
- D. approve name changes of federated clubs;
- E. approve all minutes of the board of directors, conventions, and special meetings of GFWC Florida;
- F. transfer funds from one line item account to another within the budgeted items between meetings of the board of directors;
- G. make necessary appropriations not to exceed \$5,000;
- H. approve depositories for GFWC Florida funds;
- I. approve investments of all GFWC Florida funds;
- J. employ office staff as needed, define duties and compensation.

## **SECTION 3. MEETINGS**

Meetings of the executive committee shall be held at the call of the president or upon written request of three members. Business may be transacted by mail or other electronic methods.

## **SECTION 4. QUORUM**

A majority of the executive committee shall constitute a quorum.

## **ARTICLE XI COMMUNITY SERVICE PROGRAMS AND COMMITTEES**

### **SECTION 1. PLAN OF WORK**

The GFWC Florida plan of work shall be carried on through the Community Service Programs and committees corresponding to GFWC, but projects of state-wide interest undertaken by GFWC Florida shall have prior consideration.

### **SECTION 2. STANDING COMMITTEES**

The standing committees shall be as follows:

#### **A. BYLAWS COMMITTEE**

1. The committee shall consist of a chairman and six members appointed by the president.
2. All proposed amendments to the bylaws shall be submitted to this committee.  
Proposed amendments to the bylaws shall be considered by the committee and shall be presented as follows:
  - a. recommends adoption;
  - b. recommends not being adopted;
  - c. no recommendation.
3. The chairman of the bylaws committee shall approve the bylaws of proposed clubs.

#### **B. CREDENTIALS COMMITTEE**

The committee shall consist of a chairman the treasurer, the corresponding secretary and two members appointed by the president. The committee shall report at business meetings of the convention and board of directors and shall furnish a list of accredited voters and alternates with copies for the election committee.

#### **C. REGISTRATION/MEALS COMMITTEE**

The committee shall consist of a chairman and five members appointed by the president. The committee shall assist the chairman with the meals and registration of those attending the GFWC Florida Board of Directors' Meeting and the GFWC Florida Convention.

#### **D. FINANCE COMMITTEE**

1. The finance committee shall consist of the finance officer as chairman, the president-elect, the treasurer, the state director of junior clubs, and the junior finance director.
2. The finance committee shall prepare a budget to be approved by the executive committee and adopted by the board of directors at the post-convention meeting in the even-numbered year and at the pre-convention board meeting of the odd-numbered year.
3. The finance committee shall be responsible for recommending the investment of all GFWC Florida funds to the executive committee.

#### **E. JUNIORETTE ADVISORY COMMITTEE**

The juniorette advisory committee shall consist of the juniorette chairman as chairman, the second vice-president, and eight members appointed by the

president. The committee shall serve as liaison between juniorette clubs and GFWC Florida and shall offer assistance to juniorette clubs and their sponsors.

#### **F. MEMBERSHIP COMMITTEE**

The membership committee shall consist of the second vice-president as chairman, the director-elect of junior clubs, the juniorette chairman and two (2) additional members appointed by the president. The committee shall promote membership, and advance public relations within the organization at all levels, and with the general public.

#### **G. PUBLIC POLICY COMMITTEE**

The public policy committee shall consist of a chairman and four members appointed by the president. The committee shall study pending legislation and keep the membership informed on matters of public policy. They shall report at each fall board of directors meeting and at the annual convention. They shall receive and consider resolutions pertinent to the work and objectives of GFWC Florida and GFWC and offer them for consideration at the annual convention. The committee shall review resolutions adopted during the previous five years for content and re-submit, if necessary, with appropriate amendments to the annual convention. Resolutions not re-submitted after five years shall be considered inoperative. The procedures for the committee shall be governed by standing rules adopted by the convention.

#### **H. STRATEGIC PLANNING COMMITTEE**

The committee shall consist of the president-elect as chairman, the director-elect of junior clubs and five (5) members appointed by the president, one of whom shall be a junior member. The committee shall provide leadership in long range planning, develop goals to achieve the association's objectives, and recommend methods to accomplish the strategic plans.

#### **I. 1895 SOCIETY COMMITTEE**

The committee shall consist of a chairman, the treasurer, and four members appointed by the president, which shall include a GFWC Florida Past President, a member of the strategic planning committee and two other appointed members. The committee shall promote the Society, make recommendations to the GFWC Florida Executive Committee regarding disbursement of funds, direct a marketing plan and oversee the Society membership.

#### **J. OTHER STANDING COMMITTEES**

Additional standing committees may be established by the board of directors as deemed necessary to carry on the work of GFWC Florida.

There shall be at least, but not limited to, one (1) junior member on all standing committees.

### **SECTION 3. SPECIAL COMMITTEES**

Special committees may be established by the executive committee, the board of directors or the convention as deemed necessary to carry on the work of GFWC Florida.

### **SECTION 4. REPORTS**

Each chairman shall submit to the annual convention a written report of the work of the committee for the year and at the end of the term of office, shall make a two year written report with copies for the first vice-president and recording secretary.

#### **SECTION 5. CHAIRMANSHIPS**

At the close of each administration, all chairmanships shall be deemed vacant. No chairman shall serve more than two successive terms in the same chairmanship, except technical, website, state meetings, credentials, registration and musical chairmen.

#### **SECTION 6. TRANSFER OF PROPERTY**

Each retiring chairman shall transfer all property belonging to the community service programs or committee to her successor or send to the state headquarters within one month after the expiration of the term.

## **ARTICLE XII DISTRICT ORGANIZATION**

#### **SECTION 1. GEOGRAPHIC AREAS**

The board of directors shall divide the state into geographic areas called districts. District boundaries may be changed by a two-thirds (2/3) vote of the board of directors after notice to and approval of the districts involved.

#### **SECTION 2. MEMBER CLUBS**

All GFWC Florida clubs shall be members of the district in which they are geographically located.

#### **SECTION 3. OFFICERS**

- A. The officers of each district shall be a director, a junior director and a secretary. The director and junior director shall be elected by the membership of the district. (See Article VI, Section 2. E. and F.) A district treasurer may be appointed. The secretary and the treasurer shall be appointed by the district director under whom they shall serve.
- B. These officers shall be elected at the annual district meeting held in the odd-numbered years. The names of the directors and junior directors so elected shall be presented to the annual convention for ratification.
- C. The office of director or junior director, unfilled by election at the annual meeting, shall be considered a vacancy.
- D. A vacancy occurring in the office of director or junior director shall be filled by appointment of the president of GFWC Florida and ratification by the board of directors.

#### **SECTION 4. MEETINGS**



- A. Each district shall hold an annual business meeting in the fall, the time and place to be decided by the president-elect of GFWC Florida, in cooperation with the president, the district director and the junior district director.
- B. The call to the district annual meeting shall be mailed by the district director forty-five days prior to the annual meeting. The call shall be mailed to each club in the district and to those listed in Section 4 C.
- C. Representation at the district annual meeting shall be as follows:  
Each of those listed below shall be entitled to one vote in the district meeting of the district of which she is a member.
  - 1. **the executive committee and the junior executive committee;**
  - 2. **district director and junior district director;**
  - 3. **state director of juniorette clubs;**
  - 4. **district secretary and district treasurer;**
  - 5. **past state presidents and past state directors of junior clubs;**
  - 6. **past presidents and past directors of junior clubs of the General Federation of Women's Clubs**
  - 7. **the state meeting coordinator, the web master and the managing editor of the electronic newsletter;**
  - 8. **GFWC Florida chairmen and members of community service programs and standing committee members;**
  - 9. **district chairmen and junior district chairmen.**
- D. Each woman's club, junior woman's club, and county federation shall be automatically represented by the president or her alternate.  
**Representation of active clubs shall be the president or her alternate plus:**
  - 1. **two if the membership is less than 50;**
  - 2. **four if the membership is 50 and less than 100;**
  - 3. **six if the membership is 100 and less than 150;**
  - 4. **eight if the membership is 150 and less than 200;**
  - 5. **ten if the membership is 200 and less than 300;**
  - 6. **twelve if the membership is more than 300.**
- E. No voting delegate may represent more than one club.
- F. In the absence of the district director, the junior district director shall preside at the district annual meeting.
- G. Spring workshops and other district events shall be coordinated by the district director and junior district director in cooperation with the hostess club.

## **SECTION 5. NOMINATIONS AND ELECTIONS**

- A. At the annual business meeting in the fall of the even-numbered years, the district director shall appoint three members to the district elections committee, two members from woman's clubs and one member from a junior woman's club as recommended by the junior district director or the state director of junior clubs.
- B. If a vacancy should occur in the committee, the district director, the junior district director and the chairman of the committee shall be empowered to fill the vacancy.
- C. The elections committee shall meet no later than the following August to verify the qualifications and willingness to serve, if elected, and prepare a

district slate with the names of all candidates to be included in the call to the annual business meeting. At the annual business meeting to be held in the fall of the odd- numbered years, nominations may be made from the floor. Candidates so nominated shall meet the eligibility requirements.

- D. Election of directors shall be by ballot and a majority vote shall elect. If a candidate is unopposed, election may be by voice.

#### **SECTION 6. REPORTS**

- A. Each club president shall send to the district director an annual report of the work of the club as specified on the GFWC Florida reporting form.
- B. Each club president shall send to the district director the names, mailing addresses and zip codes of the newly elected officers of the club. The district director and junior district director shall send to GFWC Florida headquarters, the president-elect and the corresponding secretary the list of the newly elected officers of the clubs within the district no later than June 1 of each year.

### **ARTICLE XIII JUNIOR WOMEN'S CLUBS**

#### **SECTION 1. DEFINITION**

- A. A club whose membership is composed of women between the ages of eighteen and forty may be defined as a junior woman's club.
- B. A woman who becomes a member by the age of forty may continue as a member after the age of forty.
- C. A club shall undertake one or more projects of volunteer community service and shall hold active membership in GFWC Florida, and participate in its programs.

#### **SECTION 2. STATE DIRECTOR OF JUNIOR CLUBS/STATE DIRECTOR-ELECT OF JUNIOR CLUBS**

- A. The nomination for state director-elect of junior clubs shall be made by the voting members at the junior business meeting at the convention in the even-numbered year;
- B. The term of office shall be for two years and these members shall be ineligible for a successive term.
- C. The state director-elect of junior clubs shall perform the duties of the director of junior clubs in the absence or inability to function.
- D. The state director-elect of junior clubs shall automatically accede to the office of state director of junior clubs upon the completion of the term.
- E. If there is a vacancy in the office of state director of junior clubs, the state director-elect of junior clubs shall become director of junior clubs and may serve the succeeding term.
- F. If there is a vacancy in the position of state director-elect of junior clubs, the junior executive committee shall assign the duties of that position.

#### **SECTION 3. ORGANIZATION**

- A. There shall be a state junior executive committee consisting of the state director of junior clubs, the state director-elect of junior clubs, the vice-director of junior clubs, the junior recording secretary, the junior corresponding secretary, the junior finance director and the president, ex-officio. The junior parliamentarian shall attend the meetings of the junior executive committee without vote.
- B. There shall be a state junior planning committee consisting of the state director of junior clubs, the state director-elect of junior clubs, the vice-director of junior clubs, the junior recording secretary, the junior corresponding secretary, the junior finance director, members of junior community service programs and standing committees, the junior district directors and the president, ex-officio. The junior parliamentarian shall attend the meetings of the junior planning committee without vote.
- C. The officers shall perform the duties as prescribed by these bylaws,
  - 1. The state director-elect of junior clubs shall:
    - a. perform the duties in the absence or inability of the state director of junior clubs;
    - b. serve as membership chairman;
    - c. serve as dean of junior district directors;
    - d. maintain a roll of all junior club presidents
  - 2. The vice-director of junior clubs shall:
    - a. perform the duties in the absence or inability of the state director and state director-elect of junior clubs;
    - b. serve as the dean of junior chairmen;
    - c. serve as junior reporting chairman.
  - 3. The junior recording secretary shall:
    - a. record the minutes of all meetings of the junior executive committee, the junior planning committee and the junior business meetings and mail copies to the junior executive committee within a (1) month following a meeting;
    - b. have available at all meetings, minutes of previous meeting, GFWC Florida bylaws, standing rules, ballots and motion forms;
    - c. Ensure the placement of the administration official minutes in a binder at GFWC Florida headquarters within eight (8) weeks of the end of the administration.
  - 4. The junior corresponding secretary shall:
    - a. maintain an up-to-date roll of the junior planning committee;
    - b. conduct the general correspondence as directed by the state director of junior clubs with
    - c. copies to the GFWC Florida president.
    - d. assist the director of junior clubs in verifying junior honor score.
  - 5. The junior finance director shall:
    - a. confirm all junior-related funds are properly assigned to junior accounts;
    - b. serve as the junior fundraising table chairman and ensure that all monies are properly documented and given to the GFWC Florida treasurer;

- c. furnish a financial report of all junior accounts at meetings of the junior executive committee, junior planning committee and junior business session.
- D. A vacancy occurring in any elected office, except that of director and director elect of junior clubs, shall be filled by a majority vote of the junior executive committee at a called meeting to be held within sixty days. The appointment shall be subject to ratification by the GFWC Florida board of directors.

#### **SECTION 4. MEETINGS**

- A. The meetings of the junior executive committee shall be held at the call of the state director of junior clubs or upon written request of three members.
- B. The meetings of the junior planning committee shall be scheduled during the meetings of the board of directors and at other times as called by the state director of junior clubs or upon written request of five members.
- C. The junior business meetings shall be held at the fall board of directors meetings and the annual conventions.
  - 1. The election of the nominee for the state director-elect of junior clubs shall be held at the meeting prior to the GFWC Florida annual convention in the even-numbered year.
  - 2. The remaining junior officers shall be elected at the meeting prior to the GFWC Florida annual convention in the even-numbered year.
- D. Representation at the meetings of junior clubs shall be:
  - 1. members of the junior planning committee who shall be entitled to cast one vote each;
  - 2. presidents of each junior club or an alternate;
  - 3. representation for each junior club based on the representation allowed at the annual convention.
  - 4. past directors of junior clubs

#### **SECTION 5. QUORUM**

- A. The quorum of the junior executive committee shall be a majority.
- B. The quorum of the junior planning committee shall be a majority.
- C. The quorum of the junior business meetings shall be one-fifth of the number of voters registered.

#### **SECTION 6. POLICIES**

The junior voting body shall have the authority to adopt rules for administration to be known as policies with the approval of the GFWC Florida executive committee.

## **ARTICLE XIV JUNIORETTE CLUBS**

#### **SECTION 1. DEFINITION**

Juniorette clubs are clubs whose membership is composed entirely of young women ages 12 to 18. Such clubs shall hold associate membership in GFWC Florida and shall undertake one or more projects of volunteer service.

## **SECTION 2. SPONSORSHIP**

A juniorette club shall be sponsored by an active club in good standing in GFWC Florida. The juniorette club shall have an advisor who shall be a member of the sponsoring club.

## **SECTION 3. STATE DIRECTOR OF JUNIORETTE CLUBS**

There shall be a state director of juniorette clubs. She shall serve on the GFWC Florida board of directors as the official representative of the juniorette clubs.

# **ARTICLE XV OFFICIAL PUBLICATIONS**

## **SECTION 1. *THE STATE ELECTRONIC NEWSLETTER***

The president shall be editor-in-chief of the official publication of GFWC Florida and shall direct its policies. She shall appoint staff personnel as necessary.

## **SECTION 2. MANUAL**

The president and the corresponding secretary shall prepare the Manual for each year of their administration by the fall board of directors' meeting.

# **ARTICLE XVI CORPORATE SEAL**

## **SECTION 1. SEAL**

The corporate seal of GFWC Florida shall have inscribed thereon the name of the corporation, the year of its creation, the word "Florida" and the words "Corporate Seal."

## **SECTION 2. USE OF SEAL**

All documents as required by law relating to the property of said corporation shall be executed by the president and recording secretary under authority granted by resolution of the board of directors.

# **ARTICLE XVII PARLIAMENTARY AUTHORITY**

The current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of GFWC Florida in all cases to which they are applicable and in which they are not inconsistent with the bylaws or standing rules. .

## **ARTICLE XVIII DISSOLUTION**

In case this corporation wishes to dissolve and by due process of law shall dissolve, all assets of whatever nature, or their equivalent in value, which remain after the just debts and liabilities of this corporation have been satisfied, shall be used for such educational or public purpose or purposes within the state of Florida, as will complete or continue undertakings for the public benefit which have already begun by GFWC Florida and any remaining assets shall be distributed for purposes within the scope of Internal Revenue Code (IRS) 501 (c) (3), or any amendments thereto. No part of the net income or earnings of the corporation shall inure to the benefit of any individual member or be distributable to its members or officers.

## **ARTICLE XIX AMENDMENTS**

### **SECTION 1. PROCEDURE**

The bylaws may be amended at any annual convention by a two-thirds vote of those present and voting, provided the proposed amendment has been appended to the call to the convention. Without the prescribed notice, these bylaws may be amended at any annual convention by a unanimous vote of those present and voting.

### **SECTION 2. PROPOSAL**

Amendments may be proposed by members of the board of directors, the executive committee, a federated club, or by the bylaws committee; and shall be submitted to the bylaws committee not later than January 1.

### **SECTION 3.**

Unless otherwise ordered the amendments shall take effect at the close of the convention at which they are adopted.

<b>Revised:</b>	<b>April 1996</b>	<b>Amended:</b>	<b>May 2008</b>
<b>Amended:</b>	<b>April 1997</b>	<b>Amended:</b>	<b>April 2009</b>
<b>Amended:</b>	<b>April 1998</b>	<b>Amended:</b>	<b>April 2010</b>
<b>Amended:</b>	<b>May 1999</b>	<b>Amended:</b>	<b>April 2011</b>
<b>Amended:</b>	<b>April 2000</b>	<b>Amended:</b>	<b>April 2013</b>
<b>Amended:</b>	<b>May 2001</b>	<b>Amended:</b>	<b>April 2014</b>
<b>Amended:</b>	<b>May 2002</b>	<b>Amended:</b>	<b>April 2015</b>
<b>Amended:</b>	<b>April 2004</b>	<b>Amended:</b>	<b>May 2016</b>
<b>Amended:</b>	<b>April 2007</b>	<b>Amended:</b>	<b>April 2017</b>
		<b>Amended:</b>	<b>April 2019</b>

**(updated and posted 05/01/2019)**

