

GFWC-Washington State

Bylaws

Amended April 2018

GFWC-WS BYLAWS

September 2021

ARTICLE I - MEMBERSHIP

Section 1.1 Membership.

Membership in the GFWC-Washington State (GFWC-WS) shall consist of two types of organizations: woman's clubs, (including departments of clubs and organized sections of club) whose work is germane to the mission of GFWC-WS; and Juniorette clubs, whose work is germane to the mission of GFWC-WS. Juniorette clubs shall be composed entirely of young women, ages 12-18, and formed under the sponsorship of any active GFWC-WS Club. Member organizations shall be self-governed by bylaws conforming to those of GFWC-WS. The Executive Committee shall determine eligibility.

A. Application for Membership.

1. Application shall be made directly to the GFWC-WS Membership Chairman, and shall include an entrance fee of ten dollars (\$10.00), a copy of bylaws, list of members, and per capita dues payable to GFWC-WS.
2. Clubs joining after March 1 shall be exempt from per capita dues until July 1, and shall be given GFWC-WS convention credentials.

B. Termination of Membership & Reinstatement

1. Clubs may terminate membership by non-payment of dues for one year or by written resignation sent to the GFWC-WS President and GFWC-WS Vice-President.
2. If a club's activities and purposes have been proven to be incompatible with those of GFWC-WS, its membership may be terminated by a two-thirds (2/3) vote of the Board of Directors and ratification at the next annual convention.
3. Clubs seeking reinstatement shall follow the procedure for entrance of new clubs.

Section 1.2 Members-At-Large Club.

- A. Eligibility. Anyone who embraces the objectives of the General Federation of Women's Clubs and of GFWC-Washington State, and does not have access to an active GFWC-WS club, shall be eligible to join this club.
- B. Termination of Membership. Members-at-Large may terminate their membership by non-payment of dues by the delinquent date or written resignation.
- C. Reinstatement. Members-at-Large may reinstate their membership by paying the current year's dues.
- D. Voting Privileges. Voting privileges and representation shall follow the procedure outlined in Article XI for voting delegates and non-voting members.
- E. Annual Meeting. The annual meeting of the Members-at-Large Club shall be held during the annual GFWC-WS Convention. The purpose of the meeting shall be to:
 1. Elect a president in the even numbered year, who shall be a member of the Board of Directors by virtue of her office.
 2. Elect delegate(s) to the GFWC International Convention.

Section 1.3 Districts. Districts may be formed by clubs in specified geographical locations. Districts shall interpret Federation programs and act as a liaison between the clubs and GFWC-WS. Districts shall be governed by their own bylaws, which shall conform to those of GFWC-WS. Presidents of such districts shall be members of the Executive Committee and the Board of Directors of GFWC-WS by virtue of their office.

1. Minimum Requirement. There shall be a minimum of three per capita dues-paying clubs in each district. A district that does not meet the minimum requirement of three clubs shall

- be officially notified, no later than February 1, by the GFWC-WS Treasurer with a copy sent to the GFWC-WS President and the Membership Chairman.
2. Following notification to such districts, the President and Membership Chairman shall offer assistance to help the District President start new clubs and/or recruit non-federated clubs.
 3. If, after one full year of effort, the district has not attained the minimum requirement, its clubs shall be assigned to a neighboring district until such time as requirements are met to re-establish the district or become a State Federated Club.

ARTICLE II – EPSILON SIGMA OMICRON (ESO) AND PRESIDENTS EMERITUS ORGANIZATIONS

Section 2.1 Epsilon Sigma Omicron (ESO). ESO shall provide opportunities for continuing education for members of GFWC-WS. Any member of GFWC-WS may become a member of ESO by complying with its bylaws, which must be in accord with the bylaws of GFWC-WS.

- A. Meetings. ESO members shall meet regularly at GFWC-WS Convention and Board meetings. They shall elect a Director at the convention in even-numbered years, who shall conduct state ESO work and approve new ESO chapters in GFWC-WS. The ESO Director shall be a member of the GFWC-WS Board of Directors.
- B. Termination of sponsorship of an ESO chapter may be made by a majority vote of the GFWC-WS Board of Directors upon recommendation of the ESO Director.

Section 2.2 Presidents Emeritus. There shall be a Presidents Emeritus organization composed of past and current District Presidents and past District Directors of Junior Clubs. This organization shall be governed by its own bylaws, which must be in accord with the bylaws of GFWC-WS. The president of Presidents Emeritus shall serve on the GFWC-WS Board of Directors.

ARTICLE III – DUES AND FINANCE

Section 3.1 Dues. Dues shall be payable July 1, due November 1, and delinquent December 1, payable directly to the GFWC-WS Treasurer, who shall maintain the official membership roster.

- A. Member clubs shall pay annual GFWC per capita dues and GFWC-WS per capita dues, which includes a subscription to the *Washington Clubwoman*. (See Standing Rule “Finances #1”.)
- B. Members of the GFWC-WS Members-at-Large Club shall pay annual dues of \$35.00, which includes GFWC and GFWC-WS per capita dues, subscriptions to the *Washington Clubwoman* and the *GFWC Clubwoman* magazine, and Calls to GFWC-WS Convention and Board meetings.

Section 3.2 Depositories. Depository and investment of all funds shall be invested in an accredited financial institution or trust company as approved by the Executive Committee upon recommendation of the Budget & Finance Committee. All monies, except those for the Endowment Fund, are received by the Treasurer and deposited. Monies intended for the General Fund and Federation Forest investment funds are invested by the Financial Secretary. Endowment Fund donations are invested by the Endowment Trustee.

Section 3.3 Educational Scholarship Fund. Monies received for the Educational Scholarship Fund are to be combined into a single scholarship fund to be invested through the GFWC-WS’s outside Financial Advisor. Returns on these investments will be used to provide educational scholarships awarded annually as recommended by the Educational Scholarship Fund Trustees.

Section 3.4 Interest: Interest received from completed endowment funds shall be transferred into the General Fund. Interest received from Federation Forest funds shall be used for the that purpose.

Section 3.5 Budget. The Budget & Finance committee shall recommend an annual budget to the Board of Directors for approval at the Fall Board meeting.

Section 3.6 Disbursements. Disbursement of all GFWC-WS funds shall be by check. Disbursements will be authorized by vouchers signed by the Financial Secretary and sent to the Treasurer for payment, in accordance with the budget adopted by the Board of Directors. Unbudgeted items shall be approved by the Board of Directors.

Section 3.7 Remittances. All money paid to the GFWC-WS for any purpose, including contributions to projects endorsed by GFWC-WS, shall be in the form of cash, postal money order or check, made payable to GFWC-WS, and sent to the Treasurer unless otherwise directed.

Section 3.8 Fiscal Year. The fiscal year shall be from July 1 through June 30.

Section 3.9 Financial Review. All GFWC-WS accounts, including financial transactions of General, Endowment, Educational Scholarship, and Federation Forest funds, shall be submitted for financial review at the close of the fiscal year by a qualified person or firm approved by the Budget & Finance Committee.

ARTICLE IV – OFFICERS AND DUTIES

Section 4.1 Officers.

- A. Elected Officers of GFWC-WS shall be President, President-elect, Vice-President, Secretary, and Treasurer.
- B. Appointed officers shall be Administrative Secretary, Financial Secretary, and Endowment Trustee.

Section 4.2 Eligibility. Officers must have active membership in a GFWC-WS club in good standing.

- A. Candidates for elected offices must be endorsed by their district, and no more than two elected officers from any one district may serve concurrently.
- B. Candidates for the offices of President, President-elect; and Vice-President shall have served as a District President.

Section 4.3 Term of Office. Officers shall be elected in the even-numbered years for a term of two years. The term of office shall begin at the adjournment of the GFWC convention following the GFWC-WS convention at which the election is held.

- A. If the GFWC convention should be held prior to the GFWC-WS convention, the term of office shall begin at the adjournment of the GFWC-WS convention.
- B. Any part of a term over one year shall be considered a full term, except for the President-elect who has filled a vacancy in the office of president. No elected officer may serve a consecutive term in the same office with the exception of treasurer who shall serve no more than two consecutive terms.

Section 4.4 Vacancy.

- A. In case of vacancy in the office of President:
 1. The President-elect shall accede to the office and serve the remainder of the term.
 2. If the President-elect has acceded to the office of President and will serve less than one year, she must declare to the Election Committee within 30 days of assuming the office of her intention to serve a full term.
- B. In case of a vacancy in the office of President-elect, the Vice-President may accede to the office. If she declines the office, it shall be filled by the Executive Committee by appointment of a person

meeting the eligibility requirements of Section 4.2 Eligibility. Any such appointment shall be approved by the Board of Directors within 45 days, by mail or e-mail vote if necessary.

1. Anyone who has acceded to the office of President-elect and wishes to become President must become a candidate for the office of President at the next election.
 2. Any officer declining the office of President-elect shall continue in her current office for the remainder of the term.
- C. Vacancies in any other elected office shall be filled for the remainder of the term by the Executive Committee within 30 days via mail or e-mail vote, after consultation with the Nominating Committee, by a person meeting the eligibility requirements of Section 4.2.
- D. If an officer is unable to perform the duties of her office for a period of three months, the office shall be declared vacant by the GFWC-WS Executive Committee.

Section 4.5 Annual Reports.

- A. Officers, elected and appointed, shall present reports as directed by GFWC, the President, or the Board of Directors.
- B. They shall forward records pertinent to their offices to their successors immediately following the convention at which they leave office, or as soon thereafter as expedient.

Section 4.6 Duties of Elected & Appointed Officers. The elected and appointed officers shall be members of the Board of Directors, and their duties shall include the following:

- A. **President.** The President shall be the official representative of GFWC-WS. She shall serve as liaison between GFWC-WS and GFWC, and shall be responsible for the overall planning and direction of Federation programs. She shall:
 1. Preside at all business meetings of GFWC-WS, the Board of Directors and the Executive Committee.
 2. With approval of the Executive Committee, appoint to fill these positions: Parliamentary Advisor, Administrative Secretary, Convention & Meetings Program Chairman, Educational Scholarship Trustee, Community Service Programs and Special Projects Chairmen, and chairmen and members of all Standing and Special Committees, except as otherwise provided in these bylaws. She shall appoint to fill vacancies in these positions as they may occur.
 3. Recommend to the Executive Committee appointees for the positions of Financial Secretary, Endowment Trustee, and *Washington Clubwoman* Editor.
 4. Be a member of the Budget & Finance and Strategic Planning committees.
 5. Serve as ex-officio member of all committees except the Nominating Committee.
 6. Chair the Board of Management of the *Washington Clubwoman*, and approve the final copy before publication of the *Washington Clubwoman*.
 7. Visit each district at least once during her term of office.
 8. Be responsible for the planning of the annual convention and fall board meetings.
 9. Issue, with the Administrative Secretary, the Call to the Convention, Fall Board and any other regular and special meetings.
 10. In cooperation with the Vice-President, offer assistance to those District Presidents whose districts do not meet the minimum requirements for GFWC-WS Districts as outlined in Section 1.3A of these bylaws.
 11. Take a vote of the Executive Committee or Board of Directors by mail or e-mail in emergencies. A report of any action taken shall be verified and made a part of the minutes of their next meeting.
 12. Co-sign with the President-elect all contracts extending beyond the duration of her term of office.

B. President-elect. The President-elect shall:

1. In the absence of the President, assume her duties.
2. Serve as Counselor to District Presidents and assume other duties as assigned by the President.
3. Be a member of the Budget & Finance Committee and chair the Strategic Planning Committee.
4. Plan and prepare the program of work for the next administration.
5. Present a list of appointees as Community Service Programs and Special Projects chairmen, and members of standing committees, Parliamentary Advisor, and such other special chairmen and appointments as necessary for the next administration, at a meeting of the incoming Executive Committee after its election and prior to installation to office in the even-numbered year.
6. Work two years in advance to select locations, and prepare a schedule of time and place for the Annual Conventions and Board meetings during the next administration.
7. Co-sign with the GFWC-WS President all contracts for meeting locations secured for the next administration.

C. Vice-President. The Vice-President shall assume the duties of president in the absence of both the President and President-elect, and shall:

1. Serve as Counselor to the Club Presidents and assume other duties as assigned by the President.
2. Be a member of the Strategic Planning Committee and a conference member of the Budget & Finance Committee.

D. Secretary. The Secretary shall keep a record of the proceedings of all meetings of GFWC-WS, the Board of Directors, and Executive Committee, and shall:

1. Provide copies of minutes of the GFWC-WS Convention, Board of Directors, and Executive Committee to the President and Administrative Secretary within 30 days after each meeting.
2. Read the correspondence of GFWC-Washington State at all Conventions and Board of Directors meetings and assume duties as requested by the President.
3. Retain each year's original minutes in the GFWC-WS Minutes Book for a period of ten years before forwarding them to the History & Resource Committee for archival.
4. Be a member of the Strategic Planning Committee.

E. Treasurer. The Treasurer shall be bonded, and shall:

1. Chair the Budget & Finance Committee and prepare an annual budget, along with the Financial Secretary, for consideration of the Budget & Finance Committee.
2. Affix her signature along with that of the Financial Secretary on the accounts signature card with only one signature required, so in her absence, the Financial Secretary may sign checks.
3. Collect dues, fees, and donations other than Endowment Fund donations, from clubs belonging to GFWC-WS.
4. Be responsible for all monies deposited in a financial institution, advising the Financial Secretary, so accounts may be properly credited.
5. Notify clubs with unpaid dues of the November 1 deadline, prior to November 15.
6. Pay all bills after receipt of vouchers from the Financial Secretary.
7. Be a member of the Strategic Planning Committee and the *Washington Clubwoman* Board of Management.
8. Maintain the official GFWC-WS membership roster of active clubs and their paid members, updating it and the GFWC database (x-catalyst) and e-mailing the updated roster to the President and *Washington Clubwoman* Editor as they may require.
9. Prepare voting credentials for the members and clubs entitled to vote at the upcoming State Convention and forward as directed by the President.

10. Notify any district that does not meet the minimum requirement of three per capita dues-paying clubs no later than February 1, with a copy to Executive Committee members.
11. Send a list of clubs eligible for Awards to Community Service Program and Special Projects chairmen by February 1 each year, with a copy to Executive Committee members.
12. Present records by August 1 of each year of all accounts, including those of the Financial Secretary and Endowment Trustee, for financial review by a qualified person or firm approved by the Budget & Finance Committee.
13. After completion of her term, transfer all funds and financial records of the Federation in her custody to her successor.

F. **Financial Secretary.** The Financial Secretary shall be bonded, and shall be eligible for reappointment to two additional terms (a total of six consecutive years) as may be approved by the Executive Committee. She shall:

1. Be a member of the Budget & Finance Committee and, along with the Treasurer, prepare an annual budget for consideration of the Budget & Finance Committee.
2. Be a member of the *Washington Clubwoman* Board of Management, and an advisory member of the Executive Committee.
3. Prepare vouchers for all expenditures within budget and send to the Treasurer for payment.
4. Advise the President and the Budget & Finance Committee quarterly on the financial status of GFWC-WS.
5. Prepare a statement of receipts and disbursements, which shall be presented in writing to members at the pre-convention Board meeting and Annual Convention.
6. Affix her signature along with that of the Treasurer on the account signature card with only one signature required, so the Financial Secretary may sign checks in absence of the Treasurer.
7. Advise the Executive and Budget & Finance committees of all changes in reinvestment of funds.
8. Submit books, along with those of the Treasurer and Endowment Trustee, for financial review by August 1 of each year.

G. **Endowment Trustee.** The Endowment Trustee shall be bonded, and shall be eligible for reappointment to two additional terms (a total of six consecutive years) as may be approved by the Executive Committee. She shall:

1. Be an advisory member of the Executive Committee.
2. Be a member of the Budget & Finance Committee.
3. Directly receive all contributions to the Endowment Fund.
4. Invest completed endowment funds in investments approved by the Budget & Finance Committee under the direction of the investment companies acceptable to the Executive Committee.
5. Secure approval of the Budget & Finance Committee of any proposed changes in investments.
6. Submit her books with those of the Treasurer and Financial Secretary for financial review by August 1 of each year.
7. Present written reports on the status of the Endowment Funds at the Annual Convention and fall Board of Directors meeting.

H. **Administrative Secretary.**

1. At the direction of the GFWC-WS President prepare and duplicate the administration handbooks and directories. Oversee the distribution of handbooks and directories to the Board of Directors and Club Presidents.
2. Duplicate and distribute approved minutes of the Executive Committee, Board of Directors and Convention meetings to the Executive Committee.
3. Perform such other duties that shall be assigned to her by the President.

ARTICLE V – BOARD OF DIRECTORS

Section 5.1 Composition & Eligibility.

- A. The Board of Directors shall consist of the Elected and Appointed Officers, District Presidents, GFWC-WS Past Presidents, GFWC-WS Community Service Programs and Special Projects chairmen or committee members, chairmen and members of Standing and Special Committees, *Washington Clubwoman* Editor, ESO Director, President of Presidents Emeritus and Presidents of member clubs. The Parliamentary Advisor shall attend in an advisory capacity.
- B. GFWC-WS members serving on the GFWC Board or Western Region Board shall have a vote on the GFWC-WS Board of Directors.
- C. All members of the Board of Directors must have active membership in a GFWC-WS club in good standing.

Section 5.2 Duties. The Board of Directors shall transact the business of GFWC-WS between annual Conventions. It may delegate to the Executive Committee such power as it deems necessary. The President may take a vote of the Board of Directors by mail or e-mail when necessary. A report of any such action shall be verified and made a part of the minutes of the next Board meeting. The Board's duties shall include the following items, which also may be found elsewhere in these bylaws:

- A. Consider proposed amendments and revisions to GFWC-WS Bylaws, Standing Rules, Policies and Resolutions in the absence of the GFWC-WS Convention prior to the GFWC-WS Fall Board meeting.
- B. Elect the Nominating Committee from its members at its post-Convention meeting in even-numbered years.
- C. Adopt an annual budget.
- D. Approve special GFWC-WS projects or contests and endorsement of legislation or programs of other organizations.

Section 5.3 Meetings.

- A. The Board of Directors shall meet annual, the meeting to be held in the fall. In the even-numbered years there shall be a post-Convention meeting of the Board of Directors. Special meetings may be held at the call of the President or upon written request of three members of the Executive Committee, provided at least 30 days' notice is given and the business to be considered is fully stated.
- B. Due to the inability of the Board of Directors to meet in person, meetings may be held via virtual platforms (i.e. Zoom, etc.) to conduct the business of the organization.

Section 5.4 Quorum. Twenty-five Board members shall constitute a quorum at any regular or special meeting. Any vote taken by mail or e-mail must have a favorable reply from two-thirds of all Board members.

ARTICLE VI – EXECUTIVE COMMITTEE

Section 6.1 Definition. The Executive Committee shall consist of the Elected Officers, and District Presidents. They shall meet at the call of the President. Six members shall constitute a quorum.

- A. The Financial Secretary, Endowment Trustee and Parliamentary Advisor shall attend in an advisory capacity.

Section 6.2 Duties. The duties of the Executive Committee shall be to:

- A. Transact the business of GFWC-WS between meetings of the Board of Directors.
- B. Have final approval of all appointed positions proposed by the President.
- C. Interpret established policy and act upon matters which the President shall deem advisable.

- D. Determine registration fees for the Annual Convention and the Fall Board meetings with recommendation of the Budget & Finance Committee.
- E. Vote by mail, e-mail, or conference call in emergencies as deemed necessary by the President. A report of any action taken by mail, email and/or conference call shall be verified and made a part of the minutes of the next Executive Committee meeting.

ARTICLE VII – COMMUNITY SERVICE PROGRAMS & SPECIAL PROJECTS

Section 7.1 Definition. The GFWC Community Service Programs shall be the Arts and Culture, Civic Engagement and Outreach, Education and Libraries (including ESO), Environment, and Health and Wellness. The GFWC Special Projects and Programs shall be identified each administration. Each shall be administered by one chairman, or no more than two, who shall serve as liaisons between the GFWC chairmen and GFWC-WS district and club chairmen. They may serve no more than two consecutive terms (up to four years) in the same position. They shall:

- A. Correlate and promote the work of GFWC-WS with that of GFWC.
- B. Approve and present to the Financial Secretary all bills within their allotted portion of the budget.
- C. Distribute work guidelines to Clubs and District Presidents and counterpart Chairmen.
- D. Submit a typewritten report annually to the GFWC-WS President, the First Vice-President (Dean of Chairmen), and their GFWC counterparts by March 15 as per GFWC reporting requirements.
- E. Refer all questions requiring legislation to the GFWC-WS Legislation/Public Policy Chairman.
- F. Keep a full record of the accomplishments of their area of concern and deliver all records to their successor within one month of the end of their term.

ARTICLE VIII – COMMITTEES

Section 8.1 Standing Committees. Standing Committee members shall serve a term of two years and may be re-appointed for an additional two-year term unless otherwise specified herein. Any part of a term in excess of one year shall be considered a full term. Standing Committees, unless otherwise established by the Executive Committee, shall be:

- A. **Budget & Finance Committee.** The Budget & Finance Committee shall consist of the current GFWC-WS Treasurer who shall be chairman, and the President, President-elect, the immediate Past President and immediate past Treasurer, Financial Secretary and Endowment Trustee. The GFWC-WS Vice-President shall be a conference member without vote. This committee shall:
 - 1. Consider the annual budget prepared by the GFWC-WS Treasurer and Financial Secretary and submit a proposed budget to the Board of Directors for approval.
 - 2. Recommend to the Executive Committee the depository and investment for all monies held by GFWC-WS, including the Endowment Fund.
 - 3. Approve a qualified person or firm for the annual financial review.
 - 4. Recommend stipends for any paid personnel with final approval by the Board of Directors.
 - 5. Send copies of committee minutes to Executive Committee members not serving on the Budget & Finance Committee.
- B. **Bylaws Committee.** The Bylaws Committee shall consist of a chairman and two members. The Parliamentary Advisor shall serve as an advisor to the committee. Its duties shall be to:
 - 1. Annually consider and edit proposed amendments and recommendations for amendments to the Bylaws and Standing Rules as outlined in Article XVI.
 - 2. Prepare all proposed amendments to the Bylaws and Standing Rules for inclusion in the annual Call to Convention.
 - 3. Present all proposed amendments to the Bylaws and Standing Rules to the Board of Directors for appraisal and to the convention body for action.
- C. **Convention & Meetings Program Committee.** The Convention & Meetings Program Committee shall consist of a chairman and up to four more members, who will work with clubs near the

meeting site as needed to satisfy meeting requirements. The Convention and Meetings Program Chairman shall work closely with the President to plan and coordinate GFWC-WS conventions and meetings.

- D. **Credentials & Elections Committee.** The Credentials & Elections Committee shall number not more than three members. It shall be the duty of the committee to certify the eligibility of delegates and non-voting members and to prepare a list of accredited delegates entitled to vote. The Committee shall conduct the election and be responsible for coordinating the voting. They shall be responsible for closing the polls and for tabulating the results. The Chairman of this committee shall prepare ballots for GFWC-WS elections and, unless she is a candidate, be chairman of tellers.
- E. **Federation Forest Committee.** The Federation Forest Committee shall consist of two members, but not more than three, members. Members shall be appointed by the President in the even-numbered year of her administration. Members will serve for the duration of one administration with the option to be reappointed. The GFWC-WS President will appoint the committee chairman. Duties shall include:
1. Maintaining a good working relationship with park management team and participating in planning for park improvements at the invitation of the park's management team.
 2. Keeping GFWC-WS membership advised of the urgent status and condition of the park and our activities.
 3. Having knowledge of the park's history and GFWC-WS.
 4. Willing to travel to the park's location for special events or at least once a year.
 5. Advocating for the park.
 6. Gifts to the Federation Forest Fund shall be used as designated by the donor. Disbursements from Federation Forest Fund shall be authorized by the vote of the delegates at a GFWC-WS Convention session.
- F. **Fundraising Committee.** The Fundraising Committee shall consist of no more than five members. They shall develop ways and means projects for GFWC-WS and promote GFWC endorsed fundraisers to clubs.
- G. **History and Resource Committee.** The History and Resource Committee shall consist of three members for a term of six years each, with one member appointed by the President in the even-numbered year of her administration and the member having served six years retiring. Committee members shall advance with each administration to become chairman during the last two years of their term. Duties shall include:
1. Keep and compile a history of GFWC-WS, from year to year.
 2. Serve as custodian of GFWC-WS property for which no other provision has been made in the University of Washington Resource Center.
 3. The chairman of this committee may also serve as the GFWC-WS Special Projects WHRC Chairman.
- H. **Leadership Committee.** The Leadership Committee shall be composed of a Chairman appointed by the President and a member from each district appointed by the district president. It shall be the duty of this committee to actively promote and encourage leadership at all levels of GFWC. The Chairman shall oversee the GFWC LEADS Program, including the recruitment of candidates for the annual GFWC training.
- I. **Membership Committee.** The Membership Committee shall be composed of a Chairman appointed by the President and a member from each district appointed by the district

president. It shall be the duty of this committee to promote membership recruitment, retention and renewal at all levels of GFWC-WS.

- J. **Nominating Committee.** The Nominating Committee shall consist of five members, who shall be nominated from, and elected by, members of the GFWC-WS Board of Directors at the post-Convention meeting in even-numbered years. No district shall have more than one member on the committee, and the committee shall elect a chairman following their election. Duties of the committee shall be to:
1. Request names and endorsements of qualified candidates, authorized at a regular or special district meeting, from districts and recruit qualified candidates to fill the slate.
 2. Require district endorsement letters, with the candidate's picture and letter of consent, to be submitted to the Nominating Committee Chairman by November 15 of the odd-numbered years.
 3. Verify that candidates have met the requirements for office and notify their sponsoring districts and the GFWC-WS President of the slate of nominees.
 4. Send slate of nominees, with photos and bios including the President-elect's, to the *Washington Clubwoman* for publication in the issue prior to the election.
 5. Present the slate of nominees to the convention body in the even-numbered years.
- K. **Resolutions Committee.** The Resolutions Committee shall consist of a chairman and two members. They shall receive, consider and recommend resolutions pertinent to the work and objectives of GFWC-WS, and shall recommend that a resolution be rescinded when its purpose has been accomplished. It shall consider resolutions suggested by a club or district, the Board of Directors, Executive Committee, GFWC-WS chairmen of GFWC Community Service Programs and Special Projects, and GFWC-WS Resolutions Committee members by December 10 of each year. The committee shall submit proposed resolutions to the President by February 1 for inclusion in the Call to Convention. Standing Rules governing Resolutions shall be adopted by the Board of Directors.
- L. **Strategic Planning Committee.** The Strategic Planning Committee shall be composed of the GFWC-WS elected officers, with the President-elect as chairman. It shall be their duty to develop a Strategic Plan, regularly review the adopted plan, prepare amendments to the plan, and to submit the plan or amendments to the Board of Directors for adoption.

Section 8.2 Special Committees. Other committees shall be created as deemed necessary by the President, Executive Committee or Board of Directors, with appointments to these committees to be made by the President with the approval of the Executive Committee.

ARTICLE IX – EDUCATIONAL SCHOLARSHIP FUND

Section 9.1 Purpose. The Educational Scholarship Funds are to help Washington State women further their education.

Section 9.2 Board of Trustees. The Board of Trustees shall consist of two general members and the Financial Secretary as an advisory member with voting privileges. The general members' terms shall be four years. One trustee shall be appointed by the President in the even-numbered year of her administration, with the member having served four years retiring. A Trustee becomes chairman the last two years of their term.

Section 9.3 Educational Scholarship Fund. This fund shall consist of accrued interest on monies deposited in the Educational Scholarship fund, plus gifts from clubs and individuals designated for scholarships. Educational Scholarship Fund Trustees shall determine annually the nature, amounts, and recipients of each scholarship with approval of the Board of Directors. An amount not to exceed the accrued

annual interest plus gifts may be considered in giving such scholarships. Club gifts for scholarships shall be awarded as designated by the donors.

- A. Any GFWC-WS Club in good standing may submit one scholarship candidate.
- B. Scholarships shall be given to high school graduates/college students for undergraduate training in all fields of Science and Humanities at an accredited school in Washington State.
- C. All monies given to the Kathy Estep Scholarship Fund are to be deposited in the general Educational Scholarship Fund to be invested with other scholarship monies. Funds earned through Educational Scholarship Fund investments are given as an additional scholarship to the top GFWC-WS high school/college scholarship winner each year. The amount of the Kathy Estep Scholarship will be determined by the Educational Scholarship Trustees.
- D. Member Scholarships.
 - 1. Applicants must be active members in good standing in a GFWC-WS Club.
 - 2. More than one candidate may be submitted by each club.
 - 3. No more than one (1) member scholarship shall be awarded each year.

ARTICLE X – ENDOWMENT FUND

Section 10.1 Definition. An Endowment Fund has been established by the GFWC-WS through voluntary contributions by clubs and individuals. Income from the investments of this fund shall be used for operational expense of GFWC-WS. Interest received from completed endowment funds shall be transferred into the General Fund.

Section 10.2 Endowment Rolls. Contributions to the Endowment Fund shall be classified on the Endowment Rolls as follows:

- A. A Memorial List shall include the names of deceased persons for whom at least \$250.00 each has been contributed.
- B. A Goodwill Gift List shall include the names of clubs or individuals contributing \$250.00 or more. The name of an individual shall be transferred to the Memorial List upon the death of the individual.
- C. A Founder of the Endowment Roll shall include the names of clubs or individuals contributing \$100.00-\$249.00.
- D. An Honor roll shall include the names of the clubs or individuals contributing \$25.00-\$99.00. The names of the Honor Roll shall be listed only once, either in the *Washington Clubwoman* or the Directory.

ARTICLE XI – ANNUAL CONVENTION & SPECIAL MEETINGS

Section 11.1 Annual Convention. GFWC-WS shall hold an annual convention at a time and place having been selected in accordance with Article IV Section 4.6 B6. The Call to Convention shall be issued at least six weeks before the convention.

Section 11.2 Representation. Voting delegates to the Annual Convention shall be dues paying members of a GFWC-WS club in club in good standing. All voting delegates are required to pay the current meeting registration fee.

Section 11.3 Registration Fee. All GFWC-WS members, voting or non-voting, must pay the Convention registration fee, which shall be non-refundable.

Section 11.4 Quorum. The quorum for the Annual Convention shall be forty (40) voting members.

Section 11.5 Special Meetings.

- A. Special meetings of the membership may be called by the President when authorized by the Executive Committee. All business to be transacted must be stated in the Call, with at least one month notice given. Representation and quorum shall be as for the Annual Convention.
- B. A vote of member clubs may be taken by mail or e-mail upon approval of the Executive Committee, its quorum to consist of replies from two-thirds of the clubs in good standing.

ARTICLE XII – NOMINATIONS AND ELECTIONS

Section 12.1 Nominations. Nominations for the office of President-elect, and Vice-President shall be made by endorsement from the candidate's district in which she has served as President. No district shall have more than two officers serving on the Executive Committee at the same time.

Section 12.2 Nominations from the Floor. Nominations may be made from the floor following the report of the Nominating Committee. A candidate so nominated shall have obtained her district's written endorsement, which has been ratified at a regular or special district meeting. The written endorsement, along with written consent of the candidate, shall be presented to the Executive Committee prior to its pre-convention meeting of the election year.

Section 12.3 Nominating speeches. A nominating speech, not to exceed three minutes, may be made for each candidate by a member of her own district after the Nominating Committee's report and nominations from the floor.

Section 12.4 Election. Where there is only one candidate for each office, election shall be by voice vote. Where there is more than one candidate for an office, election shall be by ballot. A majority vote of the voting delegates, in attendance and voting, shall constitute an election.

Section 12.5 President-elect. A President-elect who was elected to her position shall automatically accede to the office of President without further endorsement or election. She shall provide the Nominating Committee Chairman, by November 15 of the odd-numbered year, with her picture and bio for placement in the *Washington Clubwoman*.

ARTICLE XIII – WASHINGTON CLUBWOMAN

Section 13.1 Definition. The *Washington Clubwoman* shall be the GFWC-WS official publication. An Editor shall be appointed in the even-numbered years by the Executive Committee, who may be reappointed without limitation.

Section 13.2 *Washington Clubwoman* Board of Management. The publication shall be under the direction of a Board of Management composed of the President as chairman, the Treasurer, the Financial Secretary, the Immediate Past President, and the *Washington Clubwoman* Editor. The Board of Management shall have the power to act in all matters pertaining to the finances and circulation of the publication.

ARTICLE XIV – PARLIAMENTARY ADVISOR

The Parliamentary Advisor shall be appointed by the President and attend meetings of the GFWC-WS Executive Committee, Board of Directors, Annual Convention and any special meetings called by the President, in an advisory capacity. She shall serve in an advisory capacity to the President and the GFWC-WS membership. As a dues paid member of GFWC-WS she shall be entitled to vote during the annual convention.

ARTICLE XV – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern GFWC-WS in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that GFWC-WS may adopt.

ARTICLE XVI – AMENDMENTS

Section 16.1. Amendments to these bylaws may be adopted at the Annual Convention by a two-thirds (2/3) vote of the members present and voting, provided the proposed amendment was appended to the Call to Convention. Amendments may be proposed by GFWC-WS elected officers, the Board of Directors, Executive Committee, Bylaws Committee, or any district or member clubs. Proposed amendments shall be sent to the President and to the Bylaws Committee Chairman and presented to the convention by the Bylaws Committee.

Section 16.2 In the absence of a GFWC-WS Convention prior to GFWC-WS Fall Board, the Board of Directors may consider and adopt amendments to these bylaws by a two-thirds (2/3) vote of the members present and voting, provided the proposed amendment was appended to the Call to Fall Board.

ARTICLE XVII – BYLAW REVISIONS

Section 17.1. Upon authorization of the Convention body, a complete revision of these bylaws may be considered during the even numbered years. A Revision Committee shall consist of a chairman and four members appointed by the President. The GFWC-WS Parliamentary Advisor shall act in an advisory capacity to the committee.

Section 17.2. The proposed revision shall be included in the Call to Convention at which the revision is to be considered.

ARTICLE XVIII – ETHICAL STANDARDS

Section 18.1 Ethical Standards. GFWC-WS requires its Officers, Board of Directors, Executive Committee, members, and constituent divisions to observe high standards of ethical conduct in the execution of their duties and responsibilities.

Section 18.2 Confidentiality. Officers, Board of Directors, Executive Committee, members, or constituent divisions shall not disclose confidential or proprietary information belonging to GFWC-WS or obtained through their affiliation with GFWC-WS, other than to persons who have a legitimate or legal need for such information.

Section 18.3 Conflict of Interest. Officers, Board of Directors, Executive Committee, members, or constituent divisions shall act in the best interest of GFWC-WS. They shall be disqualified from acting when they have any actual or potential conflict of interest that may impede or be perceived as impeding their capacity to act in good faith in the best interest of GFWC-WS.

A. **Presumption of Conflict.** A conflict of interest shall be presumed when:

1. An Officer or member of the Board of Directors; or
2. Any individual acting in that capacity for a member or constituent division; or

3. A member of their immediate family has a close affiliation or interest in an affected organization or company or could expect financial gain or loss from a matter being considered by GFWC-WS.
- B. Public Positions. No officer, member of the Board of Directors, member, or constituent division, while acting in an official GFWC-WS capacity, may take a public position on any issue:
 1. That is not in conformity with the official position of GFWC-WS; or
 2. On which GFWC-WS has taken no formal position.

Section 18.4 Indemnification. GFWC-WS shall indemnify, to the fullest extent permitted by law, any current or former Officer or member of the Board of Directors for liability resulting from acts taken on behalf of GFWC-WS in their official capacity. An individual shall be entitled to indemnity only to the extent that their conduct was authorized by GFWC-WS. The Board of Directors shall take action as may be necessary to authorize an appropriate amount of indemnification, after consulting with legal counsel.

ARTICLE XIX – POLICIES

Policies of GFWC-WS are established by:

- A. The Articles of Incorporation and Bylaws.
- B. Action taken by the corporate body.
- C. Resolutions adopted by convention action.
- D. Action of the Board of Directors or the Executive Committee as authorized by the subsequent convention.