

BYLAWS FOR
WAKEFIELD WOMEN'S CLUB
Adopted Spring 2011

ARTICLE I – OFFICES

Section 1. Principal Office. The principal office of the Corporation shall be located in North Carolina, 14460 New Falls of Neuse Road, Ste. 149-222, 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. To be 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. The fiscal year will be June 1 to May 31. A detailed fee schedule, determined by the current Board, will be attached to the Standard Operating Procedures. Lunch fees for members and guests will be determined annually and posted with the Fee Schedule. 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 communities. 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 no more than 15. Notwithstanding the fact that the initial Board is composed of no more than 15 directors. 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 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 for a maximum of two years; or until her death, resignation, removal, disqualification, or the election and qualification of her successor. Any exceptions made must be voted on by the majority of the Board.

Section 3. Election of Directors. The officers as set forth in Article VI shall automatically become directors. The remaining directors, shall be Hospitality Chairperson, Activities Chairperson, Newsletter Editor, Community Chairperson, Publicity Chairperson, Advisor, and Reservations/Luncheons Chairperson. In case of a tie vote, the President shall cast deciding vote.

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 a majority of members cannot attend the meeting, the meeting will 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 may be held at a time to be fixed at the first meeting of the year and/or special interim meetings of the Executive Board may 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 when 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. Notice of Meetings: 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 4. 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 5. 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 6. 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 Executive Board shall consist of a President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, Membership Chair, and Advisor.

Section 3. Election and Term.

A. Nominating Committee

- i. The Board of Directors shall appoint a five (5) member nominating committee in January of each year, which may include members of both the Executive and General Board. The 2nd Vice President will chair this committee.
- ii. In addition to the 2nd Vice President, a maximum of two (2) members of the Nominating Committee shall ideally 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 January and February newsletters in order to allow members to bring forward names for positions.
- ii. Any Board member may apply for a position by submitting her name to the Nominating Committee. Similarly, any member in good standing of the club may 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 April luncheon/meeting.
- vi. Floor nominations may be taken immediately following presentation of the slate.
- vii. Elections shall be held during the April luncheon meeting after the Nominating Committee Chairperson has introduced the candidates for office. The election results will be duly noted at the meeting.
- viii. New officers shall assume official duties beginning June 1 of each year, but are expected to meet with their prior board position in May to review duties and expectations as outlined in the Roles and Responsibilities. This 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 are not requested to serve more than two (2) years consecutively in the same position. Any exception to the length of time a Director may serve in the same position will be voted on by the Board.
- 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 the remaining board year or an 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 of candidates 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 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. A director position may be asked to resign if deemed necessary and voted on by the Executive Board.

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. Board positions that are co-shared are expected to have one representative at each board meeting to present updates.

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 ensure 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 June 1 to May 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 board meeting. The intended change must be first approved by the Executive 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 in April 2011

Secretary:

APPROVED BY:

President:

Director:

Director:

Director:

Director:

Director:

Director:

Director:

Director:

Director:

Director:

Director:

Director:

Director:

**STANDARD OPERATING PROCEDURES FOR
WAKEFIELD WOMEN'S CLUB**

Approved April 2011

The following are standard operating procedures designated by the Board in 2011 to help facilitate consistent practices of the club.

1) Special Events

- i) The Board may sponsor special events i.e.: New Member Coffees, Evening Social Events, or larger parties. A Board member or general member may coordinate the event. The Executive Board will propose a budget for the event. Special Events budgets must have prior approval of the Executive Board to be reimbursed.

2) Budgets and Financial Decisions

- i) The Executive Board determines expenditures for General Board Approval.
- ii) An amount of no less than \$500 shall remain in the WWC treasury at the end of the year.
- iii) The outgoing Treasurer will prepare a projected budget for the new Board and submit at the May Board meeting for discussion. The incoming Treasurer will present/amend any changes for final approval following August Board meeting.
- iv) Budget overruns **must** have prior approval of the Executive Board.
- v) Non-budgeted expenditures under \$50 may be approved by the President; over \$50 requires General Board vote.
- vi) Checks may be signed by the Treasurer, President, or the Advisor.

3) Membership Lists/ Directory/Newsletters/Web Page

- i) The information contained in the WWC database, directory, newsletter, and on the Web Page is the sole property of the WWC and may not be used by individuals or commercial establishments for purposes other than a WWC approved activity. Our members' privacy is deemed very important to this club.

4) Political/Religious Activity

- i) The WWC will not permit any kind of political/religious activity including speakers, or distribution of literature of any kind at any of its sponsored events.

5) **Cancellations and Reservations for Luncheons and Special Events**

- i) Members may cancel their luncheon reservation by noon on the Friday before the luncheon by contacting the 1st VP's Reservation Chair and receive a full refund if payment was made by check or cash. Special Event reservations may be cancelled not less than *seven* days prior to the event for a full refund. Cancellations that do not meet these rules or no shows the day of the luncheon will not receive refunds, unless extenuating circumstances are deemed appropriate by the President/1st VP.
- ii) Membership takes precedence over guests when there is a waiting list for club activities

6) **Community Interest Announcements/Commercial Enterprise**

- i) Those members who wish to publicize community interest activities or commercial announcements may do so by providing flyers and or brochures at the information table at monthly luncheons or via newsletter/website, when deemed appropriate by President. The member is responsible for placing the flyers *ONLY on the designated table* and for removing them after the luncheon. This table will be in the foyer area where the reservation/sign in table is located. The flyers are NEVER put on the luncheon tables in the dining room. Email blasts regarding community activities that benefit members are also acceptable, providing that they are not self-serving.
- ii) At the discretion of the Board, speakers may sell items at the luncheons provided they donate an item to be used for a door prize or raffle that is of equal or greater value than the average of items available for purchase. An announcement will be made by an Executive Board Member **NOTE:** All speakers' topics/speeches are required to be of a general nature. They should not be solicitous of a particular brand item or mirror a political/religious view.

7) **Activities**

- i) All newly sponsored groups or events shall communicate with the Activities Chair(s) prior to commencement for approval.
- ii) Local guests may attend up to two activities or luncheons (at full cost); after that they are expected to pay for a WWC membership or they will no longer be able to attend functions.
- iii) Any/all fundraising activities bearing WWC name must be approved by the General Board.
- iv) Activities should be self-sustaining. New activities chairpersons may apply to the WWC Board for assistance in start-up funding if the budget allows. Note: The President may approve up to \$50.00.

8) **Newsletter**

- i) The deadline for submission of material for the newsletter is on the *Friday* after the General Board meeting (first Wednesday of the month). The newsletter shall be sent out no later than two (2) weeks prior to the next luncheon.

- ii) The addresses of members of the WWC will not be published in the newsletter.
- iii) Community announcements for non WWC charitable functions and any other community activities may be published in the newsletter (if space permits), as well as website and are sent to Membership Chair, pending approval by President.
- iv) Articles for the newsletter shall be published as submitted by the author. Spelling and grammar must be accurate. Any content changes or length issues must be referred back to the author for change or clarification in a timely manner.
- v) Advertisements/Articles for a business or an individual who owns a business will not be published in the newsletter; however they may be deferred for publication on the website and/or in the Directory.

9) Web Page

- i) Web page will be maintained as needed. Monthly newsletters will be posted along with current membership forms, Bylaws, SOPs, pictures of club activities/events, and other pertinent information approved by the WWC Board.

10) Reporting Structure

- i) The attached flow chart illustrates the reporting/communication structure of the WWC.

11) Dues

- i) Dues will be fixed and determined by the current Executive and General Board members and will be attached to the SOPs.
- ii) Renewal forms are sent with the May and August newsletters and are available on the website.

12) Luncheon/Special Events/Guests

- i) Costs for each of the above categories will be determined by the current Board.
- ii) Luncheon/Special Event expenses will be paid for the following :
 - a. The guest speaker per approval by 1st VP
 - b. A free Luncheon raffle ticket
- iii) Members may invite guests to regular luncheons and special events but after attending two WWC lunches/events, local guests will be expected to join.

Fee Schedule for September 1, 2011 – May 31, 2012

New Members

Early membership May 1, 2011 – May 31, 2011	\$35.00
Membership June 1, 2011 – December 31, 2011	\$40.00
January 1, 2012 – April 30, 2012	\$20.00

Renewing Members

Early membership May 1, 2011 – May 31, 2012	\$35.00
After June 1, 2011 – May 2012	\$40.00

Dues are payable to

Wakefield Women's Club
14460 New Falls of Neuse Rd., Ste 149-222
Raleigh, NC 27614