

**BYLAWS**  
**North Mecklenburg Woman's Club**  
Huntersville, North Carolina

**ARTICLE I – NAME**

The name of this organization is the North Mecklenburg Woman's Club.

**ARTICLE II – PURPOSE AND POWERS**

Section 1. Purpose

The North Mecklenburg Woman's Club (NMWC or Club) is a philanthropic organization committed to the promotion and support of educational, civic, and social progress in the community.

Section 2. Powers

The Club will operate exclusively within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

**ARTICLE III – MEMBERSHIP**

Section 1. Eligibility

Any resident of the community who is interested in supporting the purpose of the Club is a candidate for membership. Active membership status will be granted upon the completion of an application and the payment of annual dues.

Section 2. Annual Dues

The amount required for annual dues, as established by the Board of Directors, is subject to general membership approval.

Section 3. Quorum

A quorum, defined as the presence of at least 25 active members, must be present for any voting to take place at general membership meetings (including special meetings).

Section 4. Voting

A simple majority of those present at a meeting will determine an issue up for a vote, except an amendment to the Club's bylaws which will require a two-thirds (2/3) vote of the members present. Each active member will have one (1) vote.

## **ARTICLE IV – BOARD OF DIRECTORS**

The Board of Directors (Board) will include elected officers, appointed officers, and the immediate past President.

### **Section 1. Elected Officers**

The elected officers of the Club include the: President, First Vice President—Membership, Second Vice President—Fundraising, Third Vice President—Communications and Technology, Treasurer, Recording Secretary, and Corresponding Secretary.

- a) The newly elected President will call a meeting of these elected officers within one (1) month following their election to name the appointed officers of the Club.
- b) The elected officers may meet as a body in the case of an emergency.

### **Section 2. Appointed Officers**

The appointed officers include the chairpersons of the Club’s standing committees and such other appointees as are deemed necessary by the President.

### **Section 3. Board Meetings**

- a) Within one (1) month of the Board’s installation, the President will call for a meeting of the Board to determine the agenda for the coming year.
- b) Thereafter, the Board will meet on a regular basis with such meetings scheduled by the President.
- c) Special meetings of the Board may be called by the President or upon written request of three (3) Board members.
- d) The presence of a quorum is necessary for the transaction of business at regular and special meetings of the Board.
- e) All members of the Board are voting members unless stated differently in these bylaws. Each voting member has one (1) vote.

## **ARTICLE V – NOMINATIONS AND ELECTIONS**

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

- a) The Nominating Committee will be selected by the President with Board approval and presented to the general membership at the next monthly meeting.
- b) The committee will consist of five (5) active Club members, including one (1) current Board member, and it will elect a chairperson.

- c) The committee will select a slate of candidates to serve as the Club's elected officers for the following fiscal year. These candidates will be presented for election at a general membership meeting.
- d) The names of those nominated for the elected positions of the Club will be presented to the general membership, in writing, at least seven (7) days prior to such meeting.

## Section 2. Qualifications for Elected Officers

- a) As a prerequisite for a nomination to serve as President, a candidate must have been an active Club member for a minimum of two (2) years and must have served for one (1) year as a member of the Board.
- b) As a prerequisite for a nomination to serve as any other elected officer, the candidate must have been an active Club member for a minimum of one (1) year.
- c) In the event that the Nominating committee cannot find a candidate who can fulfill the above-stated prerequisites, the Board can approve an exception.

## Section 3. Conflicts of Interest

To avoid conflicts of interest or the appearance of such, the Chair and members of the Appropriations Committee shall not be involved or affiliated in any capacity that influences financial or administrative direction of any organization receiving or seeking grant support from NMWC. Such involvements include but are not limited to, serving as a board member, trustee, advisory committee member, or being employed by or doing business with an applicant/recipient organization.

If any member of the NMWC Board is also an officer or employee of an organization that is receiving or seeking funding from the Club, then that member must recuse herself from discussions and voting on funding appropriations for that other organization.

## Section 4. Election of Officers

- a) These officers will be elected at a general membership meeting by a simple majority vote, provided a quorum is present.
- b) At such meeting, in addition to the Nominating Committee's slate of candidates, nominations for an elected position can be made from the floor by an active member.
- c) An individual named by floor nomination must accept the nomination before being added to the slate of candidates.
- d) When there is more than one (1) candidate being considered for an office, voting will be done by paper ballot.

## Section 5. Terms of Office

- a) All elected and appointed officers serve for a term of one (1) fiscal year.

- b) The duties of these officers begin immediately upon their installation at the final monthly meeting of the Club's fiscal year.

#### Section 6. Vacancy of a Board Member

- a) If the office of the President becomes vacant during the last three (3) months of the Club's fiscal year, the Board will appoint a new President and any other Board vacancies created by such appointment(s).
- b) If the office of the President becomes vacant any time prior to the last three (3) months of the Club's fiscal year, the First Vice President—Membership will assume the duties of the President in addition to the duties of First Vice President until a nominating committee presents a new candidate (or candidates should other elected positions result in vacancy from the nomination) to be voted on by a simple majority vote at a general membership meeting.
- c) In the event of any other vacancy on the Board, the remaining Board members will appoint a replacement to complete the term.

### **ARTICLE VI—DUTIES OF THE ELECTED OFFICERS**

#### Section 1. President

- a) She is the chief executive officer of the Club.
- b) She will preside at all Board, general membership, and special meetings of the Club.
- c) She will supervise and direct the Club's elected and appointed officers and will ensure that their duties are performed.
- d) She is a nonvoting member of the Club, except in the case of a tie vote.
- e) She is an ex-officio member of all committees, with the exception of the Nominating Committee, and must be notified of all committee meetings.
- f) She will, in consultation with the elected officers, appoint chairpersons for each standing committee and other nonelected Board positions.
- g) She must review and approve all communications sent out in the name of the Club.
- h) She, or her designee, will represent the Club at events and meetings of other organizations.

#### Section 2. First Vice President—Membership

- a) She is responsible for the collection of annual dues and will maintain a record of the Club's membership.
- b) In the absence of the President, she is vested with all the powers and will perform all the duties of the President.

Section 3. Second Vice President—Fundraising

- a) She is responsible for the planning and implementation of the Club’s fundraising events.
- b) In the absence of the President and the First Vice President—Membership, she is vested with all the powers and will perform the duties of those offices.

Section 4. Third Vice President—Communications and Technology

- a) She is responsible for ensuring that information regarding the Club is available to its members and, when applicable, to the general public.
- b) She will review and approve, along with the President, any information released in the name of the Club.
- c) She or her designee(s) will oversee all technology platforms utilized by the club including website, social media, and other software.

Section 5. Treasurer

- a) She is responsible for the financial transactions of the Club and will maintain accurate records of all moneys received and disbursements made, in accordance with a cash basis of accounting.
- b) She will report on the financial status of the Club at Board and general membership meetings and provide written documentation of such finances at these meetings.

Section 6. Recording Secretary

She will record the minutes and any votes of all proceedings during Board, general membership, and special meetings of the Club.

Section 7. Corresponding Secretary

She will conduct the official correspondence of the Club as may be prescribed by the President or determined by the Board.

**ARTICLE VII—DUTIES OF THE BOARD**

The elected and appointed officers have the authority and responsibility to govern the general management and affairs of the Club. It is incumbent, therefore, that each Board member be familiar with the Club’s Bylaws, as well as its Policies & Procedures, and perform the duties as outlined therein.

### Section 1. Members of the Board:

- a) are expected to attend all Board, general membership, and special meetings as well as the fundraising events of the Club;
- b) will prepare and submit an annual budget to the general membership for approval;
- c) will report actions, recommendations, and planned activities at the general membership meetings;
- d) will have the final decision with regard to interpretation of these Bylaws;
- e) will have the final decision with regard to Appropriation grants;
- f) will establish and approve the Policies & Procedures; and
- g) will perform other duties if assigned by the President.

### Section 2. Standing Committees

- a) Standing committees are those committees whose purpose and activities have a recurring presence within the Club. The Board is able to add or delete such committees as needed and appoint a chairperson for each.
- b) Each committee chair will call a meeting of her respective committee to plan its events and projects for the coming year. She will report the committee's plans at a Board meeting prior to the first general membership meeting of the year.
- c) The chair may have additional committee meetings during the year, if needed, and must notify all committee members and the President of such meetings.
- d) All committees will restrict their yearly expenses to the amounts allocated for such purposes in the Club's annual budget. Board approval is required for the expenditure of additional funds.
- e) Each committee chair will submit timely notice of upcoming activities and projects to the Third Vice President—Communications and Technology, who will relay such information to the Club's members and/or the general public, as applicable.

### Section 3. Nonvoting Board Members

In addition to the President, the Parliamentarian and immediate Past President are nonvoting members.

The Parliamentarian will advise the President, the Board, and Club members on matters of parliamentary procedure in accordance with Robert's Rules of Order Newly Revised, if not specified in these Bylaws.

- a) She is a nonvoting member of the Board, except in the case of a tie vote when the First Vice President or Second Vice President has assumed dual roles to fill a vacancy of another elected officer.
- b) She is responsible for the annual review of these Bylaws and the Club's Policies & Procedures and must form a committee for assistance in such review. A report of the review will be presented to the Board.

- c) She must submit, in writing, any proposed amendment(s) of these Bylaws to the Board no less than seven (7) days prior to a Board meeting. Upon Board approval, she will submit, in writing, any such amendment(s) for release to the Club's members no less than seven (7) days prior to a general membership meeting at which a vote on the amendments will be taken.
- d) She and her review committee are authorized to make technical and typographical corrections to the Bylaws but must report all such changes to the Board.

The immediate Past President remains on the Board for one (1) year following the completion of her term. As the past President, she is a nonvoting member of the Board. However, she may simultaneously hold a voting position on the Board during that year.

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