**Writing Bylaws**

**A Guide for GFWC Clubs**

This guide can also be used by states. Substitute "state" for "club" when writing. All information in blue is included as information for you and is not to be included in the bylaws you are writing or amending.

**ARTICLE I**

**Name**

This must be the official name of the club. If the club is incorporated, it must be exactly the same as the name used for incorporation. Is it wom**a**n or wom**e**n? Is there an apostrophe? If the organization uses a shortened version of its name, this section can read, "The name of this organization shall be the General Federation of Women's Clubs of XYZ, also known as GFWC XYZ, and shall be referred to as such in these bylaws."

If this is a club that is just forming, or if the club wishes to make a change, the GFWC bylaws, Article IV, Constituent Divisions, Section 4.1 Names, reads, "The constituent divisions of GFWC should include General Federation of Women's Clubs or GFWC in their name to show their relationship to the international organization."

**ARTICLE II**

**Object**

If the club has been recognized under Section 501(c)(3) of the Internal Revenue Code, or hopes to be in the future, the object listed here must be:

“Said corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).” You only have to mention those things you do. “religious" and/or "scientific” may be eliminated.

If the club is not recognized in this fashion, the object should be concisely expressed in a single sentence. The statement should be general in its application, since it sets the boundaries within which business can be introduced.

If the club has been recognized by the IRS but wishes to have a less "business-like" object, use the above object as #1 and have a #2 for the other part of the object you want. Keep it short.

**ARTICLE III**

**Members**

Section 1. Classes of membership

If the club has more than one type of membership, this is where to list the types, such as active, junior, juniorette, honorary, etc. The rights and privileges of each type of membership should be clearly defined.

Section 2. State the eligibility for each class of membership. State the requirements of membership. (Is there a specific number of meetings to attend or a specific number of club projects to work on? This is stated here if applicable.)

1. How members make application
2. How application is handled

c. How applicant is notified.

Section 3. State how and when initiation fee, annual dues or any other financial obligations are to be paid. The amount of each must be stated here. The bylaw cannot just say “dues”. You must say “dues of $35” or, “As of 10/1/18, club dues are $35”. This is done precisely so that any raise in dues must be voted on by the members as a bylaws amendment. This prevents the Executive Committee, Board of Trustees, or any other quasi-governing body of the club from raising dues without the approval of the entire membership.

Members cannot be assessed any payments unless provided for in the bylaws.

Section 4. Members in Arrears. State when members become in arrears, how those

 members are notified they are in arrears and by whom. State when

 members will be dropped for non- payment of dues.

Section 5. State method of resignation.

Section 6. State method of re-instatement

1. of those who have resigned
2. of those who have been dropped for non-payment of dues. Do they have to pay the amount owed when they were dropped?

Section 7. State method of selecting honorary members, as well as their rights and privileges. Do they become honorary because of long service to the club/state/GFWC or because they are a prominent figure the club wishes to honor, such as the Governor's wife? Do they become honorary because they can no longer attend meetings? Do they pay dues? Can they vote? Do they receive copies of the minutes? Can they hold office? Will the club pay dues for the honorary members to the state and GFWC?

**ARTICLE IV**

**Officers**

Section 1. State what officers will be required. The officers should be ranked in order, starting with the President.

Section 2. State the eligibility requirements for each office. How long do they have to have been a member? To be president, or other officer, does the candidate have to have already served in a Board position?

Section 3. State how and when officers are to be nominated and elected. If there is a Nominating Committee, how is it formed? When is the report of the Nominating Committee due? Will nominations from the floor be allowed after the report of the Nominating Committee? In what month will the election be held? State the term of office and add: “or until their successors are elected.” State when officers assume their offices.

Section 4. State powers and duties of officers. State if the president is to serve as ex-officio a member of all committees, except the nominating and/or election committees. According to Robert's Rules of Order, Newly Revised, "Normally all that need be said about the duties of officers (apart from occasional references in other articles, under the topics to which specific duties relate) can be included in the section designating the officers, to the effect that "These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Society. In cases where the extraordinary duties of officers are numerous, however, a separate article entitled "Duties of Officers" may sometimes follow this article.

Section 5. State if officers may be re-elected, and how many consecutive terms they may serve. In most clubs and states, only the Treasurer may serve two consecutive terms.

Section 6. State how vacancies are to be filled. Make provisions for removing an officer who does not perform her duties.

**ARTICLE V**

**Duties of Officers**

If the club is small it may not need this section. The duties could be added to Section 4 of Article IV. However, most clubs will find it helpful to list the duties for each officer AND add, “as well as those duties found in the parliamentary authority adopted by the Society.” If you do not add that last clause, you may accidentally omit one or more duties and that can lead to problems at a later time.

**ARTICLE VI**

**Meetings**

Section 1. State when regular meetings are to be held. Include, “except when otherwise ordered by the club or the executive committee.” This would be used if the meeting day fell on a holiday or something else made the meeting day difficult.

Section 2. State how special meetings may be called, by whom, and the notice required.

Section 3. State when the annual meeting will be held, and if it is to be for the purpose of electing officers and receiving annual reports. The annual meeting can be a regular meeting; for example, "The April regular meeting will be the annual meeting." Not every club has an annual meeting.

Section 4. State the quorum necessary for the transaction of business. This should be stated as a **numeral**, not a percentage. Figure out the average number of members who attend meetings, except in the case of bad weather or similar circumstances, and make the quorum a few less than the average attendance.

Section 5. State if electronic meetings will be allowed and when. Electronic meetings may be held only if all participants can hear each other as they would in a face-to-face meeting. Will they be allowed for committee meetings, Board meetings and/or general meetings?

 Electronic meetings are sometimes helpful in small groups, and in emergencies. Questions to consider: If a member does not have access to the necessary equipment, will she be excluded from the group holding the meeting? How will a member seek recognition to obtain the floor? How will the presence of a quorum throughout the entire meeting be confirmed? Will there be a way to hold a private vote? Email or other printed communication may not be used for an electronic meeting, since everyone must be able to hear everyone else. If electronic meetings are not in the bylaws, they cannot be held.

**ARTICLE VII**

**Board of Directors**

Sometimes called the Executive Board, the Board of Managers or the Board of Trustees.

Section 1. State who shall constitute the Board.

Section 2. State the power and authority of the Board.

Section 3. State when the regular meetings of the Board shall be, who is to preside and the quorum necessary.

Section 4. State how vacancies in the Board are to be filled.

Section 5. State to whom the Board reports.

Section 6. State how special meetings are to be called and by whom, and what notice is required.

Section 7. State if electronic meetings may be held.

If the club/state is to have an Executive Committee, it can be added to this article, or put in a separate article. The information should include, who sits on the Executive Committee (usually only officers and a parliamentarian), the power and the authority of the Executive Committee, the regular meetings/who presides/the quorum, how special meetings are to be called and by whom, and what notice is required. State if the Executive Committee reports to the Board of Directors and/or the club/state. State if electronic meetings may be held.

**ARTICLE VIII**

**Community Service Programs**

Section 1. List all the Community Service Programs your club has. It may be helpful to state that the club community service programs will follow those of GFWC. That way, your club will not have to amend the club bylaws every time there is change at the GFWC level.

Section 2. State how the work of these programs will be carried out. Will there be a chairman and members, and if so, how will these members be selected? Are the chairmen and members named for a one-year or two-year term? Is each CSP given funds from the budget, or is the whole club responsible for raising needed funds? Who is responsible for writing annual reports to the state? What is the procedure for approval of projects that each program wants to do?

**ARTICLE IX**

**Committees**

Section 1. Standing Committees.

State the name of each committee, the number of members, how and when they are appointed or elected, the term of office, the duties of the committee, where and when the meetings are held, how special meetings can be called, if there can be electronic meetings and when the reports are to be made. Repeat this for each committee. Standing Committees have a continuing function. It is not necessary to match the committees to those that the state has or to those used by GFWC. Your committees should be the ones you need to run your club, for example, membership, fundraising, etc.

Section 2. Special Committees

Special Committees are created for a specific purpose. A special committee might be formed to make plans for the club's anniversary celebration or to attend meetings of the town council to follow the town's plans for a park. At a meeting, the club members will decide to form a special committee, and will state the purpose of the committee. What should be stated here is how the members of a special committee are chosen. The President may appoint members to a special committee if so empowered by these club bylaws. A special committee is no longer in existence after its purpose has been completed.

**ARTICLE X**

**Parliamentary Authority**

If your club uses Robert's Rules of Order, Newly Revised, then this should state:

"The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the club in all cases to which they are applicable, and in which they are not inconsistent with these bylaws and any special rules of order the club may adopt."

**ARTICLE XI**

**Emergencies**

In the case of a national emergency, state emergency, or any type of event (man-made or natural) that could potentially put members in danger, the President, with the consent of the majority of the Board of Directors, may order that elections be held by mail. A ballot will be sent to each eligible member and the member will return it by United States Postal Service mail by the designated deadline. Your club may choose to change this wording. The above specifically says that a ballot will be **sent** to each member, which would allow the use of email. When email is used a member who does not use email must receive all the same material by US mail. If the club has a post office box or clubhouse, that is where the returned ballots should be sent. No ballot should be opened unless the members of the Nominating Committee or the Election Committee or a committee voted on by the membership is all together. There should always be an odd-number of members on this committee. After the tallying has been completed, all members of the committee should sign the report and the report is then given to the President. It would be wise to save the ballots until after the club has heard the results and there are no objections or protests. Then, the ballots should be discarded.

If social distancing is in effect, the chairman of the committee to count the votes should collect all the envelopes a day or two after the deadline date. She should then may contact with the rest of the committee through one of the computer applications that allows everyone to see each other. She would then open each envelope in front of the other committee members, and hold it up so they could see the vote/s on that ballot. Each member would keep her own tally of votes.

**ARTICLE XII**

**Amendments**

Section 1. These bylaws may be amended at any regular meeting of the club by a two-thirds vote, provided that the amendment has been submitted in writing at the previous club meeting or at least 30 days in advance. In some clubs, there may be only one time each year when bylaw amendments are submitted to the membership. Bylaw amendments MUST be adopted by a two-thirds vote of those present and voting.

Section 2. Who can submit proposed amendments to the bylaws and what is the procedure?

**ARTICLE XIII**

**Dissolution**

Unfortunately, not all clubs last forever. This paragraph should state how the assets of the club should be distributed. No member can receive any share of the club's assets. If the club has been recognized under Section 501 (c) 3 of the Internal Revenue Code, the Dissolution must read:

"Upon the Dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) 3 of the Internal Revenue Code, or corresponding section of any future federal tax code or shall be distributed to the federal government, or to a state or local government, for public purpose." In other words, the assets of the clubs must go to another 501 (c) 3 organization or the local, state or federal government.