

General Federation of Women's Clubs of Massachusetts
Lynne M. Stader, President

The Bylaws Committee presents the following amendments to the Bylaws for consideration at GFWC Massachusetts Annual Convention to be held May 2-3, 2020 in accordance with Article XX, Amendments, Section 2. The proposed amendments are presented with the recommendation of the Executive Board.

1.) Article IX—Junior Membership

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.

~~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.~~

a. Amend Article IX Junior Membership, Section 3- strike Section 3 D in its entirety;

Section 4. Officers

~~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;~~

b. Amend Article IX Junior Membership, Section 4-strike B in its entirety and replace with the following new language:

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.

Section 5. Executive Board.

A. There shall be an Executive Board composed of the Officers, ~~a District Representative~~ **two Nominating Committee members from each District in which there are Junior Woman's Clubs holding active membership, elected from the slate at the even-calendar year Annual Meeting,** and 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;**

c. Amend Article IX Junior Membership, Section 5-strike "a District Representative from each District in which there are Junior Woman's Clubs holding active members and"; insert **two** before the word Nominating, insert an **S** at end of member, insert **elected from the slate at the even-calendar year Annual Meeting** before the Chairmen; and insert **the Assistants to the Director**

of Junior Clubs, and Chairmen of Special Committees approved by the Executive Board after Committees; and insert a new sentence to read: **A parliamentary advisor may be appointed by the Director to offer guidance to the Executive Board.**

Section 9. Nominations and Elections. The procedure for nominations and elections shall correspond to that of GFWC Massachusetts, except that there shall **only** be ~~one person~~ **two members of** ~~on~~ the nominating committee **elected by all delegates at the even-calendar year Annual Meeting** ~~from each District in which there are Junior Clubs holding active membership.~~

d. Amend Article IX Junior Membership, Section 9-strike “one person on” and “from each District in which there are Junior Clubs holding active membership”; and insert **only** after shall, **two members of** after be, and **elected by all the delegates at the even-calendar year Annual Meeting** after committee.

If adopted, it would read:

Article IX—Junior Membership

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. 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 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.

Section 4 Officers

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.

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.

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.

- **Rationale:** Because Section 1 of Article IX specifically says Junior Membership shall be governed by the Bylaws of GFWC of MA, except as otherwise provided in that Article, the Bylaws must not conflict with Junior Membership's Standing Rules. The Executive Board of Junior Membership voted to delete District Representatives (they have those rather than DD who serve a different role) from their Standing Rules, changed the Nominating Committee, and changed requirements for serving as an officer other than Director. Therefore, the Bylaws need to be updated.

2.) Article V-Officers, Council and Their Duties

Article V-Officers, ~~Council~~ **Executive Committee (EC)** and Their Duties

a.) Amend Article V title-strike "Council" and insert **Executive Committee (EC)**

Section 1 ~~Council~~ **EC**

B. The Officers along with the Director of Junior Clubs shall constitute ~~Council~~ **the EC**.

Section 2. Duties of Officers and ~~Council~~ **EC**

I. The ~~Council~~ **EC** shall:

b.) Amend Article V Section 1 title, Section 1B, and Section 2I title-strike Council and insert **EC**; throughout the rest of Bylaws-strike Council and insert **EC**.

If adopted, it would read:

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

Section 1 EC

B. The Officers along with the Director of Junior Clubs shall constitute the EC.

Section 2. Duties of Officers and EC

I. The EC shall:

- **Rationale:** to bring Bylaws in line with terminology of GFWC

3.) Article VI-Districts and Directors

~~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 prepare an annual report of work of the clubs in her district and submit to the Dean of directors.~~

Amend Article VI-strike in its entirety. If approved, renumber remaining Bylaws and throughout the Bylaws strike District Directors and reference to districts.

- **Rationale:** Position no longer needed with reduction in number of clubs.

4.) Article VII-~~Executive Board~~ Board of Directors and Its Duties

Section 1. The ~~Executive Board~~ **Board of Directors** 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

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

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

Amend Article VII- in the title and in Section 1 strike Executive Board and insert Board of Directors; in Section 2 C strike "Eighteen" and insert **Fifteen**; and in Section 3 strike Executive Board and insert **Board of Directors**.

If adopted, the Bylaws would be changed throughout to use Board of Directors instead of Executive Board.

- **Rationale:** This goes along with change to Article V to use GFWC terminology.

5.) Article XII—Nominations and Elections

Amend Article XII-strike the current language in its entirety. Insert the following new language with the proviso that the Chairman for the 2020-2022 administration will be the Chairman elected at the March 5th Executive Board meeting per Bylaws in effect at that time. Strike the Nominations/Elections Guide at end of Article XII in its entirety.

Article XII—Nominations and Elections

Section 1. Nominating Committee

A. There shall be a Nominating Committee consisting of 5 members. The Committee shall include:
a) three clubwomen nominated by Council at their first meeting in the odd-calendar year before Annual Convention and elected by the Executive Board 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 Council and elected by the Executive Board 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 3 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 Executive Board for acceptance. The Executive Board shall fill the vacancy, on nomination by Council.

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 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 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 Executive Board meeting before Mid-winter 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 Executive Board Meeting prior to Mid-winter 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 Executive Board 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.

A. 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.

B. 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 (3) 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 (2) 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.

- **Rationale:** With change in structure, nominating also needed to be changed

6. Article XVI—Memorial Forest

Section 2. The Memorial Forest shall be supervised and administered by the Memorial Forest Committee, consisting of five members including a Chairman and ~~two~~ **three** elected members. The ~~Southern/MetroWest District Director and the~~ Chairman of the Environment Community Service Program shall serve as committee members-ex-officio with full voting privileges.

Amend Article XVI Section 2-strike "two" before elected and insert **three**, strike "Southern/MetroWest District Director and the" before Chairman, strike the "s" on committee members, and strike "three" before elected.

If adopted, it would read:

Article XVI—Memorial Forest

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 committee member ex-officio with full voting privileges.

- **Rationale:** If District directors are eliminated, the make-up of this committee will be impacted. To keep the membership at 5, it is suggested an additional member be elected.