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# **ARTICLES OF INCORPORATION**

**of**

## **General Federation of Women's Clubs/ Kentucky Federation of Women's Clubs**

### **ARTICLE I**

The name of the corporation is General Federation of Women's Clubs/ Kentucky Federation of Women's Clubs, Inc.

### **ARTICLE II**

The purpose of the GFWC/Kentucky Federation of Women's Clubs shall be to bring into communication and to unite the Women's Clubs and like organizations throughout Kentucky for the purpose of mutual benefit, and for the promotion of their common interest in educational, industrial, literacy, artistic and scientific culture as interpreted and implemented by established policy.

### **ARTICLE III**

This organization being organized for educational, charitable, social and other nonprofit purposes and not for profit or gain, shall have no capital stock and no part of the net earnings of the corporation shall inure to the benefit of or be distributable to, its members, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II thereof. No part of the activities of this corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, except such as may be permissible under applicable provision of the IRS Code, and the corporation shall not participate in or intervene in (including the publishing and/or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these Articles, this corporation, shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation and not otherwise permitted.

In the event of the dissolution of this corporation, after the payment satisfaction and discharge of all liabilities and obligations, all of its remaining assets and property of every nature and description whatsoever not held upon a condition requiring return, transfer, or conveyance, by reason of dissolution shall be paid over to a corporation or corporations or organizations organized and operated exclusively for charitable, educational, or religious purposes and shall at that time qualify as an exempt corporation or organized under Section 501 c 3 of the Internal Revenue Code of 1987 (or the corresponding provisions of any future United States Internal Revenue Law). This corporation is not a private foundation.

### **ARTICLE IV**

The agent for service for process is Mrs. Gaye Gardner, 1228 Cherokee Road, Louisville, Kentucky 40204

# BYLAWS

## General Federation of Women's Clubs/ Kentucky Federation of Women's Clubs

### ARTICLE I. Name

The name of the organization, a member of The General Federation of Women's Clubs (GFWC), shall be General Federation of Women's Clubs/Kentucky Federation of Women's Clubs, Incorporated, hereinafter referred to as GFWC/KFWC.

### ARTICLE II. Object

The object and purpose of this organization, organized as a nonprofit corporation, shall be to bring into communication and to unite the women's clubs and like organizations throughout Kentucky for the purpose of mutual benefit, and for the promotion of their common interest in educational, industrial, literacy, artistic and scientific culture as interpreted and implemented by established policy.

### ARTICLE III. Members

**Section 1. Membership Eligibility.** Women's Clubs, individuals and organizations having national affiliation other than General Federation of Women's Clubs, are eligible for membership as prescribed in these bylaws.

- A. An applicant's purpose shall be germane to the object and goals of Kentucky Federation of Women's Clubs and the General Federation of Women's Clubs.
- B. An applicant shall show that its organization requires no partisan political test for membership, that it is not a secret society and that it does not tolerate, either by practice or teaching, any violation of state or national laws.
- C. GFWC Membership. Membership in KFWC automatically entitles membership in the General Federation of Women's Clubs, except for associate member organizations and members-at-large.

**Section 2. Classification.** There shall be the following classes of membership:

- A. Active Membership. Active membership shall be:
  1. Active Clubs. Clubs (General and Junior) composed of active per capita dues paying members.
    - a. Active (Primary) Members. Active members of a club are GFWC/KFWC members who are counted in a club as of February 1 of the convention year for the purpose of determining the number of delegates to which the club is entitled at GFWC/KFWC Conventions.
    - b. Affiliate Members. Affiliate members of a club are GFWC/KFWC members who are active (primary) members of another GFWC/KFWC club and who are not counted for the purpose of determining the number of delegates to which the club is entitled at GFWC/KFWC Conventions. GFWC and KFWC dues are paid through the Active Club Membership. A GFWC/KFWC member having membership in more than one GFWC/KFWC Club shall annually designate the club for her Active Membership.
- B. Associate Membership. Associate members shall be organizations having national affiliation other than the General Federation of Women's Clubs and paying annual dues to GFWC/KFWC. An associate organization shall be entitled to one vote at its respective GFWC/KFWC District Conference and the GFWC/KFWC Annual Convention. Dues shall be as stated in these bylaws. An associate organization may become an active club upon application for active membership.
- C. Honorary Members
  1. Past Presidents of GFWC/KFWC.
    - a. A Past President of GFWC/KFWC shall automatically receive the title of Honorary President upon completion of her term of office as President.
    - b. Per capita dues paying Honorary Presidents shall not be prohibited from making motions, voting, serving on committees and holding appointed or elected offices.
    - c. The induction ceremony shall be marked by the official presentation of the GFWC/KFWC Past President's Pin.
  2. The title of honorary member, upon recommendation of the Board of Directors and a two-thirds vote at an annual convention, may be conferred upon a member or any individual who has rendered outstanding service to GFWC/KFWC or the Commonwealth of Kentucky.

3. Honorary members shall have none of the obligations of GFWC/KFWC membership but shall be entitled to all the privileges except those of making motions, voting, serving on committees and holding appointed or elected office. Honorary members with the exception of those paying per capita dues, shall not be counted in the quorum.
4. Honorary membership shall not prohibit an honorary member from holding membership in an active club or being a member-at-large.

### **Section 3. Application for Membership.**

- A. Active Clubs (General and Junior). Application for membership shall be made on the official GFWC/KFWC application form obtained from GFWC/KFWC Headquarters. The completed application shall be forwarded to GFWC/KFWC Headquarters and shall be accompanied by the following:
  1. an alphabetized list of names, addresses, zip code plus four and telephone numbers of club members;
  2. list of officers;
  3. annual per capita dues;
  4. the initiation fee;
  5. two copies of the applicant's bylaws.
- B. Members-at-large. Application for individual membership shall be made on the official application form obtained from GFWC/KFWC Headquarters. The completed application shall be forwarded to GFWC/KFWC Headquarters accompanied by the required annual dues.
- C. Associate Organization. Applications for membership shall be made on the official GFWC/KFWC application form obtained from GFWC/KFWC Headquarters. The completed application shall be forwarded to GFWC/KFWC Headquarters and shall be accompanied by the following:
  1. Names and titles of Officers, including addresses, zip codes plus four and telephone numbers.
  2. Annual dues.
  3. Initiation fee.
  4. Two copies of the applicant's bylaws.

### **Section 4. Application Approval and Charter.**

- A. A charter shall be presented to an active club applicant by the GFWC/KFWC President upon recommendation of the Membership Committee and majority vote of the Executive Committee.
- B. Revocation. Upon recommendation of the Executive Committee, a charter may be revoked by the GFWC/KFWC Board of Directors by a two-thirds ballot vote. Due notice of pending revocation shall be given to a club by certified mail with a return receipt requested, and a period of six months from the date of the receipt shall be allowed for a club to meet the requirements, before final action is taken to revoke the charter. Causes for revocation shall be failure to do, but not limited to one or more of the following:
  1. Comply with GFWC/KFWC Bylaws.
  2. Bring bylaws into compliance with GFWC/KFWC Bylaws,
  3. Hold regular meetings.
  4. Promote GFWC/KFWC programs.
- C. Notice of Revocation. In order to give the club an opportunity to provide evidence that cause for revocation no longer exists, or to appear at the Board of Directors meeting at which action on the revocation will be considered, notice shall be given to the club by certified mail with return receipt requested, at least three months prior to such meeting.

**Section 5. Good Standing.** A member in good standing is one whose current dues have been paid in accordance with the provisions of these bylaws.

**Section 6. Resignation.** Resignation of any member club or member-at-large shall be submitted by letter to GFWC/KFWC Headquarters. No member's resignation shall be accepted until the current dues are paid.

### **Section 7. Reinstatement.**

- A. A former member club who resigned in good standing shall be reinstated upon payment of current dues, provided the application for reinstatement is made within two years following the date of resignation.
- B. A former member club who forfeited membership for non-payment of dues shall be reinstated upon payment of current dues and reinstatement fee, provided the application for reinstatement is made within two years of date of forfeiture.
- C. A former member club who applies for reinstatement more than two years after termination of membership shall meet all current membership requirements and payment of reinstatement fee.
- D. A member-at-large may be reinstated upon payment of current dues and the reinstatement fee.

#### **ARTICLE IV. Dues, Fees and Finances**

**Section 1. Dues.** Annual dues shall be as follows: Active Club (General and Junior) shall be the amount of GFWC per capita dues plus KFWC per capita dues \$5; Juniorette Club dues shall be GFWC per capita dues plus \$2; Associate Club \$50; Member-at-large \$18.

**Section 2. Date Payable.** Dues shall be due and payable by November 1. Membership shall be delinquent if dues are not paid by February 1 and forfeited if dues are not paid by May 1.

**Section 3. Dues Check.** Checks shall be made payable to GFWC/KFWC and mailed to the GFWC/KFWC Treasurer along with an alphabetized list of active club members with addresses.

**Section 4. GFWC/KFWC Annual Convention Representatives.**

A. Dues shall be paid by February 1 to have representation at the annual convention.

B. New clubs accepted for membership by February 1 shall have representation at the annual convention.

**Section 5. New Applicant.** Dues of a club or member-at-large admitted to membership after February 1 shall apply to the next year's dues.

**Section 6. Fees.**

A. Initiation Fee. The initiation fee for a new club in all classifications shall be ten dollars (\$10.00).

B. Reinstatement Fee. The reinstatement fee for all classes of membership shall be fifteen dollars (\$15.00).

C. Charter Replacement Fee. The replacement fee for a charter shall be fifteen dollars (\$15.00).

D. Fees for other services shall be as determined by the Executive Committee.

**Section 7. Budget.** A proposed biennial budget shall be submitted by the budget finance committee to the post convention meeting of the Board of Directors in the even numbered year for adoption.

**Section 8. GFWC/KFWC Funds.** The fiscal transactions of GFWC/KFWC shall be kept in two separate accounts: General Fund and Charitable Fund. Endowment Fund will be shown on balance sheet with a separate accounting report available.

A. General Fund. The General Fund shall consist of membership dues, fees, special projects, publications, interest/dividend income from Endowment Fund, and any other items approved by the Executive Committee or Board of Directors.

B. Charitable Fund. The Charitable Fund shall consist of the Student Scholarship, Art Fund, and any other items approved by the Executive Committee or the Board of Directors that is deemed charitable.

**Section 9. Annual GFWC/KFWC Score Card.** To encourage participation in GFWC/KFWC educational programs and service to local communities, the GFWC/KFWC Executive Committee shall develop an annual score card. The score card may include specific fees authorized by the GFWC/KFWC Bylaws and/or the Executive Committee.

**Section 10. Special Funds.**

A. No special fund shall be collected by any member except by order of the Executive Committee.

B. Chairmen of special funds shall:

1. make a monthly written report to the Executive Committee;

2. forward, immediately, any monies received to the GFWC/KFWC Treasurer.

C. Funds collected for a specific charity shall be disbursed only to the respective charity. Only designated IRS 501c 3 charities may be considered for a contribution by GFWC/KFWC.

D. Surplus monies in a special fund, except for charities, shall revert to the General Fund at the end of an administration.

**Section 11. Disbursements.**

A. Authorized signatures on GFWC/KFWC checks. Disbursements of funds of GFWC/KFWC shall be by check and shall require two of three authorized signatures, the President and Treasurer or in an emergency the signature of the GFWC/KFWC President-elect. One of two signatures shall be an original.

B. Expenses Incidental to Specific Offices.

1. The GFWC/KFWC President shall be authorized:

a. one hundred dollars (\$100.00) monthly for expenses incidental to the office;

b. five hundred dollars (\$500.00) annually for scheduled meetings and meals—GFWC/KFWC Conventions and Board of Directors meetings, GFWC Conventions and Board of Directors meetings and Southeastern Region;

c. in the even numbered year round trip transportation, registration fee and one-half the standard room rate at GFWC Convention;

d. in the odd numbered year one-way transportation, registration fee and one-half the standard room rate at GFWC Convention;

- e. one-way transportation to GFWC Board of Directors meetings not held in conjunction with the GFWC Convention;
  - f. round trip transportation to GFWC Southeastern Region;
  - g. round trip fare, current IRS per mile rate, to GFWC/KFWC Convention, Executive Committee meetings, Board of Directors meetings and District Conferences.
2. President-elect. The President-elect shall be reimbursed for round trip transportation to the GFWC Orientation for State President-elects.
  3. Immediate Past GFWC/KFWC President. The Immediate GFWC/KFWC President shall be reimbursed for one-way transportation to GFWC Convention in the even numbered year
  4. Director of Junior Clubs. Director of Junior Clubs shall be authorized:
    - a. five hundred dollars (\$500.00) annually for scheduled meetings and meals, GFWC/KFWC Convention and Board of Directors meetings. GFWC Conventions and Board of Directors meetings and Southeastern Region, two hundred dollars (\$200.00) of the five hundred shall be from the Junior Travel Fund;
    - b. in the even numbered year round trip transportation to the GFWC Convention;
    - c. in the odd numbered year one-way transportation to GFWC Convention;
    - d. one-way transportation to GFWC Board of Directors meetings not held in conjunction with GFWC Convention;
    - e. round trip transportation to Southeastern Region.
  5. Junior Director-elect. The Junior Director-elect shall be reimbursed for round trip transportation to the GFWC Orientation for Junior Director-elects.
  6. Immediate Past Director of Junior Clubs. The Immediate Past Director of Junior Clubs shall be reimbursed for one-way transportation to GFWC Convention in the even numbered year.
  7. Upon request, members of the Executive Committee shall be reimbursed for mileage to special meetings of the Executive Committee not held in conjunction with the GFWC/KFWC Convention or Board of Directors meetings.
  8. Upon request, members of the GFWC/KFWC Board of Directors shall be reimbursed for one-way transportation to GFWC/KFWC Board of Directors meetings.
  9. Upon request, members of the Resolutions Committee, the Bylaws Committee and Revisions Committee, when applicable, shall be reimbursed for mileage to meetings not held in conjunction with the GFWC/KFWC Conventions or Board of Directors meetings.
  10. Upon request, the GFWC/KFWC Parliamentarian shall be reimbursed for mileage to special meetings of the Executive Committee not held in conjunction with the GFWC/KFWC Convention or Board of Directors meetings.
  11. Request for reimbursement shall be made on the official travel voucher and shall be forwarded to the GFWC/KFWC President for approval no later than two weeks after such meetings. When car pooling only the driver may request reimbursement.

**Section 12. Travel Expenses.**

- A. Ground travel shall be at the current IRS rate per mile from the officer's home to the airport in addition to her destination airfare.
- B. Air travel shall be at the lowest fare obtainable.

**Section 13. Audit.**

- A. The financial records of GFWC/KFWC shall be reviewed by a Certified Public Accountant at the end of the fiscal year in the odd numbered year and fully audited at the end of the fiscal year in the even numbered year by a Certified Public Accountant, and at other times as may be requested by the Executive Committee or the Board of Directors.
- B. When a new treasurer takes office, if deemed necessary, the retiring treasurer shall assist with the preparation of the financial records for audit.
- C. Audited reports shall be approved by the Board of Directors.

**Section 14. Fiscal Year.** The fiscal year shall be from June 1 through May 31.

**ARTICLE V. Divisions**

**Section 1. Divisions.** The divisions of GFWC/KFWC shall be: General Clubs, Junior Organizations and Districts.

**Section 2. Active Clubs (General and Junior).**

- A. Composition. Active Clubs of GFWC/KFWC shall be composed of members paying per capita dues.
- B. Minimum Number of Members. A minimum of four active (primary) members shall be required to organize a club and to retain membership in GFWC/KFWC.
- C. Bylaws of an Active Club.
  - 1. A club is authorized to have its own bylaws provided that there shall be no conflict with GFWC/KFWC bylaws. The club bylaws shall include but not be limited to provisions for:
    - a. election of officers;
    - b. regular meetings;
    - c. special meetings;
    - d. a method of selecting delegates and alternates to GFWC and GFWC/KFWC Conventions and District Conferences.
  - 2. The bylaws may provide for classes of members including affiliate members who shall be members holding active membership in another GFWC/KFWC club. Affiliate members of a club shall not be counted when determining a club's representation to GFWC/KFWC District meetings, GFWC/KFWC and GFWC conventions. Duties and privileges of an affiliate member shall be determined by the club.
  - 3. To insure compliance with GFWC/KFWC Bylaws, amended Articles of Incorporation, Constitution and/or bylaws of an active club shall be forwarded to GFWC/KFWC Headquarters to be reviewed by the Bylaws Committee and GFWC/KFWC Parliamentarian.

**Section 3. Junior Organization.** The Junior organization shall be active clubs for young women.

- A. Composition. The junior organization shall be composed of Junior Clubs or Junior Departments and Juniors Clubs or Juniors Departments as follows:
  - 1. junior clubs and junior departments;
  - 2. juniors clubs and juniors departments whose membership is composed entirely of middle school/junior high and high school age students.
- B. GFWC/KFWC Junior Officers. The GFWC/KFWC Junior Officers shall be:
  - 1. a GFWC/KFWC Director of Junior Clubs, who shall serve on the Executive Committee;
  - 2. a GFWC/KFWC Director-elect of Junior Clubs, who shall be elected at the GFWC/KFWC Convention in even numbered year;
  - 3. an Aide to the GFWC/KFWC Director of Junior Clubs, appointed by the Director of Junior Clubs;
  - 4. the immediate past GFWC/KFWC Director of Junior Clubs.
- C. Qualification for Office. To be eligible for election for the office of Director of Junior Clubs, a member shall be an active member in good standing in the junior organization and shall have served at least two years on the GFWC/KFWC Board of Directors.
- D. Vacancy in Office.
  - 1. In the event of a vacancy in the office of Director of Junior Clubs, the Director-elect shall become Director of Junior Clubs and shall serve the remainder of the term.
  - 2. In the event of a vacancy in the office of Director-elect of Junior Clubs, the GFWC/KFWC Executive Committee shall fill the vacancy following notification of the vacancy to the junior organization. Sufficient time shall be allowed for nominations for the office to be mailed to GFWC/KFWC Headquarters before filling the vacancy.
  - 3. In the event the offices of Director of Junior Clubs and Director-elect of Junior Clubs become vacant at the same time, the offices shall be filled by the GFWC/KFWC Executive Committee following notification of the vacancies to the junior organization. Sufficient time shall be allowed for nominations for the offices to be mailed to GFWC/KFWC Headquarters prior to filling the vacancy.
  - 4. A Director of Junior Clubs and a Director-elect of Junior Clubs serving less than one year may be eligible to serve a full term, provided the qualifications for office are met.
- E. Duties of Junior Officers.
  - 1. Director of Junior Clubs:
    - a. be a member of the Junior Organization;
    - b. interpret the GFWC/KFWC and GFWC programs to junior club members
    - c. preside at junior meetings;
    - d. represent GFWC/KFWC Junior Clubs at GFWC Junior Meetings during her term of office and at the GFWC Convention immediately following her administration;

- e. perform such other duties as determined by the President, Executive Committee and the Board of Directors.
- 2. GFWC/KFWC Director-elect of Junior Clubs shall:
  - a. record the minutes of all meetings and place such minutes on file at GFWC/KFWC Headquarters no later than thirty days following each meeting;
  - b. keep a financial record of all junior funds and give a financial report at all meetings. A copy of the financial report shall be attached to the minutes filed at GFWC/KFWC Headquarters;
  - c. following the election in the even numbered year, work with the GFWC/KFWC President-elect in planning the program for the next administration.
- 3. Aide to the Director of Junior Clubs shall perform those duties assigned by the GFWC/KFWC Director of Junior Clubs.
- F. Junior Organization Advisor. The Immediate Past President of GFWC/KFWC shall serve as an advisor to the Junior Organization.
- G. Departments, Divisions and Committees.
  - 1. The Junior Organization may have departments and programs to correspond to GFWC/KFWC.
  - 2. Special committees may be created and appointed at any meeting to implement special projects or programs adopted by majority vote in a meeting. The Director of Junior Clubs shall make the appointments.
- H. Meetings. Meetings shall be under the supervision of the GFWC/KFWC President and Director of Junior Clubs.
  - 1. Regular meetings of the Junior Organization may be held in conjunction with GFWC/KFWC meetings.
  - 2. Special meetings may be called by the Director of Junior Clubs upon approval of the GFWC/KFWC President.
- I. Quorum. A quorum for junior meetings shall be ten with at least three junior clubs represented.

**Section 4. Districts.** The GFWC/KFWC Board of Directors shall determine the number and boundaries of each district.

- A. Composition of Districts. Districts shall be composed of active clubs, associate organizations and members-at-large within a district.
- B. Purpose of Districts. The purpose of a district shall be to promote a better understanding of the object, structure, programs and projects of GFWC/KFWC. The district shall promote membership extension, retention and leadership training.
- C. District Officers. The elected officers shall be a Governor, a Vice Governor and where applicable a Director of Junior Clubs. A Secretary and Treasurer and a Parliamentarian may be appointed by the Governor.
  - 1. Qualification. To be eligible for office, a member shall reside in the respective district and be an active member in good standing.
  - 2. Election and Term of Office. The officers shall be elected by ballot vote and installed at a district conference in the odd numbered year for a term of two years or until their successors are elected. A majority vote shall elect. Elected officers shall assume their duties at the close of the succeeding GFWC/KFWC Annual Convention. No officer shall serve two consecutive terms in the same office, except the secretary and treasurer who may each serve two consecutive terms.
  - 3. Vacancy in Office. Vacancy in any elected office shall be filled at a called meeting of the Club Presidents, members of GFWC/KFWC Board of Directors residing in the district, district officers and Chairmen. A letter stating the date, time and place of the called meeting, composed and signed by the District Governor or Vice-Governor, shall be mailed at least ten (10) days prior to the meeting date. Nominations for the vacancy shall be made from the floor. No name shall be placed in nomination without the consent of the nominee. The election shall be by ballot and a majority of those present shall determine the election.
- 4. Duties of Officers.
  - a. The District Governor shall:
    - (1) serve as a member of the Board of Directors and as a member of the GFWC/KFWC Membership Committee;
    - (2) interpret GFWC/KFWC policies and programs to member clubs through meetings and other means of communication;
    - (3) be responsible for an annual district conference;
    - (4) assist in the organization of new clubs within the district;

- (5) appoint district chairmen corresponding to GFWC/KFWC Departments and Divisions, where applicable;
  - (6) be an authorized signatory on checks;
  - (7) attend all GFWC/KFWC meetings and report at each as requested by the GFWC/KFWC President.
- b. The Vice-Governor shall:
    - (1) in the absence of the Governor preside over district meetings;
    - (2) promote and supervise district contests;
    - (3) perform such other duties as may be assigned by Governor and GFWC/KFWC President.
  - c. The Secretary shall:
    - (1) record the minutes of district meetings. A copy of the minutes shall be filed at GFWC/KFWC Headquarters no later than thirty days following each meeting;
    - (2) perform such other duties as may be assigned by the Governor.
  - d. The Treasurer shall:
    - (1) be custodian of all funds and be an authorized signature on checks;
    - (2) make a financial report at the annual district conference and as requested by the Governor;
    - (3) perform such other duties as may be assigned by the Governor.
  - e. The District Director of Junior Clubs shall:
    - (1) preside over the junior meeting held on the day of the district conference;
    - (2) promote and coordinate GFWC/KFWC junior programs and plans;
    - (3) report on the junior activities at the annual district conference;
    - (4) assist the Governor in organizing junior clubs;
    - (5) recommend to the Governor junior members to serve as district junior department and division chairmen;
    - (6) perform such other duties as may be assigned by the Governor and the GFWC/KFWC Director of Junior Clubs.
- D. Nominations and Nominating Committee.
- 1. District Nominating Ballots. An official nominating ballot shall be mailed to each active club by the District Governor no later than April 1 in the odd numbered year. Clubs nominating a candidate for office shall mail the ballot to the chairman of the nominating committee no later than June 1. A statement of qualifications of the candidate shall accompany the nominating ballot.
  - 2. Nominating Committee.
    - a. Composition. A nominating committee of five members representing five active clubs shall be elected by ballot at the district conference in the even numbered years. Nominations shall be from the floor. No name shall be placed in nomination without the consent of the nominee. A plurality vote shall elect. The member receiving largest number of votes shall serve as chairman of the nominating committee. In the event two or more members from the same club are nominated, the member receiving the largest number of votes shall be elected. In the event of a tie for any position, lots shall be drawn to determine who shall serve. No member shall serve two consecutive terms on the nominating committee.
    - b. Duties of the Nominating Committee. The Nominating Committee shall:
      - (1) meet at least six weeks prior to the district annual conference in the odd numbered year;
      - (2) consider the written qualification of all nominees proposed by the active clubs and by members of the nominating committee.
      - (3) At least one name shall be submitted for each office to be filled.
      - (4) Immediately following the decision of the committee, the chairman of the nominating committee shall notify:
        - (a) the Governor;
        - (b) each person nominated;
        - (c) each club as to the status of its nominee.
    - c. Report of the Nominating Committee. The report shall be:
      - (1) included in the call to the district conference;
      - (2) read at the district conference when additional nominations may be made from the floor. No name shall be placed in nomination without the consent of the nominee.
    - d. Vacancy on the Nominating Committee. A vacancy on the Nominating Committee shall be filled by the Governor from a club not represented on the committee.

- E. District Meetings. Each district shall hold an annual conference. The GFWC/KFWC President shall determine the date of the annual conference. The Governor shall determine the location of the annual conference.
1. Official Call. An official call to the annual conference shall be mailed to each active club, each associate organization, each member-at-large and all other members of the voting body at least forty-five days prior to the annual conference.
  2. Representation. The voting body at this district conference shall be composed of the following members:
    - a. elected officers;
    - b. appointed officers;
    - c. GFWC/KFWC per capita dues paying Honorary Presidents;
    - d. GFWC/KFWC elected officers residing in the district;
    - e. GFWC/KFWC chairmen residing in the district;
    - f. district chairmen;
    - g. Active Clubs each consisting of four or more active (primary) members;
      - (1) two active (primary) members;
      - (2) one additional delegate for each 25 active (primary) members. Members may be counted in one club only for representation purposes.
    - h. for each ten members-at-large one delegate, where applicable, appointed by the Governor;
    - i. associate organization, one delegate.
  3. Alternates for District Conference Delegates. A club may select, as provided in its bylaws, alternates in a number equal to its total delegate representation.
  4. Voting. No member shall vote in more than one capacity and there shall be no voting by proxy. Only per capita dues paying members shall have voting privileges.
  5. Quorum. A quorum at the district conference or for any meeting of the district shall be a majority of the voting members who have been registered with the credentials committee as in attendance, provided that voting members from at least one-third of the active clubs are present.
  6. Special Meetings. A special meeting of a district may be called by the Governor and shall be called by the Governor upon a written request of five active clubs. Ten days notice shall be given.
- F. District Dues, Finances and Fees.
1. Dues. Each active club and member-at-large shall pay fifty cents per capita dues. The dues shall be mailed to the District Treasurer no later than October 1 for representation at the district conference.
  2. Registration. Registration fee for district meetings shall be determined by the delegate body attending a district conference. The adopted fee shall remain in force until rescinded or amended.
- G. Standing Rules. Districts may adopt standing and special rules for the conduct of district meetings, provided such rules do not conflict with GFWC/KFWC Bylaws. Upon adoption, a copy shall be forwarded to GFWC/KFWC Headquarters.

## **ARTICLE VI. GFWC/KFWC OFFICERS**

### **Section 1. Officers.**

- A. Elected Officers. The elected officers shall be a President, a President-elect, a First Vice President, a Second Vice President, a Director of Junior Clubs, a Secretary and a Treasurer.

### **Section 2. Qualifications.**

- A. Elective Officers. To be eligible for an elective office a member shall be an active member in good standing and shall have served at least four years on the GFWC/KFWC Board of Directors.

**Section 3. Term of Office.** Elected officers shall assume their duties at the close of the convention at which they are elected. Officers shall serve for a term of two years or until their successors are elected. No elected officer shall serve two consecutive terms in the same office, except the Secretary and Treasurer who may each serve two consecutive terms.

### **Section 4. Vacancy in Office.**

- A. A vacancy in any elective office other than that of President and President-elect shall be filled, following notification, by the Executive Committee.

- B. In the event of a vacancy in the office of President, the President-elect shall become President and shall serve the remainder of the term. A President serving less than one year shall be eligible to serve a full term.
- C. In the event of a vacancy in the office of President-elect, the office shall be filled for the remainder of the term by the Board of Directors at a special meeting called by the President for that purpose. A President-elect serving less than one year shall be eligible to serve a full term.
- D. In the event the offices of President and President-elect become vacant at the same time, the First Vice President shall be authorized to call a special meeting of the Board of Directors for the purpose of holding a special election to fill those vacancies.
- E. When filling vacancies, nominations shall be from the floor. No name shall be placed in nomination without the consent of the nominee. The nominees shall meet the qualifications for election to the office. The election shall be by ballot vote. A majority vote shall elect.
- F. If an officer is incapacitated or unable to perform her duties for a period of three months, the Executive Committee shall declare the office vacant.

**Section 5. Duties of Elected Officers.**

- A. The President shall:
  - 1. be the chief executive officer and official spokesman for GFWC/KFWC;
  - 2. preside at all meetings of GFWC/KFWC;
  - 3. appoint a Parliamentarian, or upon approval of the Executive Committee, employ a Professional Registered Parliamentarian;
  - 4. appoint, subject to approval as required in these bylaws:
    - a. aide to the President and a Historian;
    - b. *The Kentucky Clubwoman* Editor and Assistant Editor;
    - c. all committees and subcommittees except the Nominating Committee and as otherwise provided in these bylaws;
    - d. department and division chairmen;
    - e. such committees as the Executive Committee and the Board of Directors shall authorize from the membership of each.
  - 5. be an authorized signatory on checks;
  - 6. approve all bills by e-mail with the exception of a bill that is in excess of \$700.00 which would require the President's signature before payment by the Treasurer;
  - 7. co-sign contracts as required;
  - 8. supervise the publication of *The Kentucky Clubwoman* and the GFWC/KFWC Yearbook;
  - 9. plan programs for GFWC/KFWC Annual Convention, conferences, Board of Directors Meetings;
  - 10. employ a Headquarters Secretary and when needed secretarial assistance;
  - 11. represent GFWC/KFWC at GFWC meetings during her term of office and the GFWC Convention held immediately following her administration;
  - 12. perform such duties that pertain to the office and as directed by the Executive Committee and the Board of Directors.
- B. President-elect shall:
  - 1. in the absence of the President, preside over GFWC/KFWC meetings;
  - 2. serve as Coordinator of Club Presidents;
  - 3. serve as Chairman of the Membership Committee;
  - 4. in an emergency, be an authorized signatory on checks;
  - 5. in the second year of the administration, plan and prepare the program of work for the succeeding administration and present this information at the post convention Board of Directors meeting in the even numbered year;
  - 6. announce appointments of department and division chairmen and such other appointments as deemed necessary prior to the annual convention in the even numbered year;
  - 7. be an ex-officio member of the Budget-Finance Committee;
  - 8. perform such other duties as directed by this President, Executive Committee and the Board of Directors.
- C. The First Vice President shall:
  - 1. in the absence of the President and the President-elect, preside at GFWC/KFWC meetings;
  - 2. serve as Coordinator of Departments;
  - 3. edit plans of work;

4. perform such other duties as directed by the President, Executive Committee and the Board of Directors.
- D. The Second Vice President shall:
1. in the absence of the President, the President-elect and the First Vice President preside over GFWC/KFWC meetings;
  2. serve as Coordinator of District Governors;
  3. perform such other duties as directed by the President, Executive Committee and the Board of Directors.
- E. The Director of Junior Clubs shall:
1. be a member of the Junior Organization;
  2. interpret the GFWC/KFWC and GFWC programs to junior club members;
  3. preside at junior meetings;
  4. represent GFWC/KFWC Junior Clubs at GFWC Junior Meetings during her term of office and at the GFWC Convention immediately following her administration;
  5. perform such other duties as determined by the President, Executive Committee and the Board of Directors.
- F. The Secretary shall:
1. record the proceedings of all meetings of GFWC/KFWC, the Board of Directors and the Executive Committee;
  2. place on file, at GFWC/KFWC Headquarters, approved minutes of all meetings, minutes of the Board of Directors meetings and the Annual Convention. Shall be approved by a committee appointed by the President;
  3. furnish a copy of the minutes of the Annual Convention and Board of Directors meetings to each member of the Board of Directors and the Parliamentarian; a copy of the minutes of the Executive Committee Meetings to each member of the Executive Committee and the Parliamentarian;
  4. perform such other duties as directed by the President, the Executive Committee and the Board of Directors.
- G. The Treasurer shall:
1. serve as chairman of the Budget-Finance Committee;
  2. hold and disburse, as instructed, all funds of GFWC/KFWC;
  3. keep the various funds in separate accounts;
  4. make a quarterly report to the President and provide further information on all funds as requested;
  5. make a written financial report at Board of Directors meetings and at Executive Committee meetings;
  6. submit a written report of the most recent quarterly financial statement to date at annual convention;
  7. be an authorized signatory on checks;
  8. perform such other duties as directed by the President, Executive Committee and the Board of Directors.

**Section 6. Officers' Files.**

- A. In the election year each officer shall deliver to her successor, within one month after the expiration of her term of office, all files pertaining to the respective office.
- B. In the event of a vacancy in an office, files shall be delivered to the successor immediately.

**ARTICLE VII. GFWC/KFWC Nominations and Elections**

**Section 1. Nominating Committee.**

- A. Composition, Election, Chairman, Term. A Nomination Committee shall be composed of nine members, one from each of the nine districts. Each district shall elect a representative and alternate at the Fall District Conference in the even year. The chairman shall be elected by ballot, at the GFWC/KFWC Annual Convention in the odd numbered year from the nine district representatives. The election of the chairman of the Nominating Committee shall be by plurality vote.
- B. Duties of the Nominating Committee.
  1. The Nominating Committee shall consider the qualifications of all candidates proposed by an active club, GFWC/KFWC members, or by members of the Nominating Committee.
  2. The committee shall meet no later than the end of November at GFWC/KFWC Headquarters. The chairman shall select a date and notify committee members and alternates at least six weeks prior to

meeting date. A telephone conference call may be held in case the committee cannot complete their assignment at the meeting.

3. The Nominating Committee shall submit at least one name for each office to be filled, including Director-elect of Junior Clubs.
4. Immediately following the decision of the committee, the chairman of the Nominating Committee shall notify:
  - a. the GFWC/KFWC President that the slate has been filled;
  - b. each person nominated and clubs that presented a nominee as to the status of its respective nominee.
5. Report of the Nominating Committee. The Nominating Committee's report shall be:
  - a. printed in *The Kentucky Clubwoman* issue prior to convention;
  - b. read on the first day of the convention, when additional nominations may be made from the floor.No name shall be placed in nomination without written consent of the nominee and her club.

#### **Section 2. Nominating Ballot.**

- A. An official nominating ballot for GFWC/KFWC Elected Officers shall be mailed to each active club no later than August 15 in the odd numbered year. The official nominating ballot shall, also, be printed in the summer issue of *The Kentucky Clubwoman*.
- B. The nominating ballot submitted for each nominee shall be accompanied by a statement of qualifications of the nominee and shall be received at GFWC/KFWC Headquarters no later than November 1 in the odd numbered year. No name shall be submitted without the consent of the nominee and the nominee's club.

**Section 3. Election of Officers.** Officers shall be elected by ballot vote on the first day of the convention in the even numbered year. A majority vote shall elect.

#### **Section 4. Elections Committee.**

- A. The Elections Committee, with the Parliamentarian assisting, shall conduct the election and be responsible for Coordinating the voting process. The Elections Committee shall:
  1. be responsible for opening and closing of the polls;
  2. check voting members against the registration records;
  3. tabulate the results;
  4. advise the GFWC/KFWC President of the final results as soon as possible after the election.
- B. The chairman of the Credentials Committee shall be available to the Elections Committee during the election.

**Section 5. Notifying Candidates.** The President shall notify each candidate, as soon as possible, of the election results.

### **ARTICLE VIII. Meetings**

**Section 1. Conventions.** A convention shall be held in the spring of each year at a time and place determined by the Executive Committee, for the purpose of electing officers, receiving reports and transacting such other business as may properly come before it.

#### **Section 2. Official Call.**

- A. The official call and delegate cards shall be mailed or electronically sent to the voting body at least forty-five days prior to the convention.
- B. The call to the annual convention, giving the time and place of the convention, shall be published in *The Kentucky Clubwoman* which shall be mailed or electronically sent at least forty-five days prior to the convention.

**Section 3. Voting Body.** The voting body of the convention shall be composed of:

- A. Board of Directors;
- B. active Clubs (General and Primary) each consisting of four or more active (primary) members. The delegates shall be:
  1. two active (primary) members;
  2. one additional delegate for each 25 active (primary) members may be counted in one club for representation purposes.
- C. one delegate per ten members-at-large, appointed by GFWC/KFWC President;
- D. associate organization, one delegate.

**Section 4. Alternates for Convention Delegates.** A club may select, as provided in its bylaws, alternates in a number equal to the club's total delegate representation.

**Section 5. Voting.** No member shall vote in more than one capacity and there shall be no voting by proxy. Only per capita dues paying members shall have voting privileges, except as stated otherwise in these bylaws.

**Section 6. Quorum.** The quorum at any meeting of the convention shall be a majority of the voting members who have been registered with the credentials committee as in attendance, provided that voting members from at least four districts are present.

**Section 7. Convention Observers/Guests.**

- A. Members of GFWC/KFWC who are not delegates may attend the convention and shall pay the registration fee and meal charges.
- B. Official guests and program participants approved by the President shall pay no fees, registration or meals.

**Section 8. Special Meetings.** A special meeting of GFWC/KFWC shall be called by the President upon a three-fourths vote of the Executive Committee or a two-thirds vote of the Board of Directors taken in a meeting or by mail.

**Section 9. Postponement or Cancellation.** In the event of a national emergency, the Executive Committee, by a two-thirds vote in a meeting or by mail or by telephone, may postpone or cancel an annual convention. All voting members shall be notified of the postponement or cancellation. If a convention is canceled in the even numbered year, the Board of Directors shall provide for an election of officers by mail.

**Section 10. Convention Committees.**

- A. The President shall appoint a convention coordinator.
- B. The convention coordinator, with the local arrangement committee, shall be responsible for planning the convention under the supervision of the President.
- C. Convention committees appointed by the President shall include: credentials, elections, program and standing rules.

## **ARTICLE IX. Board of Directors**

**Section 1. Compositions.**

- A. The Board of Directors shall be composed of:
  - 1. Executive Committee;
  - 2. District Governors and Vice-Governors, District Director of Junior Clubs;
  - 3. KFWC Director-elect of Junior Clubs;
  - 4. chairmen of KFWC Standing & Special Committees;
  - 5. members of the Budget and Finance Committee;
  - 6. chairmen of Community Service Programs (General & Junior);
  - 7. chairmen of the Advancement Areas (General & Junior);
  - 8. two representatives from the Club Presidents' Council;
  - 9. appointed chairmen (General & Junior);
  - 10. GFWC/KFWC per capita dues paying, Honorary Presidents;
  - 11. Parliamentarian if a GFWC/KFWC member.
- B. The Parliamentarian may attend Board of Directors meetings in an advisory capacity.

**Section 2. Duties.** The Board of Directors shall:

- A. have full power and authority over the affairs of GFWC/KFWC between conventions;
- B. delegate to the Executive Committee such authority as it shall deem advisable;
- C. adopt a biennial budget at its post convention meeting in the even numbered year;
- D. determine the registration fees for annual conventions, Board of Directors meetings and conferences;
- E. have the authority to adopt:
  - 1. special rules or standing rules to govern its proceedings and make them available to members;
  - 2. standing rules to implement GFWC/KFWC Bylaws, and such other special rules and standing rules seemed necessary and make them available to members.
- F. approve GFWC/KFWC President's state project(s) upon recommendation of the President and/or the Executive Committee;

- G. conduct an election of GFWC/KFWC Officers by mail, in the even numbered year, if the annual convention is canceled;
- H. determine the number of and boundaries of districts;
- I. perform such other duties as defined in these bylaws and as directed by the convention delegates.

**Section 3. Meetings.**

- A. Regular. There shall be two regular meetings of the Board of Directors annually as follows:
  - 1. in the odd numbered year a pre-convention meeting, and the other meeting to be set by the President;
  - 2. in the even numbered year, a pre-convention meeting, and a post-convention meeting at which time the program for the new administration shall be presented.
- B. Special. Special meetings of the Board of Directors shall be held at the call of the President. Upon the written request of twenty members of the Board of Directors or upon the written request of five members of Executive Committee the President shall call a special meeting of the Board of Directors. At least ten days notice shall be given.
- C. Observers. Members of GFWC/KFWC may attend meetings of this Board of Directors as observers.

**Section 4. Quorum.** Thirty-five members of the Board of Directors shall constitute a quorum.

## **ARTICLE X. Executive Committee**

**Section 1. Composition.** The members of the Executive Committee shall be the President, the President-elect, the Vice Presidents, the Secretary, the Treasurer, the Director of Junior Clubs and the Immediate Past President. The Parliamentarian may attend Executive Committee meetings in an advisory capacity.

**Section 2. Duties.** The Executive Committee shall:

- A. have general supervision of the affairs of GFWC/KFWC between meetings of the Board of Directors;
- B. conduct business that may be referred to it by the Board of Directors;
- C. fill vacancies' by ballot vote in all GFWC/KFWC elected offices except the President and President-elect;
- D. determine the types and amounts of bonds and insurance as required for GFWC/KFWC;
- E. determine the duties of the Headquarters Secretary;
- F. if deemed necessary, hire a professional registered parliamentarian;
- G. consider causes for revocation of clubs charters and make appropriate recommendations to the Board of Directors;
- H. determine and set price of rebate items;
- I. approve:
  - 1. plans of work submitted by GFWC/KFWC chairmen;
  - 2. GFWC/KFWC special programs/projects and sponsors;
  - 3. GFWC/KFWC fund-raising projects.
- J. be authorized to transfer funds from one line item of the budget to another and to authorize expenditures from the unallocated funds;
- K. have the authority to adopt special rules and standing rules to govern its own proceedings;
- L. approve the content of the GFWC/KFWC Yearbook;
- M. report its actions to the Board of Directors;
- N. determine the time and site for annual conventions and Board of Directors meetings, at least five years hence, if possible;
- O. perform such other duties as defined in these bylaws.

**Section 3. Meetings.**

- A. The Executive Committee shall meet on call of the President or at the request of four members of the committee. As least five days prior notice shall be given each member of the committee, except for a meeting the President may call during a meeting of the Board of Directors or a convention.
- B. Meetings may be conducted by telephone conferences within twenty-four hours notice.

**Section 4. Business.**

- A. Business may be conducted by mail or e-mail.
- B. Action taken by mail or telephone conferences or e-mail shall be verified and made a part of the minutes of the next meeting of the Executive Committee. E-mails will be printed out and attached to the minutes.

**Section 5. Postponement or Cancellation.** In an emergency the Executive Committee by a two-thirds vote in a meeting, or by mail, or by telephone conference may cancel a Board of Directors meeting. All members shall be notified of the postponement or cancellation.

**Section 6. Quorum.** Five members of the Executive Committee shall constitute a quorum.

## **ARTICLE XI. Committees**

### **Section 1. Standing Committee.**

- A. The standing committees of GFWC/KFWC shall be budget-finance, bylaws, membership, resolution, legislation and long range planning.
- B. The President shall be ex-officio member of all committees except the Nominating Committee.
- C. No member except as authorized otherwise in these bylaws, shall serve as chairmen of more than one standing committee and no member shall serve as chairmen of the same committee for two consecutive terms.
- D. The terms of committee members shall be two years or until their successors are appointed.

### **Section 2. Budget-Finance Committee.**

- A. Composition. This committee shall be composed of the Treasurer and two members who shall not be members of the Executive Committee, elected by the Board of Directors at the pre-convention meeting of the Board of Directors in the odd numbered year. The Treasurer shall serve as chairman. The President and President-elect shall be ex-officio members. Members of the Executive committee may attend the meetings as observers.
- B. Duties. The committee shall:
  - 1. prepare a biennial budget for presentation to the Board of Directors at its post-convention meeting in the even numbered year for adoption.
  - 2. investigate and study annually the dues, other income and disbursements of the organization and report to the Executive Committee its findings regarding the necessity for a change in financial structure.
  - 3. investigate and recommend to the Executive Committee investments suggested by the bank and financial advisors selected by the Executive Committee to handle the funds of GFWC/KFWC.

### **Section 3. Bylaws Committee.**

- A. Composition. This committee shall be composed of a chairman and two members each from a different district with one member being a junior.
- B. Duties. The committee shall:
  - 1. review all amendments submitted in accordance with these bylaws (Article XVIII, Section 1. A) and edit (for composition);
  - 2. consolidate similar amendments for joint proposal subject to acceptance by the proposer(s);
  - 3. have the right to originate amendments;
  - 4. submit proposed amendments to the bylaws as provided in these bylaws (Article XVIII, Section 1. B) together with the committee's recommendations for action;
  - 5. in the event a revision is authorized, prepare and submit the proposed revisions to the membership according to these bylaws (Article XVIII, Section 3) and to the annual convention for consideration;
  - 6. review and approve bylaws for new clubs and review and prepare amended bylaws of active clubs;
  - 7. prepare and submit to the Board of Directors for approval, GFWC/KFWC special and standing rules deemed necessary.
- C. The Parliamentarian shall serve as an advisor to the Bylaws Committee.

### **Section 4. Membership Committee.**

- A. Composition. The committee shall be composed of the President-elect, Junior Membership Chairman, District Governors and District Directors of Junior Clubs. The President-elect shall serve as chairman.
- B. Duties. The committee shall:
  - 1. promote extension and retention of membership, and the formation of new clubs;
  - 2. evaluate and develop a plan for current needs and submit to the Executive Committee for approval;
  - 3. review membership applications and present its recommendations for membership or reinstatement of membership in GFWC/KFWC to the Executive Committee;
  - 4. meet on call of the chairman or on written request of four members.

**Section 5. Resolutions Committee.**

- A. Composition. The committee shall be composed of a chairman and two members one of whom shall be the legislative chairman.
- B. Duties. The committee shall:
  - 1. consider resolutions presented by GFWC/KFWC Departments, Committees and Active Clubs;
  - 2. edit for composition amid form;
  - 3. have the right to originate resolutions germane to the objectives of GFWC/KFWC;
  - 4. present all resolutions received at the annual convention with its recommendations on each.
- C. Resolutions shall be included in the official call to the annual convention and published in *The Kentucky Clubwoman*.
- D. Emergency Resolutions. Upon the recommendation of the Resolutions Committee and a three-fourths vote of the Executive Committee, a resolution without notice may be presented at an annual convention and/or a Board of Directors meeting, or mailed to clubs for consideration. Adoption of a resolution without notice shall not be binding on a member club.

**Section 6. Legislation Committee.**

- A. Composition. The committee shall be composed of a chairman and two members.
- B. Duties: The committee shall:
  - 1. bring to the attention of GFWC/KFWC members any legislation, national and state, that may effect the welfare of its members of the objectives of GFWC/KFWC;
  - 2. develop and promote educational programs concerning legislation.
- C. The Legislation Chairman shall serve on the Resolutions Committee.

**Section 7. Long Range Planning Committee.**

- A. Composition. The committee shall be composed of but not limited to the Executive Committee, one Honorary President, one junior member, one general club member and Junior Director-elect. The President elect shall serve as chairman.
- B. Duties: The committee shall:
  - 1. prepare a working document, which includes goals, and strategies designed to effectively guide and strengthen the organization for the future;
  - 2. prepare and submit an annual report for the Board of Directors meeting;
  - 3. meet annually, or as otherwise deemed necessary by the chairman or three members.

**Section 8. Special Committees.**

- A. Special committees may be created as necessary by the convention, the Board of Directors and the Executive Committee.
- B. The GFWC/KFWC President shall appoint special committees, unless determined otherwise by a two-thirds vote of the body creating the committee.

**Section 9. The Club Presidents' Council.**

- A. Composition. The Club Presidents' Council shall be composed of all member Club Presidents.
- B. Meetings. The Club Presidents' Council shall meet during each State Meeting. The time and place shall be designated in the Official Call. The President-elect shall preside at all meetings of the Presidents' Council and shall plan the program for each meeting.
- C. Representation on Board of Directors. The council shall elect two representatives, each being from a different club and district, during its annual meeting. The representative must be a current Club President and serve in such a office until the next annual meeting. The representative must be a non-serving GFWC/KFWC board member prior to election.

**ARTICLE XII. Community Service Programs and Committees**

**Section 1. Service Programs.**

The Community Service Programs shall be Arts, Conservation, Education, Home Life, International Outreach, and Public Issues. The GFWC Signature Project is Domestic Violence Awareness and Prevention, and the GFWC Junior's Special Project is Advocates for Children.

**Section 2. Advancement Areas.** The Advancement Areas are Communication and Identity, Fundraising, Leadership, Membership, and Juniorettes.

**Section 3. Plans of Work.** Chairmen of departments and programs, plans of work shall promote programs that reflect the objectives of GFWC/KFWC.

**Section 4. Department Chairmen.** A department chairman shall coordinate the work of the three programs of a department.

**Section 5. Term.** Community Service and Advancement Area Chairmen shall be appointed for a term of two years or until their successors are appointed. No person may serve as chairman of the same committee for more than two consecutive terms.

**Section 6. Reporting.**

- A. Each chairman will be responsible for preparing a written report as required by GFWC and KFWC programs, projects and committees.
- B. Chairmen of community service programs and those of other related committees shall promote the objectives of each program.

### **ARTICLE XIII. Headquarters Commission**

**Section 1. Composition.** There shall be a Headquarters Commission composed of the GFWC/KFWC Executive Committee and GFWC/KFWC Honorary Presidents. The Immediate Past President shall serve as chairman of the commission.

**Section 2. Duties.** The Headquarters Commission shall:

- A. care for the building, grounds and furnishings and report to the entire commission when attention is needed. All requests for funding shall be referred to the Budget-Finance Committee;
- B. authorize use of the Endowment Fund, in the event of a declared emergency;
- C. administer the Kentucky Hospitality Cookbook Fund.

**Section 3. Meetings.** The Commission shall meet during the annual convention and on call of the GFWC/KFWC President or upon the request of four members of the commission.

**Section 4. Quorum.** A quorum for a meeting shall be nine members, including at least, three GFWC/KFWC Honorary Presidents and four members of the GFWC/KFWC Executive Committee.

### **ARTICLE XIV. GFWC/KFWC Headquarters**

**Section 1. Location.** The Headquarters and executive office shall be located at 1228 Cherokee Road, Louisville, Kentucky 40204-2225

**Section 2. Headquarters Funds.** Funds shall be allocated in the budget necessary for Headquarters personnel, travel and other expenses deemed necessary for the Headquarters. A cash fund may be established for Headquarters.

**Section 3. Business.** The conduct of business at GFWC/KFWC Headquarters shall be under the supervision of the GFWC/KFWC President.

**Section 4. Headquarters Secretary.**

- A. The GFWC/KFWC President shall employ a Headquarters Secretary and other secretarial assistance as needed.
- B. The salary of the Headquarters Secretary shall be determined by the Budget-Finance Committee.

### **ARTICLE XV. Official Publication**

**Section 1. Name.** The official publication of GFWC/KFWC shall be called *The Kentucky Clubwoman*.

- A. Purpose. The purpose of *The Kentucky Clubwoman* shall be to:
  - 1. promote the objectives of GFWC/KFWC;
  - 2. inform the membership of the progress in the work of the officers, departments and committees;
  - 3. publish feature articles of interest to the membership.
- B. Publication Dates and Subscription Rate.
  - 1. *The Kentucky Clubwoman* shall be published quarterly, unless deemed otherwise by the Executive Committee.
  - 2. The subscription rate shall be determined by the Executive Committee.

C. *The Kentucky Clubwoman* Staff. The staff shall be an Editor, an Assistant to the Editor, a Business Manager and a Circulation Manager. The staff shall be under the supervision of the GFWC/KFWC President.

D. The President shall review and approve all articles presented for publication.

**Section 2. GFWC/KFWC Yearbook.**

A. In the even numbered years a Yearbook shall be published and shall contain:

1. GFWC/KFWC Articles of Incorporation;
2. GFWC/KFWC Bylaws, Special and Standing Rules;
3. GFWC/KFWC Past Presidents;
4. GFWC/KFWC Board of Directors;
5. membership roster by district;
6. an administration report written by the Immediate Past President;
7. additional items approved by the Executive Committee.

B. In the odd numbered year the Yearbook shall be updated as deemed necessary by the Executive Committee.

**ARTICLE XVI. Official Emblem and Seal**

**Section 1. Emblem.** The official emblem of the GFWC/Kentucky Federation of Women's Clubs shall be the emblem selected in 1966, designed by Mrs. Hubert L. Cornellson, Sr. The emblem has a white background, green lettering and the insignia of the General Federation of Women's Clubs which carries the colors of our country.

**Section 2. GFWC/KFWC President Pin and Director of Junior Clubs Pin.** The GFWC/KFWC President and Director of Junior Clubs each shall, during the installation ceremony at the annual convention in this even numbered year, be presented an official GFWC/KFWC pin. This pin is on loan to each officer and shall remain in her custody until her term of office is complete. Ownership of the pin remains with GFWC/KFWC. The pins shall pass from one administration to the next.

**Section 3. Past President and Past Director of Junior Clubs Pins.** There shall be an official GFWC/KFWC Past President Pin and GFWC/KFWC Past Director of Junior Clubs Pin. Each officer, upon completion of her term in office, shall be presented this pin for her respective office during the installation ceremony in the even numbered years. GFWC/KFWC shall assume the cost of these pins.

**ARTICLE XVII. Parliamentary Authority**

**Section 1.** The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the proceedings of GFWC/KFWC in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that GFWC/KFWC may adopt.

**Section 2.** The parliamentary authority of GFWC/KFWC, the current edition of Roberts Rules of Order Newly Revised, shall be adopted by each active club.

**ARTICLE XVIII. Amendment**

**Section 1.** These bylaws may be amended at any annual convention by a two-thirds vote, provided:

- A. that the amendment shall have been submitted by the Bylaws Committee, the Board of Directors, the Executive Committee, a standing or special committee, a club, or two or more members. If originated by a party other than the Bylaws Committee, it shall have been submitted to that committee on or before November 1.
- B. that the amendment(s) shall have been mailed with the official call to the annual convention, with identification of proposer(s) and with the committee's recommendations for action.

**Section 2.** Proposed amendments shall be printed in *The Kentucky Clubwoman* which shall be mailed or electronically sent to GFWC/KFWC members forty-five days prior to the convention.

**Section 3.** These bylaws may be revised only upon authorization of the convention delegates. If a revision is authorized there shall be no other amendments proposed to the existing bylaws.

**ARTICLE XIX. Indemnification**

The officers, employees, agents and servants of the GFWC/KFWC shall be indemnified for any costs, expenses or liabilities incurred as a result of the performance of their duties as provided in the Commonwealth of Kentucky Revised Statutes, or any amendments thereto.

Adopted 1994 Annual Convention  
Adopted 1996 Annual Convention  
Adopted 2004 Annual Convention  
Adopted 2006 Annual Convention  
Adopted 2008 Annual Convention  
Amended 2011 Annual Convention

## GFWC/KFWC STANDING RULES

### GFWC/KFWC YEARBOOK

#### GFWC/KFWC Bylaws Article XV. Section 2.

- 1.01** This GFWC/KFWC Yearbook shall be available, at a fee determined by the GFWC/KFWC Executive Committee, for GFWC/KFWC members at State and District meetings and from GFWC/KFWC Headquarters; when ordered from GFWC/KFWC Headquarters an additional fee for postage and handling shall be charged.
- 1.02** State Officers and Chairmen, District Officers and Chairmen, and Club Presidents shall purchase the Yearbook.
- 1.03** The club membership roster published in the GFWC/KFWC Yearbook shall be by district and shall include the following:
- a. elected district officers, respective addresses, zip code plus 4 and telephone numbers;
  - b. name of each club (general, Junior) and respective Club President, a mailing address, zip code plus four and telephone numbers;
  - c. number of GFWC/KFWC per capita dues paying members (active) and, where applicable, the number of affiliate members and associate members of each club;
  - d. year the club was organized;
  - e. date club was federated;
  - f. meeting date of each club;
  - g. members-at-large with the respective addresses, zip code plus four and telephone numbers;
  - h. name of each Associate Club, Club President, mailing addresses, zip code plus four and telephone numbers;
  - i. total number of clubs and members by classification (Active, Affiliate, Associate, etc.).

#### Announcement Cards for GFWC/KFWC / DISTRICT OFFICE

- 2.01** A club nominating a candidate for election to a GFWC/KF office may mail announcement cards to GFWC/KFWC clubs/ members no earlier than the last week in January prior to the GFWC/KFWC Annual Convention at which the election shall be held.
- 2.02** A club nominating a candidate for election to a district office may mail announcement cards to clubs/members no earlier than August 1 prior to the District Annual Conference at which the election shall be held.

#### GFWC/KFWC CREDENTIALS COMMITTEE

##### 3.01 Credentials Committee.

- a. composition. The GFWC/KFWC Credentials Committee shall consist of at least five members appointed annually by the GFWC/KFWC President.
  - b. Eligibility Requirements
    - (1) Each member shall have served on the Board of Directors for a minimum of two years;
    - (2) Only one member shall be chosen from a district.
  - c. Duties. The committee shall:
    - (1) register delegates, alternates, observers and guests at the state meetings;
    - (2) prepare and certify to the Annual Convention, a list of officers, delegates and alternates, that it has registered after finding them entitled to accreditation;
    - (3) prepare and certify to the Board of Directors a list of board members that it has registered after finding them entitled to accreditation;
    - (4) include in the reports the number of non-voting members and guests in attendance.
- 3.02 GFWC/KFWC Treasurer.** The GFWC/KFWC Treasurer shall have available for the Credentials Committee a list, by district and club, of current per capita dues paying members (active) Associate Clubs and members-at-large.
- 3.03 Delegate and Alternate Cards.** The appropriate number of delegate and alternate cards, based on February 1 club per capita membership (active), shall be included in the Official Call to the annual convention.

- 3.04 Pre-registration.** For pre-registration, the delegate and alternate cards shall be returned with the registration fee to GFWC/KFWC Headquarters as specified in the Official Call.
- 3.05 Registration at Meetings.** Delegates and alternates registering at state meetings or district meetings are required to present at the registration desk the signed delegate or alternate card.
- 3.06 Credentials Committee Chairman.** The chairman, appointed by the GFWC/KFWC President, shall:
  - a. be available to the Elections Committee during the election (GFWC/KFWC, Bylaws Article VII, Section 4B;
  - b. have available for the Elections Committee during the election a list, by district of voting delegates;
  - c. give the Credentials Committee report to the convention and Board of Directors at a time designated in the respective programs/agenda.
- 3.07 Credentials Committee Records.** Credentials Committee records shall be placed on file at KFWC Headquarters immediately following an Annual Convention and a Board of Directors' meeting. The records shall be discarded at the end of a fiscal year.

## **ELECTION COMMITTEE**

- 4.01 Election Committee.**
  - a. Composition. The Election Committee, appointed by the GFWC/KFWC President, shall consist of the following members:
    - 1. nine district governors, or in the absence of a governor, a vice governor or a member of that respective district;
    - 2. three additional GFWC/KFWC members, one of which shall be appointed by the GFWC/KFWC President to serve as chairman.
  - b. Duties, GFWC/KFWC Bylaws, Article VII. Section 4.
    - 1. The tabulated report of the elections shall be presented by the chairman or a member of the committee at a time designated on the program/agenda or at a time requested by the GFWC/KFWC President.
    - 2. The tabulated report shall be entered in full in the minutes.
- 4.02 Candidate.** A candidate for an elective office shall not serve on this Elections Committee
- 4.03 Chairman.** The Chairman shall have served on the GFWC/KFWC Board of Directors for at least five years.

## **CONDUCT OF GFWC/KFWC ELECTIONS**

- 5.01 Voter's Credentials.**
  - a. The Credentials Committee shall issue a voter's credential badge (registration badge) to each voting member of the convention body.
  - b. The voter's credential badge shall be presented by the voter to the Elections Committee when the voter appears at the polls to vote.
  - c. The badge shall be punched to indicate the member is an eligible voter, after signing the delegate list the members shall receive a ballot.
  - d. The punched badge should be retained by the voter.
  - e. In the event a voting delegate misplaces her voter's credential badge, this member can check with the Credentials Committee and after verification that the member is a voting delegate a duplicate badge shall be issued. The duplicate shall indicate that it is a duplicate.
- 5.02 Ballots.**
  - a. Ballots shall be issued only to those delegates who present a voter's credential badge.
  - b. Ballots shall contain the names of all nominated candidates with names submitted by the Nominating Committee listed first, followed by nominees from the floor in the order in which they are nominated. To allow for possible write-in votes, a blank space (a line) shall be provided beneath the last name listed for each office.
  - c. Votes can be cast for any person who is eligible for election, even if the member has not been nominated (RONR 431).
  - d. In the event ballots cannot be printed, the ballot may be a small slip of paper on which the voter writes her choice in a manner directed by the GFWC/KFWC President.

### **5.03 Voting.**

- a. The date and hours for voting shall be designated in the Official Call.
- b. The date, hours and location of voting shall be designated in the convention programs.
- c. The voter shall mark her ballot in a location where the secrecy of her vote will be protected.
- d. The voter will indicate her choice of candidate(s) as directed on the ballot. The voter will fold her marked ballot in half and hand her ballot to a teller to place in the ballot box. A teller shall be in charge of the ballot boxes and she takes each ballot and places it in the ballot box.
- e. Where there is only one name listed for an office and the name is not crossed out, the vote shall be recorded for the candidate listed on the ballot.
- f. Even if a printed name is not crossed out, a name written in shall be counted for that office.

**5.04 Spoiled Ballots.** In the event that a voter marked an error, spoiling her ballot, she shall return it to a member of the Elections Committee who will mark on the face of the ballot "SPOILED" and issue another ballot of like kind to the voter.

### **5.05 Electioneering.**

- a. No posters shall be posted in the vicinity of the registration area.
- b. No posters or electioneering for candidates shall be allowed in the vicinity of the polling place.
- c. No campaign materials shall be allowed in the meeting rooms or the hotel lobby.

### **5.06 Counting the Vote.**

- a. The Election Committee members shall act as tellers for the count of the votes, the intent of the voter being the first consideration.
- b. The parliamentarian shall instruct and supervise the Elections Committee on the correct procedure for counting the votes.
- c. Where there is doubt about any marking and it is questioned by a member of the committee such ballot shall be set aside for the consideration of the whole committee before completing this count. A majority vote of the committee shall be required for the recording of that vote.
- d. All illegal votes—that is, illegal votes cast by legal voters—shall be taken into account in determining the number of votes cast for purposes of computing the majority.. Illegal votes include:
  - (1) name not clearly that of a specific person;
  - (2) two or more marked ballots folded together—count as one illegal vote;
  - (3) too many candidates marked for an office;
  - (4) a candidate not eligible for office.

**5.07** Only the Elections Committee and Parliamentarian shall be in the room while the votes are being counted.

**5.08 Preservation of Ballots.** Ballots and tally sheets shall be sealed by the Elections Committee and placed in charge of the President to be preserved beyond time when a contest might be instituted and a recount ordered.

## **ASSOCIATE MEMBERS AND MEMBERS-AT-LARGE**

**6.01** Associate members and members-at-large shall receive the Official Call to GFWC/KFWC Annual Convention, GFWC/KFWC Board of Directors Meetings and the Official Call to District Annual Conferences, where applicable.

## **DISTRICT MANUAL**

**7.01** A District Manual—a guide for Governors, Vice Governors and District Junior Directors—shall be published biennially following the election of GFWC/KFWC Officers in the even numbered years. The manual, prior to printing and distribution to Governors, Vice Governors and District Junior Directors shall:

- a. be reviewed by the GFWC/KFWC Parliamentarian;
- b. be approved by the Executive Committee.

**7.02** The GFWC/KFWC President shall appoint a special committee to draft the manual. The GFWC/KFWC Second Vice President shall serve as Chairman.

**7.03** The District Manual shall be provided for the GFWC/KFWC Executive Committee, Governor, Vice Governor and District Junior Director at no cost. GFWC/KFWC members may purchase the manual at a fee determined by the GFWC/KFWC Executive Committee.

**7.04** Minutes of District Meetings shall be sent to Headquarters within thirty (30) days of meeting.

### **GFWC/KFWC CHAIRMEN**

- 8.01** Any GFWC/KFWC member in good standing shall be eligible to serve as a GFWC/KFWC Chairman.
- 8.02** A member-at-large may be appointed to the position of a chairman, GFWC/KFWC and District, where applicable.
- 8.03** A retiring chairman shall forward records to the succeeding chairman within one month.

### **GFWC/KFWC CHAIRMAN'S HANDBOOK**

- 9.01** A GFWC/KFWC Chairman's Handbook, a guide for GFWC/KFWC Chairmen shall be published biennially following the election of GFWC/KFWC Officers in the even numbered year. The handbook, prior to printing and distribution to Chairmen, shall:
  - a. be reviewed by the GFWC/KFWC Parliamentarian;
  - b. be approved by the Executive Committee.
- 9.02** The GFWC/KFWC President shall appoint a special committee, composed of at least three members, to draft the handbook. The GFWC/KFWC First Vice President shall serve as Chairman.
- 9.03** The Chairman's Handbook shall be provided for the GFWC/KFWC Executive Committee and each Chairman at no cost. GFWC/KFWC members may purchase the handbook at a fee determined by the GFWC/KFWC Executive Committee.

### **CLUB PRESIDENTS**

- 10.01** Club Presidents shall include a list of clubs' active members, and where applicable, affiliate and associate members, addresses, zip code plus four and telephone numbers, when mailing the annual per capita dues to the GFWC/KFWC Treasurer. This list will determine the representation for delegates for the GFWC/KFWC Annual Convention and the Annual District Conferences. (See GFWC/KFWC Bylaws Article V, Section 2.C.2). The GFWC/KFWC Treasurer shall be responsible for filing the list from each club at GFWC/KFWC Headquarters.
- 10.02** Affiliate Club Members. Club Presidents shall inform club members that hold membership in more than one club to designate the club in which they will be recognized as an active per capita dues paying member (A member can be counted in only one club in determining a club's representation to GFWC/KFWC Annual Convention and Annual District Conferences. GFWC/KFWC Bylaws Article V, Section 2.c 2).

### **CLUB PRESIDENT'S HANDBOOK**

- 11.01** A GFWC/KFWC Club President's Handbook—a guide for GFWC/KFWC Club Presidents shall be published biennially following the election of GFWC/KFWC Officers in the even numbered year. The handbook, prior to printing and distribution to Club Presidents shall:
  - a. be reviewed by the GFWC/KFWC Parliamentarian;
  - b. be approved by the Executive Committee.
- 11.02** The GFWC/KFWC President shall appoint a special committee, composed of at least three members, to draft the handbook. The GFWC/KFWC President-elect shall serve as Chairman.
- 11.03** The GFWC/KFWC Club President's Handbook shall be provided for the GFWC/KFWC Executive Committee and each Club President at no cost. GFWC/KFWC members may purchase the handbook at a fee determined by the GFWC/KFWC Executive Committee.

### **RESOLUTION COMMITTEE**

- 12.01** Resolutions shall be forwarded to the Chairman of the Resolutions Committee no later than January 1.
- 12.02** Resolutions submitted by a club shall bear the signature of the Club President and Club Secretary and the date adopted by the club.
- 12.03** Resolutions submitted by a GFWC/KFWC Department or Committee shall bear the signature of the respective department chairman or committee members and the date adopted.
- 12.04** To authorize the introduction of a resolution that proposes action outside the scope of the GFWC/KFWC object as defined in the bylaws or corporate charter, shall require a two-thirds vote.

## STUDENT SCHOLARSHIP FUND

### 13.01 Student Scholarship Committee.

- a. Composition. The Student Scholarship Committee shall be composed of a Chairman and two members appointed by the President.
- b. Duties. The Committee shall:
  - (1) draft the Student Scholarship Application with final approval by the GFWC/KFWC Executive Committee;
  - (2) review applications received and present its recommendations to the Pre-Convention Board of Directors meeting for consideration;
  - (3) keep a financial record of each scholarship;
  - (4) inform the various school systems throughout the state of this Student Scholarship program;
  - (5) encourage each club to inform members and local schools of the Student Scholarship program;
  - (6) determine amount of each scholarship.

### 13.02 Eligibility for Student Scholarship. To be eligible for a Student Scholarship, an applicant shall meet and/or provide where applicable, the following:

- a. a resident of Kentucky—high school senior, student currently enrolled in or an individual desiring to enter for the first time or reenter an accredited college/university or accredited vocational program;
- b. letter from applicant stating need for financial assistance;
- c. letter of endorsement from principal, counselor or academic dean;
- d. a grade average of 3 points based on a 4 point system or the equivalent;
- e. current transcript of grades.

### 13.03 Records. Copies of scholarship awards shall be kept on file at KFWC Headquarters by the Student Scholarship Chairman. For historic purposes, this information shall be forwarded to the succeeding chairman at the appropriate time.

### 13.04 Application. An application for the Student Scholarship shall be available from the GFWC/KFWC Headquarters.

### 13.05 Special Contributions. A contribution of no less than \$100.00 to the Student Scholarship Fund in memory of or in honor of an individual or group shall be listed in the KFWC Yearbook and in the GFWC/KFWC Annual Convention Program.

## STUDENT LOAN FUND

### 14.01 Student Loan Committee.

- a. Composition. The Student Loan Committee shall be composed of the Chairman, appointed by the President, and the GFWC/KFWC Treasurer.
- b. Duties. The Committee shall:
  - (1) keep a financial record of each loan awarded;
  - (2) notify each recipient of the loan's maturity date and assist in developing a repayment schedule.

### 14.02 Loans. The original loan note shall be filed with the GFWC/KFWC Treasurer and placed in the GFWC/KFWC lockbox. A copy of the loan agreement shall be on file with the Student Loan Chairman.

### 14.03 Due Date. Loans shall be due on year after the student graduates from college or one year from the date the student leaves college. The interest rate shall be three percent per year after the maturity date.

### 14.04 Repayment Checks. Checks for repayment of loans shall be mailed to GFWC/KFWC Headquarters in care of the Treasurer, who shall deposit the payment into the Student Scholarship Fund. The Treasurer shall forward payment information, including copies of receipts, to the Student Loan Chairman. A report of payments received shall be provided at each Board of Directors meetings.

### 14.05 Records. Loan records shall be kept up to date and forwarded to the succeeding Student Loan Chairman at the appropriate time.

## **GFWC/KFWC MEMBERSHIP LISTS**

**15.01 Club Membership Lists.** Club membership lists that are placed on file at GFWC/KFWC Headquarters shall be placed under irrevocable trust for the exclusive use of GFWC/KFWC, or may be authorized by a majority vote of the GFWC/KFWC Executive Committee. In the event of an emergency, the vote may be taken by mail, telephone or fax. The vote shall be ratified at the next meeting of the Executive Committee.

## **GFWC/KFWC PRESIDENT/HEADQUARTERS MANUAL**

### **16.01 GFWC/KFWC President/ Headquarters Manual**

- a. There shall be a President/ Headquarters Manual compiled defining GFWC/KFWC President's responsibilities for and on the use of GFWC/KFWC Headquarters. The manual shall include but not to be limited to the following:
1. storing the records of GFWC/KFWC;
  2. Women's History and Resource Center;
  3. residence for GFWC/KFWC President during her term of office;
  4. GFWC/KFWC Committee meetings;
  5. open to use by clubs, upon approval by GFWC/KFWC President;
  6. job descriptions/ duties of Headquarters Secretary;
  7. hours/days the Headquarters is open for operation;
  8. establishing rules for use of the Headquarters' Petty Cash Fund;
  9. President's responsibilities including:
    - a. the official seal and historic gavel;
    - b. maintaining the permanent files of GFWC/KFWC;
    - c. inventory, ordering, maintaining a stock of all official forms, stationery, supplies and rebate items;
    - d. up-to-date listing of members of GFWCKFWC in all classifications;
    - e. receiving an itemized account of receipts and disbursements from the GFWC/KFWC Treasurer at least quarterly;
    - f. an updated inventory and maintenance of all equipment and furniture in the Headquarters;
    - g. maintenance of the Headquarters building, interior and exterior, and the maintenance of all grounds as may be directed by the Headquarters Commission;
    - h. accounting for this Headquarters' Petty Cash Fund;
    - i. updating the GFWC/KFWC President/Headquarters Manual.

**16.02** The GFWC/KFWC President shall appoint a committee to draft the manual.

## **GFWC/KFWC ANNUAL CONVENTION**

**17.01 Schedule for Annual Convention.** Annual Convention shall be scheduled at least five years in advance if feasible. (Article X. Section 2.0)

**17.02** Annual Convention shall be held in the city of Louisville, Kentucky.

## **AMENDMENTS TO STANDING RULES**

**18.01** These rules may be amended with previous notice by majority vote provided there is no conflict with GFWC/KFWC Bylaws.

## **FINANCE**

**19.01 Bonding.** The GFWC/KFWC Treasurer and the Headquarters Secretary shall be bonded. The amount of bond shall be determined by the Executive Committee.

Adopted September 27, 1993

Revised July 2002

Amended July 2010