

# **BYLAWS of Dunes Woman's Club**

## **As revised March 2019**

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### **ARTICLE I - GENERAL PROVISIONS**

#### **Section 1: Name**

This organization is incorporated and will operate under the provisions of the Indiana Nonprofit Corporation Act of 1991 (referred to in these Bylaws as "the Act") and] will be known as the Dunes Woman's Club, Inc. (referred to in these Bylaws as "the Dunes Woman's Club").

#### **Section 2: Type of Corporation**

The Dunes Woman's Club is a public benefit corporation, organized for a public or charitable purpose. As a public benefit corporation, upon the Dunes Woman's Club dissolution, the corporation must distribute the corporation's assets to an organization organized for a public or charitable purpose, a religious corporation, the United States, a state, or a person that is recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986.

#### **Section 3: Purpose**

The Dunes Woman's Club is organized exclusively for charitable and educational purposes, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of a future United States Internal Revenue law), the performance of any purpose which non-profit corporations are authorized under the Act, and more specifically: The Mission of the Dunes Woman's Club is to serve and enhance its local community by:

- improving its members through education
- supporting other organizations through donations
- providing volunteer service for community projects in the following areas:
  - Arts
  - Conservation and beautification
  - Education
  - Home life
  - Public Affairs, including: Community Health and Safety and Community Citizenship

#### **Section 4: Limitation of Methods**

The Dunes Woman's Club shall have, exercise, and enjoy all rights and powers provided under the Act and other applicable laws of the State of Indiana. The Dunes Woman's Club shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time, and the regulations promulgated pursuant to it. The powers of the Dunes Woman's Club shall include, but in no way be limited to, the

following:

- a. Providing facilities, volunteers, services, and funds to achieve the purposes of the Dunes Woman's Club,
- b. Receiving any real or personal property, tangible and intangible, by gift, grant, devise, or bequest, from any individual, government entity, foundation, or corporation, either public or private,
- c. Making grants, gifts, payments, or monetary or non-monetary contributions for exclusively charitable or educational purposes.

## **ARTICLE II - MEMBERSHIP**

The members of the Dunes Woman's Club shall consist of interested parties who wish to support the Mission of the Dunes Woman's Club.

### **Section 1: Eligibility for Regular members**

Any person of at least 18 years of age who supports the Mission of the Dunes Woman's Club.

### **Section 2: Term of Membership**

Membership shall begin upon payment of the required Membership Fee. Memberships shall expire annually but may be renewed with the payment of the annual membership fee by a current member.

### **Section 3: Membership Fee**

The amount of the membership fee shall be set as determined from time to time and assessed annually by the membership of the Dunes Woman's Club. Dues will be due and payable in September. Pro-rated dues, at half of the regular dues amount, are available for new members who join at the beginning of any calendar year.

### **Section 4: Termination**

- a) Any member may resign from the Dunes Woman's Club by voice or written notice to an officer of the Dunes Woman's Club. There will be no refund of any Membership fee.
- b) Any member may be expelled by a vote of the membership for non-payment of the annual membership fee after ninety (90) days from the due date, unless otherwise extended for good cause.
- c) Any member may be expelled by a majority vote of the membership at a Regular Meeting or Special Meeting of Dunes Woman's Club, for conduct unbecoming a member, or for conduct prejudicial to the aims or Mission of the Dunes Woman's Club, after the written notice of at least fifteen (15) days prior to the date the vote is to be taken, and an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of expulsion.

### **Section 5: Honorary Members**

From time to time the membership may confer the privilege of Honorary Membership upon an individual. The rights and privileges accorded to Regular Members shall be extended to Honorary Members, but does not require payment of dues.

Once conferred, the rights and privileges of Honorary Membership shall last throughout the life of the individual.

## **ARTICLE III MEETINGS OF MEMBERS**

### **Section 1: Regular Meetings**

- a) Regular meetings shall be held not less frequently than once a month from September through June, except in the month of January when there will be no meeting. No written notice of regular meetings is required.
- b) Except for the Annual Meeting, meetings may be postponed or committed by vote of the members or by vote of the Board of Directors.
- c) Meetings of the membership of the Dunes Woman's Club shall be held at various times and locations determined by the membership from time to time.

## **Section 2: Special Meetings**

- Special meetings may be called at any time by the President or by the request of any five (5) members or 10% of the membership (whichever is more). The method by which such meeting may be called is: Upon receipt of a specification in writing setting forth the date and object of such proposed special meeting, signed by the President or by five (5) members of Dunes Woman's Club, the Secretary shall prepare and distribute the notices.
- Notice of Special Meetings shall be in writing indicating the place, day, and hour of the meeting and shall be distributed by the Secretary of the Dunes Woman's Club or by the officers or people calling the meeting, to each member of record entitled to vote at such meeting at such address as appears in the records of the Dunes Woman's Club at least ten (10) days before the date of the meeting.

## **Section 3: Annual Meeting of the Members**

An Annual Meeting of the members shall be held each year during the month of June. One of the purposes of the Annual Meeting shall be the installation of officers for the upcoming year.

# **ARTICLE IV - OFFICERS AND DIRECTORS**

## **Section 1: Officers**

All Officers (President, President-Elect, Vice-President, Secretary, Treasurer, and Parliamentary Advisor) of the Dunes Woman's Club shall be installed by the membership at the regular Annual Meeting every second year, (the odd number year) and shall serve as Directors and Officers for a two year term or until their successors are elected and seated.

## **Section 2: Board of Directors**

The Board of Directors of the Dunes Woman's Club shall be comprised of not more than nine (9) members. The exact number of elected Directors may vary from time to time by amendment of these Bylaws, but in no event shall a decrease have the effect of shortening the term of an incumbent director. Directors shall serve a two (2) years term or until their successors are elected and seated.

# **ARTICLE V - NOMINATION, ELECTION, AND SEATING OF OFFICERS**

## **Section 1: Nominations**

- a) In the fall before elections are to take place, the President will appoint two (2) members of the Dunes Woman's Club, to serve as the Nominating Committee. This Committee shall meet and select a slate of nominees equal to the number of vacancies to be filled. This slate shall be presented to the President. A nominee must be an active member of the Dunes Woman's Club in good standing, and must have agreed to accept the responsibility of a Director and

Officer of the Dunes Woman's Club.

- b) The President shall notify the membership of the names of the people nominated as candidates for Directors and Officers during the month prior to the election. Additional nominations, if any, may be made from the floor at the time by the general membership.

### **Section 2: Election**

The officers shall be elected in May of the year in which they are to assume their duties. They shall be elected by ballot, except when there is only one candidate for each office, in which case the election may be by voice vote.

### **Section 3: Seating of Officers/Directors**

The Board of Directors shall be comprised of:

- Officers (President, President-Elect, Vice-President, Secretary, Treasurer, and Parliamentary Advisor) elected by the membership
- The three most recent Past Presidents of the Dunes Woman's Club, succeeding as their term of office expires

New Officers and Directors shall be seated, begin their terms, and assume their duties at the Annual Meeting in June of the year of their election.

### **Section 4: Removal of Directors**

Any Director may be removed by the membership of the Dunes Woman's Club by a two-thirds (2/3) vote of the membership at a Special Meeting called for that purpose.

### **Section 5: Vacancies**

Any vacancies created by resignation or death shall be filled by appointment of the Board of Directors. The appointed member shall serve the remaining term of the person whose vacancy was filled by appointment.

## **ARTICLE VI - CONDUCT OF BUSINESS OF THE DUNES WOMAN'S CLUB**

The membership of the Dunes Woman's Club as a whole is responsible for the election of officers, establishing the annual budget, setting membership fees, formulating the policies of the Dunes Woman's Club, and for managing its financial affairs and property.

### **Section 1: Presiding Officer at Meetings**

The President shall be the presiding officer at any meeting. In the absence of the President, a member of the Board shall preside.

### **Section 2: Powers and Duties**

All power and duties of the Dunes Woman's Club existing under Indiana Law, the Articles of Incorporation, and the Bylaws shall be exercised by the Dunes Woman's Club and its Board of Directors, agents, contractors or employees, subject to approval by the membership. Except as otherwise provided by the Articles of Incorporation, the Bylaws of the Dunes Woman's Club shall regulate the conduct of the affairs of the Dunes Woman's Club.

### **Section 3: Insurance**

The Membership and/or the Board of Directors of the Dunes Woman's Club shall be authorized to acquire insurance coverage from time to time as they may deem appropriate.

### **Section 4: Regular Meetings**

At any meeting of Dunes Woman's Club, one-third (1/3) of the membership at the time shall constitute a quorum for the purpose of conducting the business of the Dunes

Woman's Club.

### **Section 5: Meetings of the Board of Directors**

As necessary, the Board of Directors may meet to conduct business between the regular meetings of the membership. Five (5) members of the Board of Directors shall constitute a quorum for the conduct of the Dunes Woman's Club during a meeting of the Board of Directors.

### **Section 6: Voting**

In any proceeding in which voting by members is called for, each member shall be entitled to one (1) vote.

### **Section 7: Proxies**

No proxies shall be allowed.

### **Section 8: Parliamentary Law and Governing Rules**

All meetings of the Dunes Woman's Club shall be conducted in accordance with Roberts Rules of Order (most recently revised edition).

### **Section 9: Committees**

The Dunes Woman's Club shall have the power to designate and appoint such committees as it may deem necessary to properly manage and operate the Dunes Woman's Club and fulfill its purposes. Individuals other than members of the Board of Directors may be appointed to such committees. The committees include, but are not limited to:

- Auditing
- Bylaws
- Nominating
- Communication
- Fund Raising
- Facilities

### **Section 10: Audits**

At the Regular Meeting each June, the President shall appoint an Audit Committee. The committee shall review the books and records of the Dunes Woman's Club and present a complete financial report during the Regular Meeting in the month of October.

## **ARTICLE VII - OFFICERS OF THE DUNES WOMAN'S CLUB**

### **Section 1: Executive Officers**

The executive officers of the Dunes Woman's Club shall be a President, President-Elect, Vice-President, Secretary, Treasurer, and Parliamentary Advisor. These Officers shall be elected bi-annually by the membership.

### **Section 2: President**

The President shall be the chief executive officer of the Dunes Woman's Club. She shall have all powers and duties usually invested in the office of the President of a corporation, including but not limited to, the power to appoint committees from among the members from time to time as she may determine appropriate to assist in the conduct of the affairs of the Dunes Woman's Club.

### **Section 3: President-Elect**

The President-Elect shall assist the President in all areas as requested by the President and, in the absence of the President, shall exercise such other powers and perform such other duties as shall be prescribed by the Board of Directors.

#### **Section 4: Vice President**

The Vice President shall assist the President in all areas as requested by the President and, in the absence of the President and President-Elect, shall exercise such other powers and perform such other duties as shall be prescribed by the Board of Directors.

#### **Section 5: Secretary**

The Secretary shall prepare minutes of all proceedings of the meeting of members and Board of Directors. She shall attend to the giving and serving of all notices to members, Directors and others required by law. She shall keep and authenticate all records of the Dunes Woman's Club except those of the Treasurer, and will perform all other duties incident to the office of the Secretary of the Dunes Woman's Club, and as may be required by the President, the Board of Directors, or law.

#### **Section 6: Treasurer**

The Treasurer shall have custody of all property of the Dunes Woman's Club, including funds, securities, and evidence of indebtedness. She shall keep and authenticate all financial records of the Dunes Woman's Club in accordance with good accounting practices and she shall perform all other duties incident to the office of the Treasurer.

#### **Section 7: Parliamentary Advisor**

The Parliamentary Advisor shall be present at all meetings and shall be available to advise the Officers, Board of Directors, and Membership as to compliance with Roberts Rules of Order (as amended).

### **ARTICLE VIII - FISCAL MANAGEMENT**

The provisions for fiscal management of the Dunes Woman's Club set forth in the Articles of Incorporation shall be supplemented by the following:

#### **Section 1: Agreements**

The receipts and expenditures of the Dunes Woman's Club shall be credited and charged to accounts in a Cash Based Accounting System in accordance with generally accepted accounting practices.

#### **Section 2: Budget**

The members of the Dunes Woman's Club shall adopt a budget for each fiscal year which shall include the estimated funds required to defray common expenses and provide and maintain funds for the necessary accounts in accordance with generally accepted accounting principles.

#### **Section 3: Bank Depository**

The depository or depositories of the Dunes Woman's Club shall be such financial institutions having offices in Porter County, Indiana, as shall be designated from time to time by the membership and in which the monies of the Dunes Woman's Club shall be deposited. All monies paid to the Dunes Woman's Club shall be placed in a general operating fund. Withdrawals of monies from such accounts shall be by persons as are specifically designated and authorized by the Board of Directors.

**Section 4: Disbursements**

Disbursements from the Dunes Woman's Club's general checking account or accounts shall require the signature of two (2) of the Officers of the Dunes Woman's Club. Any and all withdrawals or transfers of funds of the Dunes Woman's Club from accounts with the depositories of the Dunes Woman's Club will require the signatures of any two of the persons whose authorized signatures shall be filed with the financial institution. The signatures on file with each of the corporate depositories shall be those of the President, President-Elect, and Treasurer.

**Section 5: Fiscal Year**

The fiscal year of the Dunes Woman's Club shall begin on September 1st each calendar year and close the next succeeding August 31st

**ARTICLE IX - AMENDMENTS**

These Bylaws may be amended or altered by a two thirds (2/3) vote of the membership at any regular or special meeting, provided that notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the members in writing at least ten (10) days in advance of the meeting at which they are to be acted upon by the members.

**Bylaws of the Dunes Woman's Club**

Adopted: May 9 2019  
Month/Day/Year

**Duly Witnessed and Signed by the President**  
of the Dunes Woman's Club

Beth Gassoway  
Signature