

Revised 2/04

BYLAWS OF
JUNIOR WOMAN'S CLUB OF MEQUON-THIENSVILLE, INC.

ARTICLE 1
GENERAL

- 1.01 Name. The name of this club shall be Junior Woman's Club of Mequon-Thiensville, Inc. (the "Club").
- 1.02 Purpose. The Club is established to serve the needs of the community through the pursuit of humanitarian, educational, civic and cultural projects. If the Club is dissolved, its assets shall be distributed to another organization or organizations qualified under Section 501(c)(3) of the Internal Revenue Code. No assets may be distributed to individual members.
- 1.03 Fiscal Year. The fiscal year of the Club shall begin on July 1st and end on June 30th of the calendar year.
- 1.04 Use of Club Information. No information in any publication of the Club shall be used by any member for any purpose other than Club business.

ARTICLE 2
MEMBERSHIP

- 2.01 Membership. The Board may establish classes of membership and determine the amounts, if any, to be charged as annual dues for membership.
- 2.02 Active Membership. Active membership includes full voting and office-holding privileges. Active members are required to pay dues, attend a minimum of five general meetings, and work actively on all Club fund-raisers. The Board may establish additional requirements for active membership status.
- 2.03 Admission and Resignation.
- a. The name of an applicant for membership shall be submitted to the Vice President-Membership.
 - b. The applicant shall be introduced as a guest by the Vice President-Membership at a regular meeting.
 - c. Individuals are limited to attending two regular meetings per Club year as a guest.
 - d. A member resigning from the Club shall contact the Vice President-Membership. A member in good standing who has resigned from the Club or whose membership has lapsed shall be eligible to rejoin the Club upon contacting the Vice President-Membership.
- 2.04 Alumni Member. Any person who has been a member of the Club for a minimum of three years may request Alumni Member status in writing to the Vice President-Membership. She shall not be required to attend General or Board meetings, and has no voting or office-holding privileges. An Alumni Member is a member who actively participates in all of the Club's major fund raisers each year she is an Alumni Member. She shall receive the newsletter. Payment of dues is required. Alumni Member status may continue as long as the member remains a member in good standing.
- 2.05 Honorary Membership. A past president shall become an Honorary Member automatically upon her resignation from the Club. It is her responsibility to let the Corresponding Secretary know of her desire to continue receiving the Club newsletter and to pay an annual \$10 newsletter subscription fee.
- 2.06 Delinquency. Members shall be notified by the Treasurer if their dues are unpaid at the Annual meeting. Members whose dues are unpaid after that date shall be dropped from membership and must contact the Vice President-Membership for reinstatement.

ARTICLE 3

MEETINGS

3.01 General Meetings. The Club shall meet the second Monday of each month, September through May, or any other day voted on by the Board and membership.

3.02 Annual Meeting. The annual meeting of the members shall be held at the May general meeting, or within 30 days after said date as may be fixed by the Board of Directors for the transaction of any business that may come before the meeting.

3.03 Special Meeting. Special meetings of the members may be called for any purpose by the President or the Board of Directors. The Board shall call a special meeting with 3 days of receipt of a written request from not less than one-tenth of all members entitled to vote at such a meeting. Such written request shall state the purpose for such a meeting. No business shall be transacted except that which is mentioned in the notice.

3.04 Place of Meeting. The Board of Directors shall designate the place and time of meeting for any general, annual, or special meeting called by the Board of Directors.

3.05 Notice of Meeting. Written notice of General meetings shall be given not less than three days prior to such meeting. In the case of a special meeting, notice shall be given at the direction of the Board to each member entitled to vote at such a meeting no less than 3 days prior to such meeting.

3.06 Quorum. One-fourth of the members entitled to vote, represented in person, shall constitute a quorum at a meeting of the members. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote shall be the act of the members.

3.07 Conduct of Meetings. The President shall chair the meetings. In her absence, the chair shall be the President-Elect, and in her absence any person chosen by the members present. In absence of the Recording Secretary, the presiding officer shall appoint another member to act as Recording Secretary of the meeting.

ARTICLE 4

BOARD OF DIRECTORS

4.01 Number. The number of Directors of the Club shall be eight. The Board of Directors shall consist of the President, President-Elect, Vice President-Membership, Recording Secretary, Corresponding Secretary, Treasurer, Social Events Coordinator and Past-President Advisor. If an office is co-chaired, that office has one vote.

4.02 Initial Directors. The initial Directors shall be as set forth in the Articles. The initial Board shall serve until the election of new Directors by the membership.

4.03 Tenure. Each Director shall hold office until the next annual meeting of members, or until her death, resignation or removal. A Director may resign at any time by filing her written resignation with the Recording Secretary of the Club. A Director may be removed from office by the affirmative vote of two-thirds of the members.

4.04 Annual, Regular and Special Meetings. There shall be an annual meeting of the Board of Directors during the month of May or at such time as may be designated by the President. General meetings other than the annual meeting shall be held at such places and times as the Board may determine.

4.05 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The place and time of meeting shall be fixed at the time the meeting is called.

4.06 Notice of Meeting. Notice of meetings of the Board of Directors shall be not less than five days by mail and not less than two days by personal delivery, except in cases of emergency or for special meetings called.

4.07 Quorum. A simple majority (half plus one) of the number of Directors shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors. The affirmative vote of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

4.08 Conduct of Meetings. The President shall chair meetings of the Board of Directors. In her absence, the chair shall be President-Elect and in her absence, any Director chosen by the Directors present. This chosen member of the Board of Directors shall call the meeting of the Board of Directors to order and shall act as chairman of the meeting. In the absence of the Recording Secretary, the presiding officer may appoint any Director or other member present to act as Recording Secretary of the meeting.

4.09 Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the appointment of the President and voted on by the general membership.

4.10 Unanimous Consent Without Meeting. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if an affirmative consent of a majority of the Board has been obtained.

ARTICLE 5 **OFFICERS**

5.01 Officers. The principal officers of the Club shall be the President, President-Elect, Vice President-Membership, Recording Secretary, Corresponding Secretary, Treasurer, Social Events Coordinator and Past-President Advisor. Such other officers as may be deemed necessary may be elected or appointed by the members. Any two or more offices may be held concurrently by the same person, except the offices of President and Recording Secretary and the offices of President and President-Elect.

5.02 Election and Term of Office. The initial officers of the Club shall be elected by the Board of Directors contemporaneously with the adoption of these Bylaws. Thereafter, the officers of the Club shall be elected annually by the membership at the April meeting. Each officer shall hold office until her successor has been duly installed or until her death, resignation or removal. The term of office shall be for one year beginning July 1st. Any officer may serve an unlimited number of consecutive terms in the same office.

5.03 Resignation or Removal. Any officer may resign at any time by filing a written resignation with the Recording Secretary. Any officer may be removed with or without cause upon the affirmative vote of Directors then in office.

5.04 Vacancies. If a vacancy occurs in the office of President, the President-Elect shall succeed to the office of President for the unexpired term. If a vacancy occurs in any other office, the Board of Directors shall have the power to fill the vacancy until the next General meeting, when at that time an election will be held for the vacant office by a majority vote of a quorum of the Club membership.

5.05 Duties of Officers.

a. The President shall preside over General and Board meetings, and have general supervision over the interests of the Club. The President will serve on the Budget Committee. The President shall be bonded at a minimum amount of \$5,000.

b. The President-Elect shall take the place of the President in her absence and shall assist the President in any way necessary. She shall assume the office of President the following year. The President-Elect shall chair the Philanthropic Donations Committee. She shall be invited to attend meetings of the Nominating Committee.

c. The Vice President-Membership shall chair the Membership Committee and will take any action which will encourage community members to become Active Members in the Club. The Vice President-Membership and the Membership Committee shall revise the Club directory each year.

d. The Recording Secretary shall record the minutes of General and Board meetings and shall be custodian of all Club records for her term of office, at which time she shall turn such papers in her possession over to her successor.

e. The Corresponding Secretary shall prepare the monthly newsletter and oversee the Club website. She shall serve as teller of ballots.

f. The Treasurer shall chair the committee to oversee the planning of the budget and serve on the Philanthropic Donations Committee. She shall have charge of all funds and pay bills from budgetary expenditures. She shall keep the financial records which shall be audited once a year by an auditor who is approved by the Board of Directors. The Treasurer shall be bonded at a minimum amount of \$5,000. The Treasurer shall provide a printed report of the financial status of the Club to the Board of Directors monthly, and for inclusion in the newsletter. The Treasurer shall perform such additional duties connected with the operation of the Club customarily pertaining to the office of Treasurer and as directed by the President or the Board of Directors.

g. The Social Events Coordinator shall oversee all arrangements for the social functions of the Club held outside of General or Board meetings.

h. Past-President Advisor. The outgoing President shall act in an advisory capacity to the incoming President and President-Elect. The Past President Advisor shall chair the Nominating Committee.

ARTICLE 6

ELECTION OF OFFICERS

6.01 Nominating Committee. The Past-President Advisor shall chair the Nominating Committee for the current year. The Nominating Committee shall consist of Club members appointed by the Board of Directors. All members of the Nominating Committee shall have been Club members in good standing for a year prior to serving on the Committee. The President-Elect shall be invited to attend meetings of the Nominating Committee.

6.02 Procedure.

a. The Nominating Committee shall present its slate of officers for the ensuing year at the March General meeting and publish it in the April Club newsletter.

b. Any additional nominations may be added to the slate from the floor with permission of the nominee.

c. The election shall be held at the April meeting of the Club year. The candidates receiving the largest number of votes shall be declared elected. In case of a tie, another vote shall be taken.

ARTICLE 7

STANDING COMMITTEES

The Committees of the Club shall include, but are not limited to; Budget, Bylaw, Philanthropic Donations Committee, Membership, Nominating, Publicity, Historian and Hospitality. Any vacancies will be filled by appointment from the President. All committees will follow the guidelines set forth by the Board.

7.01 Duties of the Chairmen of the Standing Committees.

a. Budget Committee. The Budget Committee shall be chaired by the current Treasurer. The current President, President-Elect and the newly-elected Treasurer will serve on the committee to draw up a budget which shall be submitted to the Board at its May meeting and the members at the Annual meeting.

b. Bylaw Committee. The President will appoint a member to chair a committee to review the Bylaws of the Club annually.

c. Philanthropic Donations Committee. The President Elect shall chair a committee which considers various monetary requests from organizations and presents its recommendations to the Board of Directors and the membership. The committee will consist of the President Elect, Treasurer, the Chairperson of the major fundraiser and two general members elected by the membership.

d. Nominating. The Past-President Advisor shall chair the Nominating Committee to fill Board positions for the ensuing year as set forth in Article 6 of these Bylaws.

e. Publicity. The Nominating Committee shall recommend a member to serve as Publicity Coordinator. The coordinator will handle the publicity needs of the Club.

f. Hospitality. Nominating Committee shall recommend a member to serve as Hospitality Coordinator. The coordinator will make all meeting arrangements.

g. Historian. The Nominating Committee will recommend a member to be the Club Historian and will maintain all historical documents for the Club.

7.02 Special Committees. The President or the Board of Directors shall have the power to appoint special committees to assist them at any time and to delegate investigative, planning or routine administrative duties to them.

ARTICLE 8

FUNDRAISING EVENTS

8.01 Duties of the Chairmen of Fund-raising Events. The Chairmen of the various major fund-raising events shall oversee their respective committees and attend and report at scheduled Board meetings as soon as the committee begins meeting. Attendance at Board meetings is required as a means to update the Board on the status of fund-raising events and shall continue until the project is completed and a final report can be given to the Board.

ARTICLE 9

CONTRACTS, LOANS, CHECKS and DEPOSITS

9.01 Contracts. The Board of Directors may authorize any officer(s) or agent(s) to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Club.

9.02 Loans. No indebtedness for borrowed money shall be contracted on behalf of the Club and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of the Board of Directors and the membership.

9.03 Checks, Drafts, Etc.

a. All checks, drafts or other orders for the payment of money, notes, or other evidence or indebtedness issued in the name of the Club shall be signed by the Treasurer and/or the President of the Club. At no time will either of these parties be allowed to sign any form of payment to themselves.

b. All monies received by members for the Club must be submitted to the Treasurer and all reimbursements to members must be processed through the submission of a payment request form. A member cannot reimburse herself for her expenses from money she has received. All transactions must go through the Treasurer.

c. All checks received by members should be submitted to the Treasurer within two weeks of receipt.

9.04 Deposits. All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club in such banks, trust companies and other depositories as may be selected by or under the authority of the Board of Directors.

ARTICLE 10

AMENDMENTS

10.01 By Members. These Bylaws may be altered, amended or repealed and new Bylaws adopted by affirmative vote of no less than two-thirds of the members present or represented at any general meeting at which a quorum is in attendance. Previous notice must be given of any proposed amendments to these Bylaws. Any repeal or amendment of these Bylaws, or adoption of

new Bylaws, shall be consistent with the requirements imposed upon organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

10.02 Implied Amendments. Any action taken or authorized by members or by the Board of Directors which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of members or the number of Directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

ARTICLE 11

CORPORATE SEAL

11.01 The Club shall not have a corporate seal.

ARTICLE 12

INDEMNIFICATION

12.01 Mandatory Indemnification. The Club shall, to the maximum extent permitted under the Wisconsin non-stock corporation law, as amended, indemnify against liability and allow reasonable expenses of any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, officer, employee or agent of or volunteered services to the Club, or is or was serving at the request of the Club as a Director, officer, employee or agent of any committee or of any other corporation or enterprise. Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

12.02 Supplementary Benefits. The Club may supplement the right of indemnification under Section 12.01 by the purchase of insurance, indemnification agreements, and advances for related expenses of any person indemnified.

ARTICLE 13

PARLIAMENTARY AUTHORITY

13.01 Authority. The current edition of Robert's Rules of Order shall be the parliamentary authority of the Club.