

BYLAWS FOR
WAKEFIELD WOMEN'S CLUB
Adopted January, 2009

ARTICLE I – OFFICES

Section 1. Principal Office. The principal office of the Corporation shall be located in North Carolina, 14460-222 New Falls of Neuse Road, Wake County, Raleigh, NC 27614.

Section 2. Registered Office. The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be identical with the principal office and shall be at such place within the state as May, from time to time, be fixed and determined by the Board of Directors.

ARTICLE II – PURPOSES

Section 1. Purpose. The purposes for which the Corporation is established are as follows:

- A. To receive the assets of Wakefield Women's Club.
- B. Wakefield Women's Club is a social club which functions as a not-for-profit organization dedicated to the promotion of social welfare and the furtherance of the common good and general welfare of the people of Wakefield Plantation and the surrounding Raleigh, North Carolina community.

ARTICLE III – MEMBERSHIP AND VOTING RIGHTS

Section 1. Corporate Membership. Pursuant to the Articles of Incorporation, the Corporation shall have members. Members shall be admitted upon payment of dues and shall remain members in good standing as long as dues are paid annually. Dues shall be structured and set by the Board of Directors annually. New or renewing members will pay an annual fee of \$35.00 (August 1-July 31). New members who join January-May will be expected to pay a membership fee of \$20. This will not apply to renewing members, who will have until the end of October to renew. Non-renewed members who do not renew by end of October will therefore pay \$30.00 per luncheon (same as guest fee). Past Presidents shall be honorary members for two years following their terms.

Section 2. Eligibility. Membership shall be open to any interested woman residing in Wakefield Plantation or the surrounding community. After attendance at two events, a prospective member must pay dues to continue her eligibility to attend functions of the club.

Section 3. Voting Rights. Voting rights shall be based on the current membership listing. Each member is entitled to one vote.

Section 4. Parliamentary Authority. Robert's Rules of Order (newly revised) shall be the parliamentary authority for all matters of the Corporation, including membership meetings and Board meetings.

ARTICLE IV - DIRECTORS

Section 1. General Powers. The business, affairs and property of the Corporation shall be managed by the Board of Directors. The Board shall establish policies, make decisions pertaining to club business review and approve programs and events including fees. The Board shall have the authority to create and remove committees at its discretion.

Section 2. Number, Term and Qualifications. The number of Directors constituting the initial Board of the Corporation shall be 13. Notwithstanding the fact that the initial Board is composed of 13 directors, the minimum number of directors shall be 5 and the maximum number shall be 13. The number may be fixed or changed from time to time by the Board of Directors. If one of the appointed positions is held by two persons as co-chairs, they shall hold a single director's position (and therefore one total vote) without increasing the number on the Board.

- A. Each director shall hold office until her death, resignation, retirement, removal, disqualification, or the election and qualification of her successor.

Section 3. Election of Directors. The officers as set forth in Article IV shall automatically become directors. The remaining directors, who shall be Hospitality Chairperson, Membership Chairperson, New Member Recruitment, Activities Chairperson, Newsletter Editor, Publicity Chairperson, Advisor, Web Manager, and Community Chairperson, be elected and maintain one-year terms and may be shared with each acquiring ½ voting power, with shared positions. These directors' positions and duties are described as follows:

- A. Hospitality Chairperson. She shall greet and check in all members and guests at the monthly luncheons and special events that require reservations. She shall receive the reservation file from the Membership Database position. She shall also be responsible for ordering/maintaining nametags for the board members. She shall prepare and report the monthly luncheon attendance to the Board. She may appoint her own committee member (s) to aid her. This position also oversees the Sunshine responsibilities by sending out cards and/or ordering floral arrangement/plant to WWC members experiencing a health crisis or death. She will also order the corsages for new officers to be presented the last luncheon of the year.
- B. Membership: As the database person, she shall obtain copies of membership applications and enter all membership data into the database. Working with the database, the chairperson will generate monthly address labels for newsletters and

any special events mailing, compile email list, and send broadcast emails as required, sort database to provide names of members interested in various activities, create directory list of members for inclusion into the directory, maintain membership applications on file and make changes as needed. In addition to the computer database, the database manager will make copies of all new member applications to give to new member chair and will maintain hardcopy of all membership applications. She shall compile and distribute annual updates and addendums to the membership directory as needed. She may appoint a staff to assist her with the directory or other duties.

- C. New Member Chair. She will be the contact representative for WWC, with her name and contact information appearing in the newspaper, new member applications, etc. She will ensure new members have someone to sit with at the luncheons. She will maintain a supply of newsletters to give to new members at coffees, luncheons, etc. She will facilitate three new member coffees, i.e., soliciting a host and inviting the new members. She may appoint an assistant (s) to help her with the above activities.
- D. Activities Chairperson. She shall coordinate the formation of all activities and interest groups. She will appoint a coordinator to chair each group if needed. She will provide sign-up sheets at the luncheons. She shall maintain these interest sheets and have on-going communication with group coordinators, keep communication open between groups by encouraging each coordinator to provide an announcement for the newsletter, and make sure new members who fill out sign-up sheets are invited to their chosen groups/activities. She will keep Board members informed of all current activities.
- E. Newsletter Editor. She shall receive timely and ready-for-print items from contributing board members/activity chairs. She will edit monthly newsletter content for spacing purposes only. She will be responsible for mailing and posting the newsletter on-line each month in accordance with the Standard Operating Procedures established by the Board. Deadline for any newsletter items to be printed is the first Friday of the month. The newsletter must be reviewed and approved by the President within 24 hours of receiving draft. She will send final piece to the printer the Tuesday following the board meeting. She will be responsible for obtaining the mailing labels, compiling and mailing newsletters by end of second week each month. She may appoint an assistant (s) to help her. She shall submit her newsletter receipts/bills to the Treasurer.
- F. Publicity Chairperson. She shall handle all club publicity, except the Fashion Show and Holiday Gala, which shall be handled by the chairpersons for these functions. She shall contact local newspapers and other local news media and provide them with coverage of the monthly club luncheon and other club news/activity as needed. She shall assist with pictures as needed.

- G. Advisor. She shall act to provide continuity and guidance between previous and current Boards and serve as liaison. She shall have parliamentary authority at Board and membership meetings. She will attend Executive Board meetings as an official member and assist the President in assuring each chair fulfills their respective role/duties.
- H. Community Chairperson. She shall plan service projects, charitable events and other events that allow club members to reach out and serve the community. She will serve as the WWC contact for any/all WWC sponsored charity or charity request and research that particular charity and present request/findings to the board for consideration.
- I. Web Manager. She shall update the website as needed and every new board year by adding new board member names, board information and calendar items and activities. She must have the computer skills to be able to maintain the site. The club will provide the software and instruction that is specific to the website management.

Section 4. Resignation. Any director may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or if no time is specified therein, at the time such resignation is received by the President. The acceptance of such resignation shall not be necessary to make it effective, unless otherwise specified therein, in which event the resignation shall take effect upon its acceptance by the Board of Directors.

Section 5. Vacancies. A vacancy occurring in an appointed position on the Board of Directors shall be filled for the remainder of that director's term by the President. A vacancy occurring in an elected position on the Board shall be filled as set forth in Article VI.

Section 6. Executive Board. The elected officers serving on the Board of Directors shall serve as the Executive Board.

ARTICLE V – MEETINGS OF DIRECTORS

Section 1. Regular Meetings. The Board shall meet at regular intervals at a time to be set by the Board. If five or more members can attend, the meeting will not be rescheduled. These meetings shall be known as general Board meetings.

Section 2. Executive Board Meetings. The affairs of the club shall be managed by the Executive Board in the intervals between general Board meetings. The Executive Board may (1) conduct meetings to transact necessary business in the intervals between general Board meetings; (2) create special committees; (3) approve plans of work of the standing and special committees; (4) present a report of Executive Board activities at the general Board meeting; (5) select an auditor or audit committee to audit the Treasurer's accounts; (6) prepare and submit budget(s) to the general Board for adoption for the year; (7) approve routine bills within the limits of the budget and the fiscal guidelines of the club.

A majority of the Executive Board shall constitute a quorum. Regular meetings of the Executive Board can be held at a time to be fixed at the first meeting of the year and/or special interim meetings of the Executive Board can be held with one (1) day telephone or email notice made to the Executive Board. Any general Board member may attend any Executive Board meeting at any time. Attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called or at the request of the President or any two directors.

Section 4. Notice of Meetings. Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least one day before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called.

Section 5. Quorum. A majority of the directors who shall then be in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6. Manner of Acting. Except as otherwise provided in this section, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. No formal order of business need be followed at any meeting, regular or special, of the Board of Directors.

Section 7. Informal Action by Directors. Action taken by three-fourths of the directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Section 8. Open Meetings. All Board meetings are open to the general membership.

ARTICLE VI – OFFICERS

Section 1. Duties. The Board shall establish policies, make decisions pertaining to club business, review and approve all club programs and special events including fees. The Board shall have the authority to create and remove committees, as necessary at its discretion.

Section 2. Number and Term. The officers of the Corporation shall consist of a President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, and Advisor. The duties of these positions are described as follows:

- A. President. The President shall have responsibility for the general management and supervision of the current affairs of the club. She shall insure the proper

performance of duties of all Officers and Committee Chairpersons; preside at all meetings of the club, Executive Board, serve as an ex-officio member of all committees except Nominating Committee. She may fill an officer vacancy by appointment of the President with the approval of the Executive Board. The President and Advisor shall review the books and any necessary changes to the Bylaws at the beginning and/or end their term. The President shall request year end reports from the Board members and committee Chairpersons to be added to the books.

- B. 1st Vice President. The 1st Vice President shall assume all duties and responsibilities in the absence or disability of the President and shall be in charge of planning and executing all meetings with only the membership including luncheons, business meetings, and special events. She shall appoint Board members or club members to assist in the planning of special events. She will be responsible for communication with the Board members as to all financial responsibilities of the luncheons and special events. She shall write thank you notes to all luncheon speakers and shall obtain approval of the Board for any fees outside of her budget to be paid for the use of facilities. She shall arrange all aspects of the monthly luncheon speakers from September through May. She is responsible for contacting prospective speakers and reviewing with the speaker the guidelines, content, presentation format, and any special requests that the TPC can accommodate, i.e. projector, pamphlet and brochure, tablescape set-up, and any other special assistance. She shall provide the TPC Event Coordinator with the final luncheon count no later than 5 p.m. the Friday before the luncheon. She shall reserve an Executive/Speaker table at each luncheon. She shall select a theme for each luncheon and decorate table accordingly with her assigned committee. Concurrent with these duties and prior to the first slated month of September, she must also contact the Tournament Players Club's Food and Beverage Manager and the Special Events Coordinator to review the calendar and secure the specific dates for each luncheon, month-by-month, a total of eight months in all. She shall copy membership and president with Newsletter information and email blasts.
- C. 2nd Vice President. The 2nd Vice President shall chair the standing subcommittees of the Board, i.e., the Nominating Committee. She shall be in charge of planning/coordinating events as approved by the Board, including (but not limited to) the Holiday Gala and Spring Fling. She will form a committee to assist in the planning and execution for each of these events. She will be responsible for submitting a budget to the board for these events and securing board approval prior to making any financial commitments on behalf of the Club. The 2nd Vice President shall assume the duties of the 1st Vice President in the absence or disability of the 1st Vice President and the President.
- D. Secretary. The Secretary shall record the minutes of Board and Executive Board Meetings in a WWC-approved format. She must email the minutes for review and approval by the president, within four days after each board meeting. She will

send the approved minutes to all board members within the week following the board meeting. She shall be the keeper of the latest version of the WWC SOPs and Bylaws. She will maintain the book of minutes, with By-Laws and SOP's. She will be responsible for ordering WWC cards/stationary and ensuring all relevant positions have a supply (example, Sunshine).

- E. Treasurer. The Treasurer shall deposit all monies, pay all authorized bills/reimbursements, render a monthly and/or quarterly financial statement for the Board and prepare a yearly summary report of all necessary financial records. She shall present her books for review and provide additional financial reports and inventories at the President's discretion. She shall be responsible for filing a tax return when required by law. She will work closely with Membership regarding record of payments/payment type of membership dues; and copy/forward membership applications to membership chair for entry into database.
- F. Assistant to 1st VP. The assistant is a non-board position that is appointed to help 1st VP collect mail from the UPS box, including all reservations and checks for the luncheon each month. She will prepare a spreadsheet that will be sent to the 1st VP and treasurer with a final count for the luncheon. Checks will be forwarded to the treasurer for deposit prior to the luncheon.

Section 2. Election and Term.

A. Nominating Committee

- i. The Board of Directors shall appoint a five (5) member nominating committee in January of each year. The 2nd Vice President will chair this committee.
- ii. In addition to the 2nd Vice President, two (2) members of the Nominating Committee shall be members of the Board of Directors. Two members will be selected from the general membership.

B. Procedures

- i. The 2nd Vice President will prepare an announcement of the forthcoming election and publish that announcement in the newsletter in January and February in order to allow members to bring forward names for positions.
- ii. Any Board member can apply for a position by submitting her name to the Nominating Committee. Similarly, any member in good standing of the club can submit her name for a position to the Nominating Committee.
- iii. If there are no volunteers for any or all positions, the Nominating Committee will seek candidates for those positions.

- iv. The Nominating Committee shall publish a slate of one or more candidates for each of the officer positions in the April newsletter.
- v. The Nominating Committee shall offer the slate of nominees at the May luncheon/meeting.
- vi. Floor nominations shall be taken immediately following presentation of the slate.
- vii. Elections shall be held during the May meeting after the Nominating Committee Chairperson has introduced the candidates for office. The election results will be announced at the meeting.
- viii. New officers shall assume official duties beginning July 1 of each year, but are expected to meet with prior board position in **June** to review duties and expectations and is vital to a successful transition.

C. Eligibility of Candidates/Terms of Office

- i. Each candidate for each office must be a member in good standing of the club.
- ii. Officers will serve one year terms. Officers are not requested to serve more than two (2) years consecutively in the same position.
- iii. In the event there are no candidates for a Board position, the President may request an existing Board member to continue or to assume additional responsibilities for one additional year.

D. Voting

- i. When there are floor nominations, voting of the entire group of candidates will be by secret ballot. If there are no floor nominations, the election shall proceed according to parliamentary procedure.
- ii. There shall be no absentee voting.
- iii. Candidates shall be elected by receiving a simple majority.
- iv. In case of a tie vote for any office, a second vote of members present shall be taken by secret ballot.
- v. Tellers shall be appointed by the Nominating Committee Chairperson when a secret ballot is used.

Section 3. Resignations. Any officer may resign at any time by giving written notice to the President. Any such resignation shall take effect upon acceptance of it by the Board of Directors or by the officer or agent appointing the person so resigning.

Section 4. Bonds. The Board of Directors may by resolution require any or all officers, agents, and employees of the Corporation who may receive, handle or disburse money for its account, or who may have any of the Corporation's property in her custody or be responsible for its safety or preservation, to give bond, in such sum and with such sureties as satisfactory of the duties of her respective office or position, and for the restoration to the Corporation, in the event of her death, resignation, or removal from office, of all books, papers, vouchers, moneys, and other property of whatever kind belonging to the Corporation and in her custody.

Section 5. Delegate Duties. In case of the absence of any officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any director for a stipulated time, provided two-thirds of the entire Board of Directors concurs therein, and provided that the same is not otherwise in conflict herewith.

Section 6. Vacancies. The following provisions shall apply in the event of a permanent or temporary vacancy in an officer's position.

- A. In the temporary absence of the President, her duties shall be performed by the elected officers in order of their naming.
- B. In the event of the resignation of the President, the 1st Vice President shall automatically assume the presidential duties and appoint a new 1st Vice President.
- C. Vacancies in Officers' positions will be filled by appointment by the President and confirmed by a majority vote of the Executive Board.
- D. The Executive Board shall have the authority to remove a Board member for cause by a majority vote of the Executive Board.

ARTICLE VII – GENERAL MEMBERSHIP MEETINGS

Section 1. Timing. Monthly luncheons for the general membership shall be held on the second Wednesday of each month between September and May, inclusive, unless the Board of Directors decides one month in advance for holiday conflict, unavailability of facilities, etc.

Section 2. Club Updates. At the general membership luncheons, the President or Secretary will report club/event updates. Also, the remaining Board members shall give pertinent activity reports.

ARTICLE VIII – CONTRACTS, LOANS, CHECKING AND DRAFTING, DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless, except, and as authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checking and Drafting. All notes, checks, drafts, acceptances or other orders for the payment of money issued in the name of the Corporation shall be signed by one officer and reviewed by a second officer of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors shall direct, or as may be selected by an officer or officers, agent or agents, of the Corporation to whom such power may, from time to time, be given by the Board of Directors.

ARTICLE IX– INDEMNIFICATION

Section 1. Actions by Outsiders. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that she is or was a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, money decrees, penalties, fines and amounts paid in settlement actually and reasonably incurred by her in connection with such action, suit or proceeding if she acted in good faith and in a manner she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which she reasonably believed to be in the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that her conduct was unlawful.

Section 2. Determination of Entitlement. Any indemnification under Section 1 of this Article IX (unless ordered by a court) shall be made by the Corporation only upon a determination that indemnification of the director or officer is proper in the circumstances because she has met the applicable standard of conduct set forth in said Section 1. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such

quorum is not obtainable, or, even if obtainable if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 3. Advances. The Corporation's officers may be reimbursed for advances made on behalf of the Corporation following adequate proof of the same and upon approval by a majority of the Board of Directors, provided, however, that said advances were made in furtherance of the Corporation's purposes and reimbursement for the same will not compromise the Corporation's non-profit status. The Treasurer shall keep details of such reimbursements for advances in the financial records of the Corporation.

Section 4. Other Employees or Agents. Persons who are not directors or officers of the Corporation but are employees or agents of the Corporation or are serving at the request of the Corporation as employees or agents of another corporation, partnership, joint venture trust or enterprise may be indemnified to the extent authorized by any time or from time to time by the Board of Directors of the Corporation.

Section 5. Not Exclusive, Benefits. The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which any person indemnified may be entitled under any agreement, vote of disinterested directors, or otherwise, both as to action in her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall insure to the benefit of the heirs, executors and administrators of such a person.

Section 6. Contract Rights. The assumption by a person of a term of office as a director or officer of the Corporation or, at the request of the Corporation, a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall constitute a contract between such person and the Corporation entitling her during such term of office to all of the rights and privileges of indemnification afforded by this Article IX as in effect as of the date of her assumption of such term of office, but such contract shall not prevent the amendment of this Article IX in respect of any future term of office of such person or in respect to any other person.

Section 7. Partial Invalidity. The invalidity or unenforceability of any provision of this Article shall not affect the validity or enforceability of any other provision hereof.

ARTICLE X – GENERAL PROVISIONS

Section 1. Seal. The corporate seal, if any, of the Corporation shall be in such form as shall be approved by the Board of Directors from time to time.

Section 2. Waiver of Notice. Whenever any notice is required to be given to any director under the provisions of the North Carolina Business Corporation Act or under the provisions of the charter or Bylaws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be August 1 - July 31.

Section 4. Amendments. Except as otherwise provided herein these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of those present at any general membership meeting of the club. The intended change must be first approved by the Board. The *Secretary* shall maintain a current copy of the Bylaws (as well as the agenda/minutes for each meeting), as amended from time to time, and her copy shall be the *final authority*.

Section 5. Availability of Copies. Copies of the Bylaws shall be available to the members through the Secretary or on the web page.

CERTIFICATION

I do hereby certify that the foregoing constitute the Bylaws of which were adopted by the Board of Directors of this Corporation on January, 2009.

Secretary:

APPROVED BY:

Director:

Director:

Director:

Director:

Director:

Director:

Director:

Director:

Director:

Director:

Director:

Director: