

# **ISSAQUAH WOMEN'S CLUB**

## **Bylaws**

September 20, 1984

Revised January 5, 2023

### ARTICLE I – NAME

The name of this nonprofit organization shall be the *ISSAQUAH WOMEN'S CLUB*.

### ARTICLE II – PURPOSES AND OBJECTIVES

#### Section 1. Community:

- To promote an interest in our community.
- To use our resources of time, energy, talents and money to benefit local charities and humanitarian projects.

#### Section 2. Social:

To provide a friendly environment for women to gather together, build relationships and share individual interests and skills.

### ARTICLE III – POLICY

- The club shall not discriminate against prospective members because of race, color, creed, national origin or any other factor.
- The club is nonpartisan, nonsectarian and sponsors no legislative activity.
- The club shall not hold regular meetings in any establishment that chooses not to admit persons because of race, color, creed, sex, income, marital status, educational background or any other factor.
- The club shall comply with all laws, rules and regulations of all government agencies, local, state and federal.
- All members shall abide by the club rules and regulations.

### ARTICLE IV – MEMBERSHIP

#### Section 1. Qualification:

- Membership shall be open to any person who subscribes to the purposes, objectives and policies of the club.
- A prospective member shall be subject to the club's policy with regard to what they are permitted to attend during a club year without becoming a paid member.

#### Section 2. Types of Membership:

- *CHARTER MEMBERSHIP* – This complimentary membership shall be extended to the founders and organizers of the club.
- *HONORARY MEMBERSHIP* – This privilege is extended to all members who were in good standing during the first/founding year of the club and remain so from year to year. A non-paying, one-year honorary membership is also extended to all members who are 90 years of age or older.
- *GENERAL MEMBERSHIP* – Any member who pays dues on time is a member in good standing.

#### Section 3. Termination of Membership:

- Any member may voluntarily resign from the club at any time.

- Any member not in good standing shall be dropped from the membership list.

## ARTICLE V – DUES

### Section 1. Annual Dues:

- The amount of annual dues shall be proposed by the board and voted on by the general membership. Any changes or amendments pertaining to membership dues or proration within any club fiscal year shall be voted on by the board and presented to the general membership for approval.
- New members who join in September, the first meeting month of the fiscal year, shall pay the full annual dues. New members who join in any subsequent month of the club fiscal year shall pay dues on a monthly prorated basis, depending on the month they join (10 percent of annual dues × no. of months).
- In individual hardship cases, dues may be waived or modified by the membership chairperson.

### Section 2. Continuous Eligibility:

A renewing member who fails to pay dues by July 1 shall no longer be a member in good standing and shall be dropped from the membership list.

## ARTICLE VI – MEETINGS

### Section 1. Regular Business Meetings:

There shall be at least nine regular meetings during the club year. In an emergency, the president may change the regular meeting to a different date by giving notice to all members.

### Section 2. Board of Directors Meetings:

- The board of directors shall meet once each month, August through May, at a time and place directed by the president. The November and December meeting may be combined. A majority of the board shall be necessary to constitute a quorum for the transaction of business.
- Members in good standing are welcome to attend any board meeting but do not have voting privileges.

### Section 3. Guests:

Guests are welcome at all times. However, guests are subject to the club's policy with regard to what they are permitted to attend during a club year without becoming a paid member.

## ARTICLE VII – OFFICERS AND DIRECTORS

- The governing body of this club shall be the board of directors, which shall consist of the elected officers and the appointed chairpersons of the standing committees.
- The immediate past president shall act as an honorary advisor and a non-voting member of the board of directors, and shall cast the deciding vote in the event of a tie. If the past president is unwilling or unable to serve in this capacity, the role shall pass to the previous president in order of recency.

### Section 1. Elected Officers:

- The elected officers shall be o president,
  - vice president,
  - director of programs,

- secretary and
- treasurer.
- These officers shall serve terms of one year each. Co-chairs to these positions shall act as one entity with one vote.
- Those elected to office must have been a member of the club for one calendar year.
- The president-elect shall have served on the board of directors for at least one previous year.
- Officers may stand for election for a second term with a maximum of two consecutive years in that office.

#### Section 2. Standing Committee Chairpersons:

- Chairpersons of the standing committees shall be appointed by the president for terms of one year.
- The committees shall be
  - fundraising,
  - hospitality,
  - marketing,
  - membership,
  - newsletter,
  - sunshine,
  - volunteer services and
  - website manager.
- Committees with co-chairs shall act as one entity with one vote.
- The planning and recommendations of each committee shall be presented to the board of directors at a regular board meeting for discussion and approval prior to implementation.

#### Section 3. Vacancies:

A vacancy in any office shall be filled by a majority vote of the board of directors with the exception of the office of president, which is automatically filled by the vice president. If the vice president is unable to serve, the board of directors shall recommend a candidate to be voted on by the general membership.

### ARTICLE VIII – ELECTION COMMITTEE

#### Section 1. Selection:

The election committee shall consist of five members.

- Two members are to be from the current board of directors who volunteer at the February board meeting and are not officers seeking reelection.
- Three members are to be from the general membership who volunteer in March and who have been members for one or more calendar years and are not seeking to be an elected officer.

#### Section 2. Duties:

- The election committee members shall distribute sign-up sheets for all board positions at the March general meeting.
- The election committee shall prepare a written ballot for the elected positions to coincide with the ballot deadline.
- The election committee shall count the votes—in-person ballots, absentee ballots, and proxies—and announce the results.

### ARTICLE IX – ELECTIONS

- The election of officers shall be at the regular meeting in May. The vote shall be by secret ballot, with the person receiving the majority of votes to be elected.

- Only members are entitled to vote. In the event of no quorum, which is 51 percent of the membership, the election committee shall contact all absent members for their vote. If the quorum is not reached by the end of the meeting, the election committee shall have 3 days to achieve a quorum and notify the membership of the election results.

## ARTICLE X – DUTIES OF OFFICERS

### Section 1. President:

- The president shall be the chief executive officer of the club and shall preside over all meetings of the club and the board of directors.
- The president shall be ex officio a member of all standing and special committees, except the election committee.
- The president shall secure annual written reports from the board of directors and make the annual report to the club.
- The president shall work with the treasurer to prepare a draft budget for the next club fiscal year to be approved first by the board of directors and then by the general membership.
- The president shall perform other such duties as usually pertain to the office of president and be deemed necessary for the welfare of the club.

### Section 2. Vice President:

- The vice president shall perform the duties of the president in the president's absence.
- The vice president shall automatically become president in the event the president is no longer able to serve in that capacity. The office of vice president is then to be filled in accordance with Article VII, Section 3. Vacancies.
- The vice president shall arrange the holiday celebration and the June installation of officers.

### Section 3. Director of Programs:

The director of programs shall make arrangements for programs at regular monthly meetings.

### Section 4. Secretary:

- The secretary shall keep an accurate record of all business transacted during all meetings of the club and the board of directors, with the exact wording of every motion and whether it passed or was defeated.
- The secretary may write such letters that the board of directors determines necessary.
- The approved minutes of all meetings shall be signed by the secretary.
- The secretary shall distribute copies of the minutes to the general membership.

### Section 5. Treasurer:

- The treasurer shall receive all monies of the IWC and the IWF and deposit those monies in a bank designated by the board of directors in an account in the official name of either the Issaquah Women's Club or the Issaquah Women's Foundation, depending on the nature of the deposit.
- All obligations of the IWC and IWF shall be approved by a majority vote of the board of directors. The Board may approve an expenditure of up to \$250 without the vote of the membership.
- The treasurer shall submit a written report of the income and expenditures of the IWC and IWF at each board meeting and make the report available to the membership at regular business meetings.
- Bank accounts shall be reconciled on a monthly basis.
- The treasurer shall close the books for the fiscal year end and make them available for the annual audit within 30 days of the fiscal year end.
- The treasurer shall prepare and file IRS income tax returns as required in a timely manner.

- The audited books shall be presented to the new president and treasurer.

## ARTICLE XI – DUTIES OF THE STANDING COMMITTEES

### Section 1. Fundraising:

- The fundraising chairperson shall be responsible for plans to raise funds.
- The chairperson shall not take action on any fundraising or disbursement of funds without the prior approval of the board of directors and general membership.

### Section 2. Hospitality:

- The hospitality chairperson shall arrange for hostesses and greeters at regular meetings.
- The chairperson shall also be responsible for acquiring and maintaining kitchen supplies.

### Section 3. Marketing:

- The marketing chairperson shall make every effort to promote the club and its activities and events.
- The chairperson shall work in tandem with the membership committee to recruit new members.

### Section 4. Membership:

- The membership chairperson shall be responsible for inviting and welcoming potential new members.
- In coordination with the marketing committee, the chairperson shall work to recruit new members.
- The chairperson shall introduce all new members, prospective members and guests to the membership at the regular meetings.
- The chairperson shall collect member information and membership dues and turn monies over to the treasurer.
- The chairperson shall obtain and distribute the yearly membership handbook.
- The chairperson shall be responsible for acquiring and maintaining name tags, planning newcomer socials, and distributing the introductory new member handbook.

### Section 5. Newsletter:

The newsletter chairperson shall be responsible for writing, editing and, depending on member preference, mailing or emailing the newsletter to each member in good standing.

### Section 6. Sunshine:

- The sunshine chairperson is responsible for sending cards to members for birthdays, sympathy, get well, etc.
- The chairperson is also responsible for purchasing flowers for members who are 90 years of age or older to be presented at the general meeting of the month in which their birthday occurs.

### Section 7. Volunteer Services:

The volunteer services chairperson shall identify recipients of the charitable focuses for the year and shall act as coordinator between the club and the selected recipient organizations.

### Section 8. Website Manager:

The website manager shall set up and keep updated the Issaquah Women's Club website.

## ARTICLE XII – VOTING

### Section 1. Voting:

- The business of the club shall be transacted by voice vote or by show of hands at the regular meetings unless otherwise provided by the bylaws.
- The business of the board of directors shall be transacted by voice vote or by show of hands. In extenuating circumstances, the vote may be conducted by email and/or telephone. The president and secretary shall document the vote at the next board of directors meeting.

### Section 2. Quorum:

Fifty-one percent of the membership shall constitute a quorum for the purpose of voting for elected officers. Voting may be in person, by proxy, by email or by regular mail.

### Section 3. Policy Commitments:

No resolution or motion to commit the club on any matter shall be considered by the members until it has first been considered by the board of directors. Such resolutions or motions, if offered at a regular meeting, shall be referred without discussion to the board of directors, which after giving consideration to the matter shall submit its recommendations to the club. The club may then proceed to take such action as they deem proper.

## ARTICLE XIII – INSTALLATION

Elected officers are to be installed in June. They shall assume their duties beginning the fiscal year, July 1.

## ARTICLE XIV – AMENDMENTS

### Section 1. Amendments:

These bylaws may be amended at a regular meeting provided that the proposed amendments have been previously approved by a majority vote of the board of directors and that the proposed amendment has been submitted at the previous regular meeting and copies made available to each member.

### Section 2. Ratification:

A majority vote of the membership shall be necessary for ratification.

## ARTICLE XV – FINANCES AND RECORDS

### Section 1. Fiscal Year:

The fiscal year shall commence on July 1 and shall close on June 30.

### Section 2. Audit:

- An audit shall be conducted by three club members to be named by the board of directors at the last board meeting of the fiscal year in which the audit is to be made. The club may employ outside accounting assistance as deemed necessary. The expense of such assistance is to be borne by the club.
- The audit is to be completed not later than 30 days after the end of the club fiscal year.
- The audit is to be conducted as per the guidelines outlined in the treasurer's handbook.

### Section 3. Budget:

- Each board member shall submit to the treasurer an annual projected budget.
- The treasurer, in coordination with the president, shall prepare a draft proposed budget to be submitted to the board of directors for approval.
- A finalized budget shall be approved by the general membership.

## ARTICLE XVI – DISSOLUTION

### Section 1. Dissolution:

A proposal for the dissolution of this club must be approved by a three-fourths affirmative vote of the board of directors, and must be submitted, giving reasons for dissolution, to all voting members at a regular meeting for their approval or rejection. Such regular meeting must be publicized to all members in good standing by any effective means.

### Section 2. Quorum:

A majority vote of the membership shall constitute a quorum the purpose of voting on dissolution.

### Section 3. Funds:

Any and all funds produced in consequence of the dissolution of the club shall be donated to an organization proposed by the board of directors and approved by the membership at the time of the vote of dissolution.

### Section 4. Notice to IRS of Termination:

In the event of a dissolution, the club shall notify the IRS as follows:

- File a final Form 990-N, answering “yes” on the form to the question asking whether the organization has terminated or has gone out of business.
- This action should also remove the organization from the IRS Exempt Organization Business Master File listing tax-exempt organizations.