

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

BYLAWS

Amended May 1, 2021

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 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 Board of Directors 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 two-thirds 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 Corresponding Secretary of GFWC Massachusetts at the same time. Prior to said vote the Membership Chairman 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 Board of Directors. No club's resignation shall be accepted until club dues are paid. Upon action of the Board of Directors, 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 ten dollars (\$10.00) for General Federation of Women's Clubs of Massachusetts, Inc. and fifteen (\$15.00) for GFWC. 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*.

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 Board of Directors. 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 including the following GFWC Massachusetts Officers: the First Vice President who shall serve as Chairman, the Second Vice President and the Treasurer; the Director of Junior Clubs; and one member-at-large.

B. The Board of Directors at its January meeting in the even-calendar year, on nomination by the EC, shall elect the member-at-large for one administration beginning at the date of the next Annual Meeting of GFWC Massachusetts. The member-at-large shall not serve for more than one administration.

C. It shall be the duty of this committee to prepare a budget for acceptance by the Board of Directors at its June meeting and to report on the financial condition of GFWC Massachusetts upon request.

D. The Chairman of this Committee shall approve all bills for payment by the Treasurer.

E. GFWC Massachusetts shall maintain an investment account designated as the Endowment Fund. This Endowment Fund shall be managed per the Uniform Prudent Management Rules of ML Chapter 180A. The net income from the Endowment Fund shall be paid quarterly to the Treasurer of GFWC Massachusetts for use toward defraying its administrative expenses. If, in any year, the entire net income is not needed toward defraying the administrative expenses of GFWC Massachusetts, The EC may vote to add such excess to the principal of the fund and the Treasurer would report this action to the Board of Directors.

F. GFWC Massachusetts shall maintain an institutional fund designated as the Memorial Education Scholarship Fund. This institutional fund shall be managed per the Uniform Prudent Management Rules of MGL Chapter 180A. The available income from said fund shall be determined by the Finance Committee with approval of The EC and the Board of Directors and be expended by the Memorial Education Scholarship Committee for scholarships 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.

G. GFWC Massachusetts shall maintain an investment account designated as the GFWC Massachusetts Scholarship Fund. The net income from said fund shall be determined by the Finance Committee with approval of the EC and the Board of Directors and expended by the GFWC Massachusetts Scholarship Committee for scholarships.

H. The Finance Committee shall hold, manage, invest and reinvest the assets of the Endowment Fund, Memorial Education Scholarship Fund and GFWC Massachusetts Scholarship Fund and any other assets which GFWC Massachusetts may receive from time to time by gift or otherwise to be added thereto.

I. With the approval of the Board of Directors, the Finance Committee may delegate the custody, management and investment of the assets of the Endowment Fund, Memorial Education Scholarships Fund, and GFWC Massachusetts Scholarship Fund to a fiduciary institution (i.e. wealth management company) to hold, manage and invest our monies.

J. Investment decisions may be made at a Finance Committee Meeting or via electronic communication. A majority vote of the Committee is required for a decision to carry. Documentation of the vote shall be presented to the Board of Directors at its next meeting.

Section 6. Fiscal Year. The fiscal year of GFWC Massachusetts shall be from April 1 to March 31 inclusive.

Article V—Officers, Executive Committee (EC) and Their Duties

Section 1. EC

- 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 the EC.

Section 2. Duties of Officers and EC

A. The President shall:

1. Preside at all meetings of GFWC Massachusetts, the Board of Directors and the EC;
 - a. Create an agenda and scripts for those meetings;
2. Call special meetings of the Board of Directors and the EC;
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 Board of Directors;

5. Engage, with the approval of the EC, 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 the EC 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 Headquarters Commission and as a member of the Memorial Education Scholarship Committee for Graduate Studies;
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 Convention;
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 Headquarters Commission and as a member of the GFWC Massachusetts Scholarship Committee;
5. Present a brief report at the Annual Convention;
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 the EC;
3. Engage, with the approval of the EC, a Parliamentarian who shall not be required to be a member of GFWC Massachusetts;
4. The Parliamentarian shall attend meetings of the EC, Board of Directors 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 Convention;
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 Board of Directors and the EC;
2. Present a written report at the Annual Convention.

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 Convention.

G. The Treasurer shall:

1. Receive and have custody of all monies of the GFWC Massachusetts, including all special funds except Junior Membership.
2. Deposit all funds in the name of the GFWC Massachusetts, Inc. in such banking institution or institutions as the EC 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 Board of Directors;
5. Present at each meeting of the Board of Directors a written report of all itemized receipts and expenditures for both the General and Restricted accounts since the previous meeting and submit a written monthly report to the Executive Committee.
6. Serve as a Trustee of the Headquarters Commission and as a member of the Memorial Education Scholarship Committee for Graduate Studies;
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 Convention 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 Convention.

H. The Director of Junior Clubs shall:

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

Massachusetts and Junior Women's Clubs and its Clubwomen.

5. Serve as a member of the Finance Committee.

I. The EC shall:

1. Hold regular meetings at the call of the President;
2. Vote on emergency issues that require action before the next scheduled EC Meeting; may be conducted by e-mail with the authorization of the President;
3. Nominate an at-large member of the Finance Committee; the at-large member of the GFWC Massachusetts Scholarship Committee, who will serve as its Chairman; three committee members of the Memorial Education Scholarship Committee for Graduate Studies, one of whom will be named Chairman; three Trustees of the Headquarters Commission; the Nominating Committee Chairman; and two members of the Memorial Forest to be elected by the Board of Directors per the Bylaws.
4. Appoint 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 Board of Directors;
7. Approve proposed committee action as specified in Bylaws;
8. Approve dates and places for GFWC Massachusetts meetings, conferences, workshops, and Board of Directors meetings;
9. Plan the programs of GFWC Massachusetts meetings;
10. 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 Board of Directors for election;
11. 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 Board of Directors for an endorsement at any regular meeting;
12. Submit to the Board of Directors for approval the name of a certified public accountant to serve as Auditor;
13. Approve in the even-calendar year the contents of the *Chairman's Handbook*;
14. Determine matters of policy, and perform such other duties as are prescribed in these Bylaws and as will promote the welfare of GFWC Massachusetts;
15. 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 The EC and reported to the Board of Directors at its next meeting.

Section 3. Removal from Office. Officers may be removed from office for cause by disciplinary proceedings as provided in Roberts Rules of Order Newly revised, current edition.

Section 4. 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—Board of Directors and Its Duties

Section 1. Board of Directors. The Board of Directors is composed of the Executive Committee (EC); 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 the EC.

Section 2. Meetings. Meetings shall be held at least four times per year the dates and places to be determined by the EC.

A. The President may call special meetings;

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

C. Fifteen members shall constitute a quorum.

Section 3. The Duties of the Board of Directors shall be:

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

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

C. To fill vacancies in elective offices and other positions on nominations submitted by the EC, 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 the EC in the even-calendar year;

H. To elect the Chairman of the Nominating Committee per Article XI-Nominations and Elections, Section 1 of the Bylaws. To elect the at-large member of the Finance Committee per Article IV-Dues, Finances and Fiscal Year, Section 5; the at-large member of the GFWC Massachusetts Scholarship Committee per Article XIII GFWC Massachusetts Scholarship Committee, Section 1A; and the three committee members of the Memorial Education Scholarship Committee for Graduate Studies per Article XIV, Section 1A. To elect Trustees of the Headquarters Commission and members of the Memorial Forest Committee. To fill other offices and positions as authorized in these Bylaws;

I. To endorse candidates nominated by the EC 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 vote on the Bylaw Committee's recommended amendments to the Standing Rules and to adopt by a two-thirds vote such changes.

M. To consider and recommend amendments to the Bylaws as presented by the Bylaws Committee. These Bylaws would then be presented to the delegates at a future state meeting per the Bylaws, a two-thirds vote necessary for such changes to be adopted.

Article VII—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 the EC with the approval of the Board of Directors.

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 Board of Directors.

Section 3. Each Special and Community Service Program Chairman shall submit her annual report to the President of GFWC Massachusetts and the Dean of Chairmen before January 31.

Article VIII—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 Board of Directors, 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 two-thirds 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. A 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 Board of Directors. Upon action of GFWC Massachusetts Board of Directors, the Corresponding Secretary of GFWC Massachusetts shall send notification to the club and the Corresponding Secretary of Junior Membership;

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 Director of Junior Clubs, the nominee must have been a President of a GFWC Massachusetts Junior Club, served on the Executive Board of Junior Membership for one term, and served as an officer of Junior Membership for one term. To be eligible to serve as any other officer, the nominee must have been a President of a GFWC Massachusetts Junior Club and/or served on the Executive Board of Junior membership for one term;

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, two Nominating Committee members elected from the slate at the even-calendar year Annual Meeting, the chairmen of Standing Committees; the Assistants to the Director of Junior Clubs, and Chairmen of Special Committees approved by the Executive Board. A parliamentary advisor may be appointed by the Director to offer guidance to the Executive Board;

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 meetings of the Executive Board shall be held at least four times a year. The date, time and place shall be approved by the Junior Membership Executive Board. 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.

A. Each Junior Woman's Club shall pay to the GFWC Massachusetts Treasurer per capita dues at the rate of ten dollars (\$10.00) for GFWC Massachusetts and fifteen (\$15.00) for GFWC three dollars (\$3.00) per capita of Junior Membership dues shall be returned to the Junior Women's Clubs' Treasurer. GFWC Massachusetts and GFWC dues shall be payable for the ensuing year not later than December 31 of each year.

B. 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*.

C. In June, the Corresponding Secretary of GFWC Junior Membership shall send GFWC Massachusetts' Corresponding Secretary a copy of the annual budget

approved by Junior Membership Executive Board for distribution to GFWC Massachusetts' EC.

Section 7. Meetings.

A. The date of Annual Meeting shall be set by the Director of Junior Clubs in consultation with the President of GFWC Massachusetts. This meeting, for receiving reports and transacting other business, shall be held within the month preceding the Annual Convention of GFWC Massachusetts;

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

C. The date of Fall Meeting shall be set by the Director of Junior Clubs in consultation with the President of GFWC Massachusetts;

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 Women's 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 only be two members of the Nominating Committee elected by all delegates at the even-calendar year Annual Meeting.

Article IX--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 Board of Directors 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 two-thirds 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 GFWC Massachusetts 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 GFWC Massachusetts shall submit the resignation to the Board of Directors for action. Upon action of the Board of Directors notification shall be sent by the Corresponding Secretary to the sponsoring club and the Juniorette Club;

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

Section 4. Dues and Finances. Each Juniorette 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 Juniorette 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 X--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 the EC, all other members of the Board of Directors *Federation Topics* Editor, 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 XI—Nominations and Elections

Section 1. Nominating Committee

A. There shall be a Nominating Committee consisting of five members. The Committee shall include: a) three clubwomen nominated by the EC at their first meeting in the odd-calendar year before Annual Convention and elected by the Board of Directors at their first meeting in the odd-calendar year, b) the Immediate Past Director of Junior Clubs, and c) the Chairman who is nominated by the EC and elected by the Board of Directors at its first meeting of the even calendar year with the term to commence after the Annual Convention of that year.

B. The Chairman shall have been a member of the previous Nominating Committee.

C. The quorum for the Nominating Committee shall be three members.

D. If a member of the Nominating Committee chooses to seek nomination for an officer position, 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 by September 1, who shall present it to the Board of Directors for acceptance. The Board of Directors shall fill the vacancy, on nomination by the EC.

Section 2. Responsibilities of Nominating Committee

A. The Nominating Committee shall review endorsed candidates for the office of First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary and Treasurer to make sure they meet the criteria specified below:

1. To be eligible to serve as an Officer, a prospective nominee shall be a member of an active GFWC Massachusetts Club. She shall have served as President of such a club for at least one year and/or as a member of the Board of Directors of GFWC Massachusetts for at least two 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 Nominating Committee Chairman.

B. The names of these qualified, endorsed candidates shall be included in the slate of officers presented by the Chairman.

C. The Nominating Committee shall select candidates for all officer positions with no endorsed candidate. These candidates must meet all criteria delineated in A1. A majority vote of the Nominating Committee Members shall determine the candidates who shall be included in the slate of officers.

D. No member of the Nominating Committee shall offer anyone a nomination.

E. 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. The Chairman will keep a record of all communications.

F. Only the Chairman of the Nominating Committee shall issue confirmations in writing to all nominees for Officers. These confirmations will be issued prior to the Board of Directors meeting before Midwinter Meeting. Replies to this confirmation shall be due no later than two weeks after receipt.

G. The entire slate shall be completed and reported out at the Board of Directors Meeting prior to Midwinter Meeting. Prior to this reporting, all discussion by the committee shall be strictly confidential.

H. The report of the Nominating Committee will be sent with the *Call* to Midwinter Meeting.

Section 3. Chairman of Nominating Committee

A. The Chairman shall serve as a member of the Board of Directors for the administration elected at the Annual Convention of that same even year.

B. The Chairman shall:

1. Supervise all nominating procedures in accordance with current Bylaws.
2. Appoint a member of the Nominating Committee as Secretary to record the proceedings of the Nominating Committee meetings.

Section 4. 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.

C. A copy of the qualifications and resume must be submitted to the Recording Secretary at the time of the nomination.

Section 5. Election at Annual Convention

A. If there is more than one nominee for an Officer position:

1. A resume from the nominees, not to exceed 300 words, shall be included in the *Call* to Annual Convention;
2. A presentation of not more than three minutes duration shall be given by each nominee at Annual Convention 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 Convention in the even-calendar year.

C. The election of Officers shall be by ballot at the Annual Convention in the even-calendar year, a majority of votes cast being necessary to elect. If there are more than two candidates for a specific office, 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 Convention and shall serve for a term of two years or until their successors have been elected.

E. No Officer 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.

F. Any member filling an Officer's (except President) 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 's (except President) 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 Convention 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.

Article XII—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 the EC.

Section 2. The Annual Convention, for receiving reports and for transacting other business, shall be held in May, the date and place to be determined by the EC. In the even-calendar year it shall also include election of Officers.

Section 3. Special meetings of GFWC Massachusetts may be called by the President and must be called by her upon receipt of the written request of twenty GFWC Massachusetts clubs. The President shall acknowledge receipt of the request within ten business days. The meeting must be called within ninety days of receipt of request. Notice of a special meeting shall be sent at least forty-five days prior to the meeting to every Board of Directors member, Club president and member at-large, stating date, time, location and purpose of the meeting. The only business to be conducted is that for which the meeting is called.

Section 4. Electronic Meeting. Statewide Electronic Meetings may be conducted subject to all meeting rules set forth in the GFWC MA Bylaws, Standing Rules, or Robert's Rules of Order, 12th Edition, and must include the ability for all members to be simultaneously heard. Voting and Elections may also be conducted electronically or by mail as authorized by the EC and the majority of the Board of Directors.

A. Current and future types of allowable Electronic Meetings include:

1. Full-featured internet, or combination internet/telephone, meeting services that integrate audio (and optionally video), text, and voting capabilities.
2. Telephone meetings, with internet services for conducting secret votes and sharing documents.
3. A speakerphone in the meeting room to allow members who are not physically present to participate by telephone.
4. Telephone meetings without internet support (and without any central meeting room).

B. The EC, Board of Directors, Committee Chairman may also authorize and utilize electronic platforms to conduct their smaller committee meetings.

Article XIII—GFWC Massachusetts Scholarship Committee

Section 1. There shall be three members of the GFWC Massachusetts Scholarship Committee consisting of the Chairman of the Finance Committee, the Chairman of the Community Service Program Education and Libraries and one member-at-large appointed as the Chairman of the GFWC Massachusetts Scholarship Committee.

A. The Board of Directors at its January meeting in the even-calendar year, on nomination by the EC, shall elect the member-at-large to the Committee for one administration beginning at the date of the next Annual Convention of GFWC Massachusetts. The elected committee member shall not serve for more than one administration.

Section 2. The GFWC Massachusetts Scholarship Committee shall be responsible for updating and distributing GFWC Massachusetts' scholarship forms and shall oversee the judging and selection of recipients for the scholarships.

Section 3. Each year, the GFWC Massachusetts Scholarship Committee will expend the funds from the GFWC Massachusetts Scholarship Fund as determined by the Finance Committee and approved by the EC and Board of Directors for scholarships.

Section 4. Scholarship decisions may be made at a committee meeting or via electronic communication. A majority vote of the members is required for a decision to carry. Documentation of the vote shall be presented to the Board of Directors at its next meeting.

Article XIV—Memorial Education Scholarship Committee for Graduate Studies

Section 1. There shall be five members of the Memorial Education Scholarship Committee for Graduate Studies consisting of the President, the Treasurer and three members of GFWC Massachusetts.

A. The Board of Directors at its January meeting in the even-calendar year, on nomination by the EC, shall elect three committee members for the Memorial Education Scholarship Committee for Graduate Studies for one administration beginning at the date of the next Annual Meeting of GFWC Massachusetts. One committee member shall be appointed by the EC as Chairman. No elected Committee member shall serve for more than one administration unless appointed by the EC as Chairman in the next administration.

B. The Board of Directors, except as otherwise provided above, at any regular meeting, upon nomination by the EC, shall fill any vacancy in the elected membership of the committee.

Section 2. GFWC Massachusetts shall maintain an institutional fund designated as the Memorial Education Scholarships for Graduate Studies. The scholarships should honor Past Presidents of GFWC Massachusetts and given 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; and
3. Maintain a residence in Massachusetts.

Section 3. The Memorial Education Scholarship Committee for Graduate Studies shall be responsible for updating and distributing its forms and shall oversee the judging, interview and selection of recipients for the scholarships.

Section 4. The amount of monies awarded each year will be determined upon recommendation of the Finance Committee, by approval of the EC and by vote of the Board of Directors.

Section 5. Scholarship decisions may be made at a committee meeting or via electronic communication. A majority vote of the members is required for a decision to carry. Documentation of the vote shall be presented to the Board of Directors at its next meeting.

Article XV—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, consisting of five members including a Chairman and three elected members. The Chairman of the Environment Community Service Program shall serve as a committee member ex-officio with full voting privileges.

A. The Chairman and the elected members shall be nominated by the EC and elected by the Board of Directors 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 Board of Directors at any regular meeting, upon nomination of the EC, 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 Convention, to the EC when necessary and at such other times as the Board of Directors may request;

B. Any expenditure in excess of one hundred (\$100) shall be approved by vote of the EC and reported to the Board of Directors 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 XVI--Headquarters Commission

Section 1. There shall be a Headquarters Commission consisting of six (6) Trustees, the President, First Vice President, Treasurer and three members of GFWC Massachusetts.

A. The Board of Directors at its January meeting in the even-calendar year, on nomination by the EC, shall elect three Trustees for the Headquarters Commission for one administration beginning at the date of the next Annual Convention of GFWC Massachusetts. No elected Trustee shall serve for more than one administration unless appointed by the EC 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 Board of Directors at any regular meeting, upon nomination by the EC, 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 Convention, and to the Board of Directors at such other times as the Board may request;

E. 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 Board of Directors 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 Board of Directors, with the approval of the EC, improvements and renovations to the building;

C. To approve all acquisitions and gifts to Headquarters;

D. To refer all requests for funding to the EC for final approval by the Board of Directors.

Article XVII--Official Publication

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

Section 2. The President shall appoint the Editor.

Section 3. It shall be issued electronically four times a year. Single copies are available upon request.

Article XVIII—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 XIX—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 Board of Directors, by the EC, by the Bylaws Committee, by Junior Membership, by Juniors 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, Board of Directors 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 Board of Directors for its consideration and recommendation.

Section 3. All proposed amendments to the Bylaws shall be sent to the Bylaws Committee ninety days prior to the Fall, Midwinter or Annual Convention, unless otherwise voted by the Board of Directors. They shall not be subjected to postponement or tabling.