

GENERAL FEDERATION OF WOMEN'S CLUBS OF MASSACHUSETTS, INC.

**BYLAWS**

Amended May 4, 2019

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**Article I—Name**

The name of this organization shall be General Federation of Women's Clubs of Massachusetts, Inc., hereafter referred to as GFWC Massachusetts.

**Article II—Object**

**Section 1.** The object of this organization shall be to bring into communication and to unite women's clubs throughout Massachusetts for the purpose of mutual benefit and for the promotion of their common interest in volunteer service.

**Section 2. Mission Statement.** The GFWC Massachusetts is a non-profit organization providing a network of support for clubs and members dedicated to community improvement through volunteer service.

**Article III—Members**

**Section 1.** Membership in this State Federation shall be open to any Woman's Club in Massachusetts whose bylaws are non-partisan and consistent with the object of the GFWC Massachusetts. An applicant club may elect to be designated as a Woman's Club or Junior Woman's Club. There may be Juniorette Clubs, sponsored by an active Woman's or Junior Woman's Club, as prescribed in Article X, Juniorette Clubs.

**Section 2.** There shall be two types of membership, active and associate.

**A.** Active Membership shall be held by clubs paying per capita dues to both GFWC Massachusetts and GFWC except as otherwise provided herein;

**B.** Associate Membership shall be held by:

1. Clubs or organizations that hold membership in other national parent organizations;
2. Clubs with statewide membership (having members in fifty-one per cent of counties in the state);
3. District Presidents' Clubs and all Past Presidents' Clubs.

**Section 3.** Applications for admission to GFWC Massachusetts shall be made in writing by the President or Secretary of the club or organization, of at least ten (10) members, to the Corresponding Secretary of GFWC Massachusetts and accompanied by a copy of the club or organization bylaws, a list of Officers and a statement of its total membership. GFWC shall precede all club names.

**A.** The Corresponding Secretary of GFWC Massachusetts shall present each application to the Executive Board at its next meeting;

**B.** A majority vote of members present and voting shall admit the club or organization into immediate membership with due notification of this action.

**Section 4.** Resignations of clubs shall be by a 2/3 vote of the membership present and voting, notice of at least 30 days having been given to every member, with a copy of the notice sent to the District Director at the same time. Prior to said vote the Membership Chairman, District Director, and/or a state Officer shall be invited to a club meeting. Resignation of clubs shall be in writing, including a copy of the notice sent to members and a record of the voting, to the Corresponding Secretary of GFWC

Massachusetts for action by the Executive Board. No club's resignation shall be accepted until club dues are paid. Upon action of the Executive Board, the Corresponding Secretary of GFWC Massachusetts shall send notification to the club.

**Article IV—Dues, Finances and Fiscal Year**

**Section 1.** Active Membership shall require that each club pay to the Treasurer of GFWC Massachusetts per capita dues at the rate of five dollars (\$5.00) for General Federation of Women’s Clubs of Massachusetts, Inc. and fifteen (\$15.00) for GFWC. Effective with dues payable on or before February 1, 2016, GFWC Massachusetts' dues shall be increased by one dollar (\$1.00) per year through the dues payable on or before December 31, 2019 at which time GFWC Massachusetts’s dues shall be ten dollars (\$10.00). The number of members shall be computed by the Treasurer from the official report of club membership given by the club and appearing in the current GFWC Massachusetts *Manual*.

| Club year | Billable year | Increase amount | Total dues |
|-----------|---------------|-----------------|------------|
| 2014-2015 | 2016          | \$1.00          | \$6.00     |
| 2015-2016 | 2017          | \$1.00          | \$7.00     |
| 2016-2017 | 2018          | \$1.00          | \$8.00     |
| 2017-2018 | 2019          | \$1.00          | \$9.00     |
| 2018-2019 | 2020          | \$1.00          | \$10.00    |

**Section 2.** Associate Membership dues shall be as follows:

**A.** Clubs with statewide membership, District Presidents’ Clubs and all Past Presidents’ Clubs shall pay three dollars (\$3.00) per capita dues to GFWC Massachusetts;

**Section 3.** GFWC Massachusetts and GFWC dues shall be payable for the ensuing year not later than December 31 of each year.

**Section 4.** Dues remaining unpaid on February 28 shall be reported at the March meeting of the Executive Board. By majority vote of the Board present and voting, the names of such clubs or organizations shall be dropped from membership seven days after notification of this action.

**Section 5. Finance Committee**

**A.** There shall be a Standing Committee of Finance, consisting of at least three members, including the following GFWC Massachusetts Officers: the First Vice President as Chairman, the Second Vice President, and the Treasurer;

**B.** It shall be the duty of this committee to prepare a budget for acceptance by the Executive Board at its June meeting and to report on the financial condition of the Federation upon request;

**C.** The chairman of this committee shall approve all bills for payment by the Treasurer.

**Section 6.** The hotel expenses of the GFWC Massachusetts President shall be paid for the Annual Meeting of GFWC Massachusetts.

**Section 7.** The fiscal year of GFWC Massachusetts shall be from April 1 to March 31 inclusive.

### **Article V—Officers, Council and Their Duties**

#### **Section 1. Council**

- A. The Officers shall be a President, a First Vice President, a Second Vice President, a Recording Secretary, a Corresponding Secretary, and a Treasurer.
- B. The Officers along with the Director of Junior Clubs shall constitute Council.

#### **Section 2. Duties of Officers and Council**

- A. The President shall:
  - 1. Preside at all meetings of GFWC Massachusetts, the Executive Board and Council;
    - a. Create an agenda and scripts for those meetings;
  - 2. Call special meetings of the Executive Board and Council;
  - 3. Appoint Officers as Counselors to all GFWC Special and Community Service Program Chairmen, Advancement Area Chairmen, other State Committee Chairmen, Junior Membership and Junioresettes;
  - 4. Appoint special committee members with the approval of the Executive Board;
  - 5. Engage, with the approval of Council, a Headquarters Secretary who shall have charge of GFWC Massachusetts office under the President or appointee of the President. The Finance Committee with the approval of Council shall determine the amount of office salary;
  - 6. Sign checks in the event of a vacancy in the office of Treasurer or in her prolonged inability to serve;
  - 7. Assist in compiling the *Manual*;
  - 8. Be responsible together with the Headquarters Secretary for the preparation of the *Call* for all meetings of GFWC Massachusetts;
  - 9. Serve as a Trustee of the Endowment Fund, the Memorial Education Fund and the Headquarters Commission;
  - 10. Serve as a member of the Board of Directors of GFWC and the New England Region;
  - 11. Present a condensed report at the Annual Meeting;
  - 12. Perform such other duties as are incidental to her office.
- B. The First Vice President shall:
  - 1. Perform all the duties of the office in the absence of the President;
  - 2. Become President in the event of a vacancy in the office of President, and hold office until the end of the term and the election and installation of her successor;
  - 3. Serve as Dean of Directors and Chairman of the Finance Committee;
  - 4. Serve as a Trustee of the Endowment Fund and the Headquarters Commission;
  - 5. Present a brief report at the Annual Meeting;
  - 6. Perform such other duties as may be assigned by the President;
  - 7. Become President-elect on November 1 of the odd-calendar year with all the duties and responsibilities of the First Vice President.

- C. The President-elect, after November 1 of the odd calendar year, shall be authorized to plan and prepare the program of work for her administration and shall:
1. Appoint the President's Assistants;
  2. Appoint clubwomen to positions listed in Standing Rules, appointment to be approved by Council;
  3. Engage, with the approval of Council, a Parliamentarian who shall not be required to be a member of GFWC Massachusetts;
  4. The Parliamentarian shall attend meetings of Council, Executive Board and GFWC Massachusetts state meetings and serve in an advisory capacity to the Bylaws Committee, Resolutions Committee, clubs and members.
- D. **The Second Vice President shall:**
1. Serve as Dean of Chairmen, Chairman of the Resolutions Committee, and member of the Finance Committee;
  2. Present a brief report at the Annual Meeting;
  3. Perform such other duties as may be assigned by the President.
- E. **The Recording Secretary shall:**
1. Keep accurate records of all meetings of GFWC Massachusetts, the Executive Board and Council;
  2. Present a written report at the Annual Meeting.
- F. **The Corresponding Secretary shall:**
1. Have charge of the correspondence of GFWC Massachusetts;
  2. Receive all applications for membership of clubs and notify them of action taken;
  3. Keep an accurate list of all clubs and identify any significant anniversaries;
  4. Present a written report at the Annual Meeting
- G. **The Treasurer shall:**
1. Receive and have custody of all monies of the GFWC Massachusetts, including all special funds except Junior Membership and as provided in Article XIV- Endowment Fund Section 3, and Article XV -Memorial Education Fund Section 3.
  2. Deposit all funds in the name of the GFWC Massachusetts, Inc. in such banking institution or institutions as Council shall determine;
  3. Pay monthly utilities and pay other bills only when duly approved by the Chairman of the Finance Committee;
  4. Make other disbursements subject to the order of the Executive Board;
  5. Present at each monthly meeting of the Executive Board a written report of all itemized receipts and expenditures for both the General and Restricted accounts since the previous meeting.
  6. Serve as a Trustee of the Endowment Fund, the Memorial Education Fund, and the Headquarters Commission;
  7. Serve as a member of the Finance Committee;
  8. Prepare dues bills and collect dues for GFWC Massachusetts and GFWC;
  9. Send the Finance Director of GFWC the per capita dues received from GFWC Massachusetts' Clubs;

10. Collect End of Year donations from clubs, prepare a spreadsheet detailing those donations, send End of Year club donations to GFWC Partners and GFWC Massachusetts partners;
11. Provide clubs with information regarding their GFWC Massachusetts subordinate status with the IRS and Commonwealth of Massachusetts for tax filing purposes;
12. Provide an accountant's review every year at the annual meeting and every 5th year, provide a statistical report properly attested by an Auditor;
13. Work with GFWC Massachusetts' accountant for the preparation and filing of our taxes, payroll and insurance audits;
14. Upon installation of a successor Treasurer, turn over to her all monies, books, papers and other property of the GFWC Massachusetts that are in her possession;
15. Present a written report at the Annual Meeting.

**H. The Director of Junior Clubs shall:**

1. Be the current Director of Junior Clubs;
2. Serve as the liaison between Council and Junior Women's Clubs;
3. Represent the interests of Junior Women's Clubs to Council;
4. Facilitate communication and information sharing between GFWC Massachusetts and Junior Women's Clubs and its Clubwomen.

**I. The Council shall:**

1. Hold regular meetings at the call of the President;
2. Vote on emergency issues that require action before the next scheduled Council Meeting; may be conducted by e-mail with the authorization of the President;
3. Nominate three Trustees of the Endowment Fund, three Trustees of the Headquarters Commission, three Trustees of the Memorial Education Fund, the Nominating Committee Chairman, and seven members of the Memorial Forest to be elected by the Executive Board per the Bylaws;
4. Appoint the Chairman of the Endowment Fund, the Memorial Education Fund, the Memorial Forest; three members of Bylaws Committee; two members of Resolutions Committee; and five members of Elections Committee per the Bylaws;
5. Approve the appointments made by President;
6. Create special committees as needed with the approval of the Executive Board;
7. Plan the programs of GFWC Massachusetts meetings;
8. Approve proposed committee action, dates and places for GFWC Massachusetts meetings, conferences, workshops, and Executive Board meetings;
9. Nominate candidates to fill vacancies in elective offices and other elected positions, nominate candidates for such positions as are prescribed in these bylaws, and submit all nominations to the Executive Board for election;
10. Nominate a Past President, following the line in order of service to GFWC Massachusetts, to fill positions on the GFWC New England

- Region Board in accordance with its rules and submit the nomination to the Executive Board for an endorsement at any regular meeting;
11. Submit to the Executive Board for approval the name of a certified public accountant to serve as Auditor;
  12. Approve in the even-calendar year the contents of the *Director's Handbook* and the *Chairman's Handbook*;
  13. Determine matters of policy, and perform such other duties as are prescribed in these Bylaws and as will promote the welfare of GFWC Massachusetts;
  14. Approve expenditures in excess of one thousand dollars (\$1,000) in the event of an emergency involving GFWC Massachusetts property requiring immediate action. Such expenditures shall be approved by vote of Council and reported to the Executive Board at its next meeting.

**Section 3. Past State Presidents.** GFWC Massachusetts Presidents shall become Past State Presidents for life at the close of the last session of their service as President, provided that service has been for a major portion of a term.

### **Article VI--Districts and Directors**

**Section 1.** There shall be geographic divisions to be known as Districts to be determined by the Bylaws Committee with approval of Council and the Executive Board. The names of the Districts shall be: Cape Cod, North Central, Northern, South Central, Southern/MetroWest, South Shore and Western District.

**Section 2.** There shall be District Directors, one representing each district.

**Section 3.** The duties of the Directors shall be as prescribed in the *Director's Handbook* and shall include the following:

- A.** To preside at district meetings and roundtables;
- B.** To serve as liaison between GFWC Massachusetts Executive Board and the clubs in her district;
- C.** To promote the organization and federation of clubs and to assist member clubs in their activities;
- D.** To submit to the Chairman of the Appointments Committee the names and qualifications of prospective committee members for consideration by the committee;
- E.** To prepare an annual report of the work of the clubs in her district.

### **Article VII—Executive Board and Its Duties**

**Section 1.** The Executive Board is composed of Council; District Directors; all Standing Committee Chairmen; Chairmen of all GFWC Programs, Advancement Areas, Awards and Contests; and all other appointments listed in Standing Rules made by President-elect and approved by Council.

**Section 2.** Regular monthly meetings shall be held from September through June except November and February, the dates and places to be determined by Council.

- A.** The President may call special meetings;

**B.** At the written request of five members of the Board, accompanied by a statement of the business to be considered, a special meeting shall be called by Council;

**C.** Eighteen members shall constitute a quorum.

**Section 3. The Duties of the Executive Board shall be:**

**A.** To vote upon the admission or resignation of clubs or organizations;

**B.** To approve special committees upon recommendation of Council and special committee members upon recommendation of the President;

**C.** To fill vacancies in elective offices and other positions on nominations submitted by Council, voting to be conducted by mail in case of great emergency, all members having been duly notified;

**D.** To accept a budget for the ensuing year;

**E.** To determine the use of the funds, except as otherwise prescribed in these bylaws, and to manage the property of GFWC Massachusetts;

**F.** To approve expenditures in excess of one thousand dollars (\$1,000) from funds not allocated in the budget;

**G.** To approve a certified public accountant to serve as Auditor upon recommendation by Council in the even-calendar year;

**H.** To elect the Chairman of the Nominating Committee per Article XII-Nominations and Elections, Section 3 of the Bylaws. To elect Trustees of the Endowment Fund, Memorial Education Fund, Headquarters Commission and the Memorial Forest, and to fill other offices and positions as authorized in these Bylaws;

**I.** To endorse candidates nominated by Council to fill positions on GFWC New England Region Board;

**J.** To carry forward such measures as will best coordinate the work of the club or organization;

**K.** To conduct the business of GFWC Massachusetts between GFWC Massachusetts meetings;

**L.** To review the *Manual, Information for Club Presidents* through *Adoption of Rules*, as presented by the Bylaws Committee and to adopt by a two-thirds vote such changes as are not inconsistent with the Bylaws and Standing Rules of GFWC Massachusetts.

**Article VIII—Special and Community Service Program Areas and Committees**

**Section 1.** There shall be such Special and Community Service Program, Standing and Special Committees as are required to carry on the work of GFWC Massachusetts and as shall be determined by Council with the approval of the Executive Board.

**Section 2.** The duties of the Special and Community Service Program Chairmen and other committee Chairmen shall be as prescribed in the *Chairman's Handbook*, or as further prescribed by the Executive Board.

**Section 3.** Each Special and Community Service Program Chairman shall submit a copy of her annual report to the President of GFWC Massachusetts, the editor of *Federation Topics*, and Headquarters before March 15.

## **Article IX—Junior Membership**

**Section 1. Name.** There shall be a Junior Membership, which shall be composed of Junior Woman's Clubs, and which shall be governed by the Bylaws of GFWC Massachusetts, except as otherwise provided in this article.

**Section 2. Object.** The object of Junior Membership shall be to unite the Junior Woman's Clubs of Massachusetts for the purpose of promoting civic, educational, and social activities in fulfillment of the object of GFWC Massachusetts.

**Section 3. Membership.** Applications for admission of a Junior Woman's Club to GFWC Massachusetts shall be made in writing by the President or Secretary of the club or organization, addressed to the Corresponding Secretary of Junior Membership and accompanied by a copy of the club or organization Bylaws, a list of the Officers and a statement of its total membership.

**A.** The Corresponding Secretary of Junior Membership shall present each application to the Executive Board at the meeting following its receipt;

**B.** A majority vote of the members present and voting shall recommend the club to GFWC Massachusetts for membership. The Corresponding Secretary of Junior Membership shall send notification of the action of the Board and the application to the Corresponding Secretary of GFWC Massachusetts. On approval of the Executive Board, the Corresponding Secretary of GFWC Massachusetts shall send notification to the club and to the Corresponding Secretary of Junior Membership;

**C.** Resignations of clubs shall be by a 2/3 vote of the membership present and voting, proper notice having been given to every member. A copy of the notice shall be sent to the Director of Junior Clubs at the same time. Resignation of clubs shall be in writing to the Corresponding Secretary of Junior Membership for action by its Executive Board. Letter of resignation, copy of the notice, the record of the voting and the recommendation of the Junior Executive Board shall be submitted to the Corresponding Secretary of GFWC Massachusetts for action by its Executive Board. Upon action of GFWC Massachusetts Executive Board, the Corresponding Secretary of GFWC Massachusetts shall send notification to the club and the Corresponding Secretary of Junior Membership;

**D.** Young women from high school age may organize as a Junior Woman's Club under the sponsorship of a Woman's Club whenever such sponsorship is available. If no such sponsorship is available, a Junior Woman's Club may be sponsored by the Executive Board of Junior Membership upon recommendation of the GFWC Massachusetts District Director and Junior Membership District Representative. The respective groups involved shall determine the maximum age of members.

### **Section 4. Officers.**

**A.** The Officers shall be a Director, an Assistant Director, a Recording Secretary, a Corresponding Secretary and a Treasurer, whose duties shall be as prescribed in the Standing Rules of Junior Membership;

**B.** To be eligible to serve as an Officer, one shall have served on the Junior Membership Executive Board for at least one term and have been a Junior Club President;

C. The Assistant Director on November 1 of the odd calendar year shall become Director-elect with all the duties and responsibilities of the Assistant Director as prescribed in the Standing Rules of Junior Membership.

**Section 5. Executive Board.**

A. There shall be an Executive Board composed of the Officers, a District Representative and Nominating Committee member from each District in which there are Junior Woman’s Clubs holding active membership, and the chairmen of Standing Committees;

B. The duties of the Executive Board members shall be as prescribed by the Board, if not inconsistent with those of GFWC Massachusetts;

C. Regular monthly meetings of the Executive Board shall be held from September through June, except February, May and December. The Director may call special meetings. At the written request of five members of the Executive Board, accompanied by a statement of the business to be considered, a special meeting shall be called;

D. Seven members shall constitute a quorum.

**Section 6. Dues and Finances.** Each Junior Woman’s Club shall pay to the GFWC Massachusetts Treasurer per capita dues at the rate of five dollars (\$5.00) for GFWC Massachusetts and fifteen (\$15.00) for GFWC. Effective with dues payable on or before February 1, 2016, GFWC Massachusetts dues shall be increased one dollar (\$1.00) per year through the dues payable on or before February 1, 2020, at which time GFWC Massachusetts dues shall be ten dollars (\$10.00). Three dollars (\$3.00) per capita of Junior Membership dues shall be returned to the Junior Women’s Clubs’ Treasurer.

| Club year  | Billable year | Amount of Increase | Total dues | Payable to GFWC Massachusetts | Retained by Jr. member per |
|------------|---------------|--------------------|------------|-------------------------------|----------------------------|
| 2014- 2015 | 2016          | \$1.00             | \$6.00     | \$3.00                        | \$3.00                     |
| 2015-2016  | 2017          | \$1.00             | \$7.00     | \$4.00                        | \$3.00                     |
| 2016-2017  | 2018          | \$1.00             | \$8.00     | \$5.00                        | \$3.00                     |
| 2017-2018  | 2019          | \$1.00             | \$9.00     | \$6.00                        | \$3.00                     |
| 2018-2019  | 2020          | \$1.00             | \$10.00    | \$7.00                        | \$3.00                     |

The number of members shall be computed by the GFWC Massachusetts Treasurer from the official report of club membership given by the club and appearing in the current GFWC Massachusetts *Manual*.

The Executive Board of Junior Membership shall submit an annual budget to GFWC Massachusetts Council for approval no later than June 1.

### **Section 7. Meetings.**

**A.** The Annual Meeting for receiving reports and transacting other business shall be held within the month preceding the Annual Meeting of GFWC Massachusetts, the date and place to be recommended by Junior Executive Board and approved by GFWC Massachusetts Council;

**B.** Business in the even-calendar year shall also include the election of Officers, District Representatives and members of the Nominating Committee;

**C.** Other meetings of Junior Membership shall be held at such times and places as its Executive Board shall determine;

**D.** Thirty-five voting members shall constitute a quorum.

### **Section 8. Representation.**

**A.** For every ten members, each Junior Woman's Club shall be entitled to one voting delegate at business meetings of Junior Membership;

**B.** Representation at GFWC Massachusetts' meetings shall be determined on the same basis as General Club representation;

**C.** Past Directors of Junior Clubs shall be entitled to all Junior Membership delegate privileges.

**Section 9. Nominations And Elections.** The procedure for nominations and elections shall correspond to that of GFWC Massachusetts, except that there shall be one person on the nominating committee from each District in which there are Junior Clubs holding active membership.

## **Article X--Juniorette Membership**

**Section 1. Name.** There shall be Juniorette Clubs, which shall be composed of middle school/junior high or high school students and must be sponsored by an active Woman's or Junior Woman's Club. A sponsoring club must choose which grade level they wish to sponsor and may only sponsor one Juniorette club.

**Section 2. Object.** The object of Juniorette Clubs shall be to unite students for the purpose of promoting civic, educational, community service and social activities in fulfillment of the object of GFWC Massachusetts.

**Section 3. Membership.** Application for admission of a Juniorette Club to GFWC Massachusetts shall be made in writing by the President or Secretary of the club addressed to the Secretary of the sponsoring club, (Woman's Club or Junior Woman's Club) and accompanied by a copy of the club's Bylaws, a list of the Officers and a statement of its total membership. GFWC shall precede all club names.

**A.** The Corresponding Secretary of the sponsoring club shall present each application to the sponsoring club's Executive Board at the meeting following its receipt;

**B.** A majority vote of the sponsoring club's Executive Board shall recommend the club to GFWC Massachusetts for membership. On approval of the Executive Board of GFWC Massachusetts, the Corresponding Secretary of GFWC Massachusetts shall send notification to the sponsoring club and the Juniorette Club;

**C.** Resignations of clubs shall be by a 2/3 vote of the membership present and voting, proper notice having been given to every member. A copy of the notice shall be sent to the sponsoring club;

**D.** Resignation of clubs shall be in writing to the Corresponding Secretary of General Federation of Women's Clubs of Massachusetts, Inc. and include the letter of resignation, copy of the notice, the record of voting and the recommendation of the sponsoring club;

**E.** The Corresponding Secretary of General Federation of Women's Clubs of Massachusetts, Inc. shall submit the resignation to the Executive Board for action. Upon action of the Executive Board, notification shall be sent by the Corresponding Secretary to the sponsoring club and the Juniette Club;

**F.** A sponsoring club must designate an Advisor from the sponsoring club who must attend all meetings of the Juniette Club.

**Section 4. Dues And Finances.** Each Juniette Club shall pay to the Treasurer of GFWC Massachusetts annual per capita dues at the rate of two dollars (\$2.00) for GFWC Massachusetts and per capita dues of ten dollars (\$10.00) for GFWC.

**Section 5. Representation.**

**A.** For every ten members, each Juniette Club shall be entitled to one voting delegate at business meetings of Junior Membership;

**B.** Representation at GFWC Massachusetts' meetings shall be determined on the same basis as Woman's Club representation.

**Article XI--Representation and Voting**

**Section 1. Active Membership.**

**A.** At business meetings of GFWC Massachusetts each club shall be entitled to one voting delegate for every ten members. Each club having fewer than 10 members shall be entitled to one voting delegate;

**B.** The basis of computation for the representation of each club shall be from the official report of club membership given in the *Manual* last issued.

**Section 2. Associate Membership**

**A.** Clubs or organizations which hold membership in other national parent organizations shall be entitled to one delegate, to whom shall be accorded all delegate privileges except that of holding office;

**B.** Clubs which hold state-wide memberships, District Presidents' Clubs and all Past Presidents' Clubs shall be entitled to one delegate, to whom shall be accorded all delegate privileges except that of holding elective office.

**Section 3.** Members of Council, all other members of the Executive Board, members of the Community Service Program areas, Standing Committees, *Federation Topics* staff, Trustees of the Funds, members of the Executive Board of Junior Membership, and all members of GFWC Massachusetts that hold positions in GFWC shall be entitled to vote at all business meetings.

**Section 4.** Past Presidents of GFWC Massachusetts shall be entitled to all delegate privileges.

**Section 5.** Forty-five voting members shall constitute a quorum.

## **Article XII—Nominations and Elections**

### **Section 1. Nominating Committee**

- A.** There shall be a Nominating Committee of voting members, one from each District chosen by ballot at the Annual Meeting in the even-calendar year.
- B.** Delegates from each District may only vote for a candidate from their district, a majority of votes cast being necessary to elect. If there are more than two (2) candidates, a plurality vote shall elect. Upon election they shall assume their duties following the adjournment of the Annual Meeting and shall serve for a term of two years.
- C.** shall be filled by nomination by Council and approved by the Executive Board.
- D.** Members of the Nominating Committee shall be required to familiarize themselves with the section of Bylaws covering Nomination.
- E.** A Nominating Committee member may serve only one term (2 years). After an absence of two terms (4 years) she may be eligible for another term.

### **Section 2. Responsibilities of Nominating Committee**

- A.** If there is no endorsed candidate for a specific office submitted by the District Nominating Committees by October 20 of the odd calendar year, the Nominating Committee shall meet and select a candidate who meets all eligibility requirements per Section 5 F1.
- B.** A member of the Nominating Committee may accept nomination for District Director for the ensuing term without resigning from the Nominating Committee. If she chooses to resign, a resignation letter shall be sent via email or regular mail to the Chairman of the Nominating Committee, who shall present it to the Executive Board for acceptance. The Executive Board shall fill the vacancy, on nomination by Council, if the Committee has not completed its work.
- C.** If a member of the Nominating Committee chooses to seek nomination for Treasurer, Corresponding Secretary, Recording Secretary, Second Vice President or First Vice President she must resign her position on the Nominating Committee. Her resignation letter shall be sent via email or regular mail to the Chairman of the Nominating Committee, who shall present it to the Executive Board for acceptance. The Executive Board shall fill the vacancy, on nomination by Council.
- D.** No member of the Nominating Committee shall offer anyone a nomination.
- E.** A majority vote of the Nominating Committee Members shall determine the proposed nominee(s).
- F.** If weather or lack of a quorum prevents a physical meeting, Electronic Communication may be used by the Chairman to contact each Nominating Committee Member to obtain their vote. Two-thirds of the District Nominating Committee shall constitute a quorum; a majority response is necessary to place the nominee(s) on the ballot. The Chairman will keep a record of all communications.
- G.** Only the Chairman of the Nominating Committee shall issue confirmations in writing to all nominees for Officers, District Directors and Nominating Committee Members before November 20 of the odd-

calendar year. Replies to all invitations and confirmations shall be due no later than two weeks after receipt.

- H. All Nominating Committee business shall be strictly confidential.
- I. The entire slate shall be completed no later than the December Club Institute of the odd-calendar year.
- J. The report of the Nominating Committee will be sent with the *Call* to Midwinter Meeting.

### **Section 3. Chairman of Nominating Committee**

A. There shall be a non-voting Chairman nominated by Council and elected by the Executive Board.

1. For the Annual Meeting of May 2020 election, the Chairman will be nominated in September of 2019 and elected in October of 2019. This section will be deleted from Bylaws after completion of Annual Meeting of 2020.
2. For the Annual Meeting of May 2022 election and all future election cycles, the Chairman will be nominated by Council in December of the odd year prior to Annual Meeting and elected by the Executive Board in January of the following even year.
3. This Chairman shall supervise all nominating procedures in accordance with current Bylaws.

#### **B. She shall also:**

1. Appoint a Secretary to record the proceedings of the Nominating Committee meetings.
2. Obtain a schedule of District Nominating Meetings from each Representative to insure that all meetings are held between October 1 and October 15 of the odd-calendar year.
3. Conduct a Nominating Committee meeting to fill any officer vacancies on the slate.
4. Send the GFWC Massachusetts Recording Secretary a list of nominated Officers, District Directors, and Nominating Committee Members by December 10 of the odd-calendar year, with addresses, telephone numbers and club representation, for inclusion in the *Call* for Midwinter Meeting.

### **Section 4. District Nominating Committee**

A. Each Nominating Committee Member shall serve as the non-voting Chairman of their District Nominating Committee. She shall not serve as her club's representative at this meeting. In case of illness or inability to carry out the responsibilities, the Chairman of the Nominating Committee shall schedule the District Nominating Committee meeting and serve as its Chairman.

B. They shall send correspondence to all Active and Associate GFWC Massachusetts Women's Clubs in their district asking for a Representative to sit on the District Nominating Committee.

1. For the 2020 election cycle, each GFWC Massachusetts Women's Club in a District shall select one Representative not later than December 1 of 2018. This section will be deleted from Bylaws after completion of Annual Meeting of 2020.

2. For the 2022 election cycle and thereafter, each GFWC Massachusetts Women's Club in a District shall select one Representative not later than February 1 of the odd calendar year prior to Annual Meeting.
- C. Each Club shall determine how its Representative is selected. Each Club Representative shall be required to familiarize herself with the Bylaws regarding Nominations. She shall also be aware of eligible members of her District who may want to serve. A Representative may represent only one Club.
- D. A meeting of these Club Representatives shall be held in each District between October 1 and October 15 of the odd calendar year.

### **Section 5. Responsibilities of District Nominating Committee**

A. Each District Nominating Committee shall present names of individuals interested in serving as District Representative or the Nominating Committee Member as specified below:

1. District Director
    - a. All Active and Associate GFWC Massachusetts Women's Club members may recommend, in writing, the name of a prospective nominee for District Director from that District to their Club Representative.
    - b. To be eligible to serve as a District Director, a prospective nominee shall be a member of an Active GFWC Massachusetts Woman's Club of that District, reside in said District, and shall have served as President of an active Woman's Club for at least one year.
    - c. These recommendations must be received before the October Nominating Committee meeting.
  2. Nominating Committee Member
    - a. All Active and Associate GFWC Massachusetts Women's Club members may recommend, in writing, the name of a prospective Nominating Committee Member from that District to their Club Representative.
    - b. To be eligible to serve as a Nominating Committee Member, a prospective nominee shall be a member of an Active GFWC Massachusetts Women's Club of that District and reside in said District.
    - c. These recommendations must be received before the October Nominating Committee meeting.
- B. Each District Nominating Committee shall then vote on those nominations to be placed on the ballot for election at Annual Meeting in the even calendar year.
- C. Voting shall be by ballot. Two-thirds of the District Nominating Committee shall constitute a quorum. A majority of those present and voting shall be necessary to place the names of each nominee, one for each position, on the ballot.
- D. If weather or lack of a quorum prevents a physical meeting, Electronic Communication may be used by the Chairman to contact each District Nominating Committee Member to obtain their vote. Two-thirds of the District Nominating Committee shall constitute a quorum; a majority response is necessary to place the names of each nominee, one for each position, on the ballot. The Chairman will keep a record of all communications.

**E.** Each District Nominating Committee Chairman shall submit the names of the two nominees from the District to the Chairman of the Nominating Committee before October twentieth of the odd-calendar year.

**F.** The District Nominating Committee shall also review nominations from their District Clubs for the office of First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary and Treasurer who have been submitted as specified below:

1. To be eligible to serve as an Officer, a prospective nominee shall be a member of an active GFWC Massachusetts Club, shall have served as President of such a club for at least one year, and as a member of the Executive Board of GFWC Massachusetts for at least two (2) years.
2. Each candidate must be endorsed for a specific office by a majority vote of her club, properly documented.
3. This endorsement accompanied by qualifications and resume, must be submitted before October 1 of the odd calendar year to the District Nominating Committee Chairman.
4. Each District Nominating Committee may endorse no more than two candidates and not more than one for any office.
5. The District Nominating Committee Chairman must then submit the endorsement of the District Nominating Committee, properly documented, along with the qualifications and resumes to the Chairman of the Nominating Committee by October 20.
6. The names of all District Nominating Committee's endorsed candidates shall be placed on the ballot to be presented at GFWC Massachusetts' Annual Meeting.
7. All District Nominating Committee business shall be strictly confidential.

### **Section 6. Midwinter Meeting**

**A.** The Chairman of the Nominating Committee shall present a report at Midwinter Meeting.

**B.** Nominations may be made from the floor only at this meeting, provided that the nominee has met the eligibility requirements of the respective position and has given consent to such a nomination. A copy of qualifications and resume must be submitted to the Recording Secretary at the time of the nomination.

### **Section 7. Election at Annual Meeting**

**A.** If there is more than one nominee for an Officer position, District Director or Nominating Committee member:

1. A resume from the nominees, not to exceed 300 words, shall be included in the *Call* to Annual Meeting;
2. A presentation of not more than three (3) minutes duration shall be given by each nominee at Annual Meeting before voting commences;
3. The names of endorsed candidates will appear first on the ballot in alphabetical order for each position.
4. The names of those nominated from the floor shall follow in alphabetical order for each position.

- B.** The Nominating Committee shall be responsible for providing printed ballots containing the list of nominees for use at Annual Meeting in the even-calendar year.
- C.** The election of Officers, District Directors and Nominating Committee Members (except the Chairman) shall be by ballot at the Annual Meeting in the even-calendar year, a majority of votes cast being necessary to elect. If there are more than two (2) candidates for a specific office, for District Directors or Nominating Committee Members, a plurality vote shall elect. Write-in votes shall be considered legal only if the nominee meets the eligibility requirements.
- D.** Upon election of Officers, they shall assume their duties following the adjournment of the Annual Meeting and shall serve for a term of two years or until their successors have been elected.
- E.** Upon election of District Directors and Nominating Committee Members (except the Chairman) they shall assume their duties following the adjournment of the Annual Meeting and shall serve for a term of two years.
  - 1. Per Bylaw Article V, I, the Council shall nominate, and the Executive Board shall elect, a member to serve as District Director or Nominating Committee Member if their successor is not elected at Annual Meeting.
- F.** No Officer, District Director or Nominating Committee Members shall be eligible to serve more than one term, except the Treasurer, who may serve for two consecutive terms (four years). No one may hold more than one elective office for the same term.
- G.** Any member filling an Officer (except President), District Director or Nominating Committee Members' unexpired term for one year or more shall be considered as having served for a full term in that office.
  - 1. Any member filling an Officer (except President), District Director or Nominating Committee Members' unexpired term for less than one year shall be eligible to serve in the same office for an additional term.
  - 2. A President who has served through the close of the next Annual Meeting shall be considered to have served a full term. If a vacancy then occurs, her successor will be eligible to serve one full term beyond the conclusion of the partial term.

|                       | Nominations/Elections Guide<br>Commencing Annual Meeting 2022  |
|-----------------------|--|
| February of odd year  | Clubs in each District select a Representative to serve on their District Nominating Committee which will meet in October of odd year                    |
| October 1 odd year    | Clubs submit Officer candidate endorsement to District Nominating Committee Chairman   |
| October 1-15 odd year | District Nominating Committee meets  |
| October 20 odd year   | Each District Nominating Committee Chairman submits names of nominees for District Representative and Nominating Committee Member nominees to Nominating |

|                              |   |
|------------------------------|---|
|                              | Committee Chairman  |
| After October 20 of odd year | Nominating Committee selects candidates for any unfilled Officer positions  |
| By November 20 of odd year   | Nominating Committee Chairman sends confirmation letters to nominees  |
| December odd year            | Within two weeks of receipt of confirmation letter, replies from nominees due to Nominating Committee Chairman<br>Club Institute; entire Slate must be completed<br>Council nominates Non-voting Chairman of Nominating Committee   |
| January even year            | Executive Board elects Non-voting Chairman of Nominating Committee to begin term commencing with the next Annual Meeting<br>Current Nominating Committee Chairman gives report at Executive Board meeting<br><i>Call</i> for Midwinter Meeting includes report of Nominating Committee<br>Midwinter Meeting-Nominations from floor may be made only at this meeting, provided candidate meets qualifications  |
| May of even year             | Annual Meeting-a resume, not to exceed 300 words, shall be included in <i>Call</i> if more than one nominee for Officer, District Director or Nominating Committee member<br>Annual Meeting-if more than one nominee for Officer, District Director or Nominating Committee Member, a presentation of not more than three (3) minutes shall be given by each nominee<br>Annual Meeting-Nominating Committee responsible for providing printed ballots |

### **Article XIII—Meetings**

**Section 1.** There shall be a Fall Meeting each year and a Midwinter Meeting in the even calendar year, the time and place of each to be determined by Council.

**Section 2.** The Annual Meeting, for receiving reports and for transacting other business, shall be held in May, the date and place to be determined by Council.

### **Article XIV--Endowment Fund**

**Section 1.** The GFWC Massachusetts holds, and shall continue to maintain, a fund designed as the Endowment Fund, the net income from which shall be applied annually towards payment of the administrative expenses of GFWC Massachusetts.

**Section 2.** There shall be six Trustees of the Endowment Fund, consisting of the President, the First Vice President, the Treasurer, and three members of GFWC Massachusetts.

**A.** The Executive Board at its January meeting in the even-calendar year, on nomination by Council, shall elect 3 Trustees for the Endowment Fund for one administration beginning at the date of the next Annual Meeting of GFWC Massachusetts. No Trustee shall serve for more than one administration unless appointed by Council as chairman. One Trustee shall be appointed by Council as chairman, who will have served as a Trustee during a previous administration;

**B.** The Executive Board, at any regular meeting upon nomination by Council, shall fill any vacancy in the elected membership of the Trustees.

**Section 3.** The Trustees of the Endowment Fund shall hold, manage, invest and reinvest the assets of the Fund, and any other assets which GFWC Massachusetts may receive from time to time by gift or otherwise to be added thereto.

**A.** The net income from the Fund shall be paid quarterly to the Treasurer of GFWC Massachusetts for use toward defraying its administrative expenses. If, in any year, the entire income is not needed toward defraying the administrative expenses of GFWC Massachusetts, Council may add such excess to the principal of the fund;

**B.** The Trustees shall administer the Fund in accordance with the principles applicable to Trustees under Massachusetts' law;

**C.** The Chairman of the Trustees shall present a report of the activities of the Trustees to GFWC Massachusetts at each Annual Meeting, and to the Executive Board at such other times as such Board may request;

**D.** Investment decisions may be made at a Trustee Meeting or via Electronic Communication. A majority vote of the Trustees is required for a decision to carry. Documentation of the vote shall be presented to the Executive Board at its next meeting;

**E.** With the approval of the Executive Board, the Trustees may delegate the custody, management and investment of the assets of the Fund to the trust department of a national bank or trust company or to a fiduciary institution in Massachusetts on such terms and conditions as they may determine, which may include authority to such institution to hold property in the name of its nominee, and to rely upon any notice, signature or writing which it in good faith believes to be genuine and to be signed by the proper party. Instructions to such institution shall be given by or by authority of a majority of the Trustees.

### **Article XV—Memorial Education Fund**

**Section 1.** GFWC Massachusetts shall maintain a fund designated as the Memorial Education Fund. The income from said fund shall be used for fellowships honoring Past Presidents of GFWC Massachusetts, either individually or collectively, for graduate studies in a field or fields of particular interest to the Past Presidents being honored.

**A.** These monies shall be granted to those outstanding women who demonstrate:

1. Excellence in scholarship;
2. Potential;
3. Financial need, and who have maintained a residence for five years in Massachusetts;

**B.** If these monies are used for costs other than tuition, the recipient shall submit to the committee a verified college statement detailing any projected costs as the need arises;

- C. The recipient shall use the fellowship within a period of three years;
- D. The Trustees of the Memorial Education Fund reserve the right to review all decisions.

**Section 2.** There shall be five Trustees of the Memorial Education Fund, consisting of the President, the Treasurer and three members of GFWC Massachusetts.

**A.** The Executive Board at its January meeting in the even-calendar year, on nomination by Council, shall elect three Trustees for the Memorial Education Fund for one administration beginning at the date of the next Annual Meeting of GFWC Massachusetts. No elected Trustee shall serve for more than one administration unless appointed by Council as chairman. One Trustee shall be appointed by Council as chairman, who will have served as a Trustee during a previous administration;

**B.** The Executive Board, except as otherwise provided above, at any regular meeting, upon nomination by Council, shall fill any vacancy in the elected membership of the Trustees.

**Section 3.** The Trustees of the Memorial Education Fund shall hold, manage and invest the assets of the Fund and any other assets which may from time to time be received by GFWC Massachusetts by gift or otherwise to be used for the same purposes.

**A.** The Trustees shall recommend to the Executive Board for its approval such fellowship awards, as the Trustees deem advisable, to be paid from the income of the Fund. No award shall be made except on recommendation of the Trustees and by vote of the Executive Board. The responsibility of selecting the recipient of a given award shall be that of the Trustees. Payment of any such award (by the vote of the Executive Board) shall be made through the Treasurer of GFWC Massachusetts;

**B.** The entire net income from the Fund may be expended in the award of fellowships. Fellowships awarded for any academic year shall be set aside on or before the close of the fiscal year (March 31) which closing date precedes the beginning of the next academic year. Any net income from the Fund, which is not expended for fellowships, may be added to the principal of the Fund by vote of the Trustees;

**C.** The Trustees shall administer the Fund in accordance with the principles applicable to Trustees under Massachusetts' law;

**D.** Investment decisions may be made at a Trustee Meeting or via Electronic Communication. A majority vote of the Trustees is required for a decision to carry. Documentation of the vote shall be presented to the Executive Board at its next meeting;

**E.** The Chairman of the Trustees shall present a report of the activities of the Trustees to GFWC Massachusetts at each Annual Meeting, and to the Executive Board at such other times as such Board may request;

**F.** With the approval of the Executive Board, the Trustees may delegate the custody, management and investment of the assets of the Fund to the trust department of a national bank or trust company or to a fiduciary institution in Massachusetts on such terms and conditions as they may determine, which may include authority to such institution to hold property in the name of its nominee, and to rely upon any notice, signature or writing which it in good faith believes to

be genuine and to be signed by the proper party. Instructions to such institutions shall be given by or by authority of a majority of the Trustees.

### **Article XVI—Memorial Forest**

**Section 1.** GFWC Massachusetts shall own and maintain a tract of land known as the Memorial Forest in the town of Sudbury, Massachusetts.

**Section 2.** The Memorial Forest shall be supervised and administered by the Memorial Forest Committee, which shall consist of seven members including a Chairman, all of whom shall be elected by the Executive Board. The Southern/MetroWest District Director and the Chairman of the Conservation Community Service Program shall serve as committee members ex-officio with full voting privileges.

**A.** The Chairman and the elected members shall be nominated by Council and elected by the Executive Board at its January meeting in the even-calendar year for such terms as said Board may deem wise. The committee shall assume its duties June 15;

**B.** The Executive Board at any regular meeting, upon nomination of Council, shall fill any vacancy occurring within the committee.

**Section 3.** The Memorial Forest Committee shall maintain and develop the Memorial Forest property, except the Headquarters building and parking lot, and arrange activities to stimulate interest in the Memorial Forest, and in conservation practices.

**A.** The Chairman shall report on the activities of the committee at each Annual Meeting, to the Council when necessary and at such other times as the Executive Board may request;

**B.** Any expenditure in excess of one hundred (\$100) shall be approved by vote of the Council and reported to the Executive Board at its next meeting;

**C.** Maintenance of the driveway and parking lot shall be a shared expense by the Memorial Forest Committee and the Headquarters Commission.

### **Article XVII--Headquarters Commission**

**Section 1.** There shall be a Headquarters Commission consisting of six Trustees, the President, First Vice President, Treasurer and three members of GFWC Massachusetts.

**A.** The Executive Board at its January meeting in the even-calendar year, on nomination by Council, shall elect three Trustees for the Headquarters Commission for one administration beginning at the date of the next Annual Meeting of GFWC Massachusetts. No elected Trustee shall serve for more than one administration unless appointed by Council as Chairman. The Chairman will have served as a Trustee during a previous administration;

**B.** Maintenance of the driveway and parking lot shall be a shared expense by the Memorial Forest Committee and the Headquarters Commission;

**C.** The Executive Board at any regular meeting, upon nomination by Council, shall fill any vacancy in the elected membership of the Trustees;

**D.** The Chairman of the Trustees shall present a report to GFWC Massachusetts at each Annual Meeting, and to the Executive Board at such other times as the Board may request;

**E.** Investment decisions must be made at a Trustee Meeting or via Electronic Communication. A majority vote of the Trustees is required for a decision to carry. Documentation of the vote shall be presented to the Executive Board at its next meeting.

**Section 2.** It shall be the duty of the Headquarters Commission:

**A.** To survey the Headquarters' building to determine necessary action for its preservation and maintenance;

**B.** To recommend to the Executive Board, with the approval of Council, improvements and renovations to the building;

**C.** To approve all acquisitions and gifts to Headquarters;

**D.** To refer all requests for funding to Council for final approval by the Executive Board.

### **Article XVIII--Official Publication**

**Section 1.** The official publication of the Federation shall be *Federation Topics*.

**Section 2.** The President shall appoint the editor.

**Section 3.** The editor shall serve as business manager and shall appoint all *Federation Topics* personnel.

**Section 4.** Any expenditure in excess of one hundred dollars (\$100.00) other than printing and mailing shall be approved by vote of the Council and reported to the Executive Board at its next meeting.

### **Article XIX—Parliamentary Authority**

The rules contained in the current edition of Roberts Rules of Order, Newly Revised shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

### **Article XX—Amendments**

**Section 1.** These Bylaws may be amended by a two-thirds vote of the voting members at a business meeting of GFWC Massachusetts, provided that the amendment has been proposed by the Executive Board, by Council, by the Bylaws Committee, by Junior Membership, by Juniorette Membership or by at least five clubs of GFWC Massachusetts and provided that a copy of the proposed amendment has been submitted in writing to every member club, Executive Board member, and GFWC Massachusetts Past President one month prior to a meeting of GFWC Massachusetts.

**Section 2.** All proposed amendments shall be presented to the Executive Board for its consideration and recommendation.

**Section 3.** All proposed amendments to the Bylaws shall be sent to the Bylaws Committee ninety (90) days prior to the Fall, Midwinter or Annual Meeting, unless otherwise voted by the Executive Board. They shall not be subjected to postponement or tabling.