

ORIENTAL WOMAN'S CLUB BYLAWS

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ARTICLE I. NAME AND DEFINITIONS

Section 1. **Name:** The name of this nonprofit organization shall be Oriental Woman's Club, here in after referred to as OWC.

Section 2. **Executive Committee:** The Executive Committee, here in after referred to as EC, has general charge and control of the affairs, funds and property of the OWC.

Section 3. **Fiscal Year:** The fiscal year shall be the calendar year.

Section 4. **Annual Meeting:** The Annual Meeting shall be the November General Meeting.

Section 5. **Communications:** Written communications shall include email for voting and other purposes.

ARTICLE II. OBJECTIVES AND POLICIES

Section 1. **Objectives:** The OWC is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the *Internal Revenue Code* or the corresponding provisions of any future United States Internal Revenue law and the OWC Articles of Organization. The OWC fosters interest among its members through education in civic, social, economic, health, environmental and cultural conditions of the community. The OWC objective is to make efficient use of volunteer services of its members to the community and to cooperate with other organizations having the same general purpose.

Section 2. **Earnings:** No part of the net earnings of the OWC shall inure to the benefit of, or be distributed to, its members, officers or other private persons, except that the OWC shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of Section 501(c)(3) of the *Internal Revenue Code*.

Section 3. **Prohibited Activities:** The OWC shall not conduct any activities not permitted by organizations exempt from Federal Income Tax under Section 501(c)(3) of the *Internal Revenue Code*.

Section 4. **Non-discrimination:** The OWC and its members shall not discriminate against or harass or condone harassment or discrimination of any person based on gender, race, color, religion, national origin, disability or age.

ARTICLE III. MEMBERSHIP

(See also Bylaws, Article IV. Financial Management; Standing Rules, Article I. General; Article V. Membership Management)

Section 1. **Membership:** Membership in the OWC is open to any person upon payment of dues.

Section 2. **Active Members:** Members shall, to the extent possible, attend meetings, participate in OWC projects and volunteer services, and pay full dues by the January General Meeting. A member who fails to pay her dues on time shall automatically be dropped from membership.

ARTICLE IV. FINANCIAL MANAGEMENT

(See also Standing Rules, Article II. Accounting Procedures)

Section 1. **Financial Advisory Group:** There shall be a Financial Advisory Group composed of the Treasurer who serves as Chairman, President, Vice President, Fundraising Manager and the OWC Assistant Treasurer serving as an advisor. The Financial Advisory Group shall:

- a. Review for EC approval in October the proposed annual budget for the next fiscal year prepared by the Treasurer using input from Program Chairmen and Fundraising Manager.
- b. Using input from Program Chairmen and Fundraising Manager, recommend for EC approval in May specific donations within the amount allocated in the budget. Some funds identified for donations may be held for later allocation.
- c. Recommend to the EC for approval increases or decreases in membership dues.
- d. Appoint an OWC Assistant Treasurer and Cemetery Assistant Treasurer prior to the beginning of the fiscal year or as vacancies occur.
- e. Meet at the call of the President or Treasurer.
- f. Conduct such other activities of a financial nature as deemed necessary by the Treasurer or President with approval of the EC.

Section 2. **Dues:** Dues for the next fiscal year shall be payable by the January General Meeting. Dues for new members joining the OWC after the sixth (6th) month of the fiscal year shall be one-half (1/2) of the annual rate with no other pro rata reduction.

Section 3. **Fundraising:** The OWC may engage in various fundraising projects to fund operating expenses and contributions to various civic, educational, economic, environmental, health, cultural and social activities in the community.

Section 4. **Repairs and Improvements:** Any repairs or capital improvements in excess of \$500 shall be approved by the EC.

Section 5. **Audit:** There shall be an Audit Committee composed of three (3) members appointed by the President in January, at least one (1) of whom shall be an EC member and serve as chairman. The Audit Committee shall:

- a. Annually audit the financial records of the OWC and Cemetery for the previous year, including IRS reports.
- b. Prepares a written report of its findings for presentation at the May EC meeting.

Section 6. **Reimbursement:** To the extent allowable in the budget and with the approval of the President, members and guest speakers may be reimbursed for mileage at the current IRS allowance and for other reasonable expenses for participation in approved meetings and such other events as deemed necessary for furtherance of the objectives of the OWC .

ARTICLE V. OFFICERS

Section 1. **Officers:** Officers shall be President, Vice President, Secretary and Treasurer. They shall serve for one (1) year beginning on the first day of the new fiscal year, and if willing, may be elected for one (1) succeeding term in the same office. There may be co-officers.

Section 2. **Nomination** (see also Standing Rules, Article V. Nominating Process): A committee of three (3) active members shall be elected to serve as a Nominating Committee for officers. One (1) member from the EC shall be elected by the EC at its August meeting and shall serve as Chairman. Two (2) members shall be elected by the membership at the September General Meeting. The Nominating Committee shall:

- a. Select from among active members willing to serve, candidates to fill the offices of President, Vice President, Secretary and Treasurer.
- b. Present a slate of officers at the September EC meeting and to the membership at the October General Meeting or prior to the November Annual Meeting by mail or email. Nominations may be made by any member provided the nominees have given their consent.

Section 3. **Election:** Officers shall be elected at the November Annual Meeting. If only one candidate is named for an office, a voice vote may be taken; otherwise, election must be by secret ballot.

Section 4. **President's Responsibilities** (see also Standing Rules Article VII. Job Descriptions): The President shall:

- a. As incoming President in November and December appoint Activity Managers, and Program Chairmen that have not been appointed by the Program, and as President, fill vacancies in appointed positions that may occur during her administration.
- b. Preside at meetings of the OWC, the EC and any special meetings called.
- c. Serve as a member of the Financial Advisory Group and ex-officio of all programs and committees except the Nominating Committee.
- d. With the Treasurer, execute all contracts including the Cemetery Mowing Contract unless such action is otherwise designated by the EC.
- e. With the Treasurer, review and approve changes to the Cemetery Perpetual Care Agreement.
- f. Work with the Vice President and Membership Manager to promote and encourage membership and leadership through support, training, recruitment and orientation.
- g. Appoint an Audit Committee in January (see Bylaws Article IV. Financial Management).
- h. Communicate and schedules work of the Custodian or delegate to another member of the EC.
- i. Perform such other duties as assigned in these Bylaws, in Standing Rules and as normally vested in the position.

Section 5. **Vice President's Responsibilities** (see also Standing Rules, Article VII. Job Descriptions): The Vice President shall:

- a. Assist the President and performs the President's duties in her temporary absence.
- b. Assume the duties of the President for the remainder of her term should she resign or become unable to serve.
- c. Work with the Membership Manager and the President to promote and encourage membership and leadership through support, training, orientation and recruitment of members.
- d. Serve as a member of the Financial Advisory Group.
- e. Perform such other duties as assigned in these Bylaws, Standing Rules or by the President.

Section 6. **Secretary's Responsibilities** (see also Standing Rules, Article VII. Job Descriptions): The Secretary shall:

- a. Prepare and keep the minutes of the general meetings, EC meetings and any special meetings called by the President, EC or general membership and obtain approval of the minutes from at least three (3) members in attendance at the meeting.
- b. Email approved EC minutes to all EC members and approved general meeting minutes to OWC officers with a copy of general meeting minutes posted on the OWC website and at the back of the meeting room at the following general meeting.
- c. Maintain files and records of approved minutes, Treasurer's reports, audit reports, correspondence and reports distributed by EC members at its meetings and any reports distributed at other meetings.
- d. Execute correspondence when necessary.
- e. Give notice of meetings when necessary.
- f. Record quorum at meetings where voting is necessary.
- g. Performs such other duties as assigned by the President.

Section 7. **Treasurer's Responsibilities** (see also Bylaws, Article IV. Financial Management; and Standing Rules, Article II. Accounting Procedures and Article VII. Job Descriptions): The Treasurer shall:

- a. Be responsible for the checking account reconciliations, monthly financial reports, the OWC annual budget and investment account reconciliations, quarterly asset reports, and preparation of IRS tax forms for OWC and Cemetery.
- b. Obtain input from Program Chairmen and Fundraising Manager to prepare the annual budget for the next fiscal year and present it to the Financial Advisory Group and to the EC for approval in October. The approved budget for the next fiscal year shall be published in the November newsletter.
- c. Using input from Program Chairmen and Fundraising Manager, meet with the Financial Advisory Group to prepare a list of specific donations within the amount allocated in the budget and present it to the EC for approval in May and at a later date if not all donation funds are allocated. The approved donations shall be published in the June newsletter or as donations are determined.
- d. Prepare and email monthly financial reports and quarterly asset reports to all members of the EC prior to its meeting. Post at the back of the room at each general meeting.
- e. With the President, execute all contracts for the OWC and Cemetery authorized by the EC unless such duties are otherwise designated by the EC.
- f. With the President, review and approve changes to the Cemetery Perpetual Care Agreement.
- g. Serve as chairman of the Financial Advisory Group.
- h. Provide guidance to Assistant Treasurers.
- i. Make sure scholarship letters and checks are sent to recipient's school with copy to recipient.
- j. Make sure annual donation letters and checks are sent to recipients.
- k. Provide guidance to the Audit Committee.
- l. Undertake such other financial matters as described in these Bylaws and Standing Rules, and as may be assigned by the President with approval of the EC.

ARTICLE VI. EXECUTIVE COMMITTEE

Section 1. **Members:** The EC shall consist of the officers of the OWC, Program Chairmen and Activity Managers.

Section 2. **EC Responsibilities:** The EC shall:

- a. Have general charge and control of the affairs, funds and property of the OWC.
- b. Fill, by appointment, vacancies that may occur among the officers, except that of President.
- c. Make sure important results of its meetings are conveyed to the general membership.
- d. Approve memorial donations to the Scholarship Fund in memory of deceased members and former members.
- e. Review and approve the annual budget for the next fiscal year at its October meeting and specific donations for the current year at its May meeting and later in the year if all donation funds are not allocated.
- f. Review and approve all proposed transfer of funds into or from checking accounts, savings accounts, and certificates of deposit for all OWC accounts including Cemetery.
- g. Approve improvements and repairs in excess of \$500.
- h. Review and approve amendments to Bylaws and Standing Rules.
- i. Review and approve the annual audit at its May meeting.
- j. Undertake such other duties as described in these Bylaws and Standing Rules.

ARTICLE VII. PROGRAMS

(See also Standing Rules, Article VII. Job Descriptions)

Section 1. **Programs:** There shall be five (5) Programs: Arts, Education, Garden Club, Home Life and Ladies of the Neuse.

Section 2. **Membership in Programs:** OWC members are encouraged to participate in one or more of the Programs.

Section 3. **Program Activities:** Hold meetings, workshops, field trips, fundraising projects and other activities as deemed necessary or desirable by the Program or the EC.

- a. Such activities may be open to the public.
- b. Non-OWC members participating in such meetings or workshops held at the clubhouse are expected to make a monetary contribution to the OWC.

Section 4. **Program Chairmen Responsibilities** (see also Standing Rules, Article VII. Job Descriptions):

The Chairman or Co-chairmen of each Program shall be appointed by members of the Program in November through a nominating process or by volunteering, or by the OWC incoming President if a chairman is not appointed by the Program. Chairmen shall assume their duties on the first day of the new fiscal year and they may succeed themselves in office. Program Chairmen are voting members of the EC and shall:

- a. Appoint a member of the Program as the representative to the EC if unable to attend meetings.
- b. Keep accurate records of work, finished and unfinished, and passing such information to their successor.

- c. Schedule periodic meetings with the members of the Program, the frequency, time and meeting place to be determined by her or the Program. Meetings at the clubhouse must be scheduled in advance with the Property Rental Manager.
- d. Lead the Program in activities that promote the objectives of the OWC.
- e. Keep the membership and EC informed of meetings, field trips and other activities.
- f. Arrange for a speaker/program for one or more general meetings if desired or requested by the President.
- g. At the request of the OWC Treasurer participate in identifying budget needs, fundraising events and activities, and specific donations.
- h. Undertake such other activities as may be assigned by the President or EC.
- i. Prepare newspaper articles and information concerning activities of the program and submit to Publicity Manager for publication.

ARTICLE VIII. ACTIVITY MANAGERS AND OTHER INDIVIDUALS/GROUPS

(See also Standing Rules, Article VII. Job Descriptions)

Section 1. **Activity Managers:** The Manager or Co-managers of each activity shall be appointed by the incoming President in November or December and assume their responsibilities on the first day of the new fiscal year, and they may succeed themselves in office. The manager of each activity is a voting member of the EC. There shall be the following Activity Managers:

- a. Building Maintenance Manager shall manage the maintenance of the clubhouse including but not limited to making sure of its cleanliness and that there are adequate supplies and equipment, and that for insurance purposes an inventory of equipment and furnishings is scheduled annually (see also Standing Rules, Article III. Building and Grounds Management and Use).
- b. Bylaws/Parliamentarian shall advise the EC and the general membership on parliamentary procedures and on Bylaw and Standing Rule compliance and changes.
- c. Cemetery Manager shall oversee the care of the Oriental Cemetery and work with the Cemetery Assistant Treasurer to insure adequate financial resources are available for maintenance of the Cemetery (see also Standing Rules, Article III. Building and Grounds Management and Use).
- d. Fundraising Manager shall coordinate management of fundraising projects for the OWC. The Manager shall be a member of the Financial Advisory Group and at the request of the Treasurer, participate in identification of budget needs and fundraising events and activities.
- e. Hostess Manager shall prepare a list of members to serve as hostesses for general meetings, provide guidance to monthly hostesses and work with the President or her designee on room set-up by the Custodian. The hostess list for the year shall be published in the newsletter, posted on the OWC bulletin board and website.
- f. Inspirational Reader shall deliver or have other OWC members deliver, an inspirational message at the OWC general meetings and at other appropriate functions.
- g. Membership Manager shall, in consultation and coordination with the President and Vice President, promote and encourage individuals to join the OWC, follow-up with individuals leaving and assist with conducting an orientation, prepare annual Roster and update OWC Data Base of past and current members. Updates to the Roster shall be distributed to all members periodically throughout the year. (see also Standing Rules, Article IV. Membership Management).

- h. Newsletter Editor shall prepare and distribute a newsletter prior to each general meeting and provides copies at the meeting for new members, visitors, guests and members without email. It shall be posted on the OWC website.
- i. Past President shall serve as advisor to the President.
- j. Publicity Manager shall, in collaboration with Program Chairmen and Activity Managers, submit newspaper articles and all other public information concerning the activities of the OWC. Special writing and publicity projects including photography may be assigned by the EC to other members.
- k. Yearbook Editor shall prepare and maintain the Yearbook. The Yearbook shall be distributed to members by the February General Meeting and to new members as they join. The Yearbook shall be posted on the OWC website.

Section 2. **Other Individuals/Groups:** The President shall appoint such other individuals or groups as may be necessary or desirable to carry out the objectives of the OWC. Unless voted on by the EC such individuals or groups have no standing on the EC. Use of the clubhouse must be scheduled in advance with the Property Rental Manager.

ARTICLE IX. MEETINGS

(See also Standing Rules, Article I. General and Article III, Building and Grounds Management and Use)

Section 1. **General/EC Meeting:** General meetings and EC meetings shall be held at a time and place described in the Standing Rules, Article I. General.

Section 2. **Special Meetings:** Special meetings of the EC may be called by the President or a quorum of the EC. Special meetings of the OWC may be called by the President with the consent of the EC. Special meetings of the OWC may also be called by at least ten (10) members of the OWC with written request to the President.

Section 3. **Meetings at the Clubhouse:** All meetings or activities requiring use of the clubhouse or its grounds must be scheduled in advance through the Property Rental Manager.

ARTICLE X. QUORUM

Section 1. **Membership:** A quorum of all active membership shall consist of one-third (1/3) of the members except as indicated in Bylaws Article XII. Property and Article XIV. Disband.

Section 2. **EC.** A quorum of the EC shall consist of one-half (1/2) of the members entitled to vote.

ARTICLE XI. PARILAMENTARY AUTHORITY

Section 1. **Rules:** The rules in the current edition of *Robert's Rules of Order Newly Revised* shall govern the OWC in all cases in which they are applicable and in which they are consistent with these Bylaws.

ARTICLE XII. PROPERTY

(See also Standing Rules, Article III. Building and Grounds Management and Use)

Section 1. **Furnishings:** Property (furniture, appliances, audio equipment, piano, etc.) may not be removed from the clubhouse except for repair and/or cleaning without the consent of the EC. The acceptance of donations of furniture, appliances, and other equipment shall be used by the clubhouse or donated to another charitable organization at the discretion of the EC. The OWC linens, audio equipment, podium, and flags are for the exclusive use of the OWC.

Section 2. **Clubhouse:** The clubhouse, furnishings, equipment and other property may be sold or donated by vote of the EC with written notice of intent to all members. Thirty (30) days after notice, a two-thirds (2/3) vote of the membership is required to dispose of the clubhouse and/or furnishings.

ARTICLE XIII. BYLAW AND STANDING RULES AMENDMENTS

Section 1. **Bylaws:** Amendments to Bylaws may be proposed by any member and shall be submitted in writing to the President. The President, in consultation with the Bylaws/Parliamentarian, shall review the proposal for conformity to existing Bylaws and other policies and procedures of the OWC. The proposal and rationale for acceptance or rejection shall be presented to the EC. The EC shall recommend acceptance or rejection of the proposal. The proposed changes, the rationale, and the EC's recommendation shall be published in writing to the membership at the next general meeting. A vote to accept or reject the proposal shall be taken at the following general meeting.

Section 2. **Standing Rules:** Standing Rules govern all matters not covered in these Bylaws and are primarily operating procedures. Proposed changes to Standing Rules must be submitted in writing to the President. Proposed changes shall be reviewed by the President and Bylaws/Parliamentarian for conformance to existing Standing Rules, Bylaws and other policies and procedures of the OWC. The proposal shall be presented for consideration at the next scheduled EC meeting. Standing Rules may be changed at any time by vote of the EC and become effective at the time they are approved unless otherwise designated by the EC.

ARTICLE XIV. DISBAND

Section 1. **Vote to Disband:** Dissolution of the OWC may be made by motion of the EC which issues a written notice of intent to dissolve to all members. Thirty days (30) after issuance of this notice, a two-thirds (2/3) vote of the members is required for dissolution.

Section 2. **Disposal of Assets:** Upon dissolution of the OWC, the assets thereof shall, after all of its liabilities and obligations have been discharged or adequate provisions made there for, be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of *the Internal Revenue Code*, i.e. charitable, educational, religious or scientific organization, or to the Federal Government or a state or local government for public purposes.

Section 3. **Management of Assets Disposal:** A minimum of three (3) members shall be appointed by the EC to have complete authority for disposal either by sale or donation of all property, including the clubhouse.