



# **GFWC of Rhode Island Bylaws**

**Revised 2008**

## Table of Contents

<b>ARTICLES OF ASSOCIATION</b> .....	1
<b>ARTICLE I</b>	
Name .....	3
<b>ARTICLE II</b>	
Object .....	3
<b>ARTICLE III</b>	
Members.....	3
<b>Article IV</b>	
Officers.....	5
<b>ARTICLE V</b>	
Duties of Officers .....	6
<b>ARTICLE VI</b>	
Nominations and Elections.....	11
<b>ARTICLE VII</b>	
Board of Directors .....	12
<b>ARTICLE VIII</b>	
Board of Trustees .....	13
<b>ARTICLE IX</b>	
Meetings.....	14
<b>ARTICLE X</b>	
Departments and Committees .....	16
<b>ARTICLE XI</b>	
Parliamentary Authority .....	20
<b>ARTICLE XII</b>	
Amendments .....	20
<b>ARTICLE XIII</b>	
Dissolution Clause .....	20

**ARTICLE XI**  
Parliamentary Authority

Robert's Rules of Order, latest version, shall be the GFWC of RI's final authority on all questions of procedure and parliamentary law not covered by the "Articles of Association" and/or the Bylaws.

**ARTICLE XII**  
Amendments

Section 1. These Bylaws may be amended or revised at any meeting of the GFWC of RI by two-thirds (2/3) vote of the members present and voting, provided 30 days' notice has been given. Copy of the amendment or revision shall be presented to the Board of Directors.

Section 2. Notice of the action taken shall be sent to all officers and club presidents.

**ARTICLE XIII**  
Dissolution Clause

In the event said corporation is dissolved its assets shall be distributed to an organization or organizations qualified under Section 501 (C) (3) of the Internal Revenue Code. Said assets shall not be distributed to individual members.

**STATE OF RHODE ISLAND  
AND PROVIDENCE PLANTATIONS**

**ARTICLES OF ASSOCIATION**

KNOW ALL MEN BY THESE PRESENTS, - That we, Margaret Hill Irons, Lucy Fairbanks Alvord, Ella F. D. Beach, Clara M. Law, Amelia S. Thurston, Ellen A. Slade, Anne W. Congdon, Abbie S. W. Rickard, Sophie P. S. Knight, Frances Briggs Waterman and Susan M. Ingraham, all of lawful age, hereby agree to and with each other.

First. To associate ourselves together for the purpose of constituting a corporation under and by virtue of the powers conferred by chapter 176 of the General Laws of the Sate of Rhode Island.

Second. Said corporation shall be known by the name of Rhode Island State Federation of Women's Clubs.

Third. The GFWC Rhode Island State Federation of Women's Clubs shall be organized and operated exclusively for charitable and educational purposed within the meaning of section 501(C) (4) of the Internal Revenue Code of 1954 and shall otherwise comply with any requirements for classification as an exempt organization under such section. Said charitable purposes shall be achieved through volunteer efforts on the part of the membership of the Rhode Island State Federation of Women's Clubs.

Fourth. Said corporation shall be located in Providence.

Fifth. The undersigned hereby waive notice of the first meeting of said corporation, which meeting may be called by a majority of the persons named in this agreement in such manner as they may determine, and such meeting shall be organized by the election of a temporary chairman and a temporary clerk.

Sixth. In the event said corporation is dissolved, its assets shall be distributed to an organization or organizations qualified under section 501 (C) (3) of the Internal Revenue Code. Said assets shall not be distributed to individual members.

IN TESTIMONY WHEREOF, we have hereunto set our hands this fourth day of April, A.D. 1906.

Margaret Hill Irons	Frances Briggs Waterman
Lucy Fairbanks Alvord	Sophie P. S. Knight
Ellen A. Slade	Susan M. Ingraham
Clara M. Law	Ella F. D. Beach
Anne W. Congdon	Amelia S. Thurston
Abbie S. W. Rickard	

State of Rhode Island  
County of Providence

In said county this fourth day of April, A.D. 1906, there personally appeared before me Margaret Hill Irons, Lucy Fairbanks Alvord, Ella F. D. Beach, Clara M. Law, Amelia S. Thurston, Ellen A. Slade, Anne W. Congdon, Abbie S. W. Rickard, Sophie P. S. Knight, Frances Briggs Waterman and Susan M. Ingraham, each and all known to me and known by me to be the parties executing the foregoing instrument and they severally acknowledge the said instrument to be their free act and deed.

(Signed) Warren A. Slade, Notary Public

E. Meetings Chairman

1. The President shall appoint a Meetings Chairman.
2. She shall be responsible for the management of the Fall, Mid-Winter and Annual meetings; secure the meeting place; select the menu; arrange accommodations for registration and credential committee,; check public address system, check flag arrangements; arrange for decorations and seating arrangements according to protocol; and generally supervise the meetings subject to the approval of the President and the Executive Committee.

F. Sunshine/ Necrology Committee

1. The President shall appoint a chairman who shall report to the members of the Board of Directors the illness or death of any member or any member's immediate family and send an appropriate message.
2. The Chairman shall make a record of any member who has died, reporting same with a brief statement at the next meeting of the Board of Directors.
3. At the Annual Meeting, a short eulogy may be given for any former officer.

G. Special Committees shall be formed by appointment of the President with the advice of the Executive Committee. The chairman shall be appointed by the President. At the close of the special assignments, the committees shall cease to exist.

C. Credentials Committee

1. The host club at GFWC of RI meetings shall assume the duties of the former Credentials Committee, keeping a record of attendance and announcing the number present and offices held at the close of these meetings and shall furnish a copy of the record to the Secretary.

D. Duties of the Paid Administrator

The Paid Administrator shall assume the duties of the following former board positions.

1. Clerk: Collect and compile information for, the GFWC of RI newsletter, the *Call to Meeting* and the State Roster.
2. Custodian: Keep an inventory of GFWC of RI property and arrange for the minutes to be bound.
3. Public Relations Chairman: Circulate press releases.

In addition, the paid administrator shall compile and distribute the yearbook.

This position requires that the holder be computer literate and conversant with the requirements of GFWC and GFWC of RI. The per diem salary shall be as agreed upon between the administrator and the executive committee of the current administration according to the hours required and the hourly wage agreed upon. The executive committee shall have responsibility for the hiring and the termination of any paid administrator. While this is not a Board position, the administrator is welcome to attend board meetings for her/his own edification and/or to disseminate information to the members.

**GENERAL FEDERATION OF WOMEN'S CLUBS OF RHODE ISLAND**

Revised 2008

**ARTICLE I**

Name

The name of this organization shall be the General Federation of Women's Clubs of Rhode Island (GFWC of RI).

**ARTICLE II**

Object

The General Federation of Women's Clubs of Rhode Island shall be organized and operated exclusively for charitable and educational purposes within the meaning of section 501 (C) (4) of the Internal Revenue Code of 1954 and shall otherwise comply with any requirements for classification as an exempt organization under such section. Said charitable purposes shall be achieved through volunteer efforts on the part of the membership of the General Federation of Women's Clubs of Rhode Island.

**ARTICLE III**

Members

Section 1. The membership shall be of clubs which automatically become members of the General Federation of Women's Clubs (GFWC) through membership in the GFWC of RI.

Those clubs may be General, Junior or Juniorette, all formed under the principles of GFWC rules.

Section 2. Membership in the GFWC of RI shall consist of women's clubs whose work and purpose are similar to the objects of the GFWC. Each application for membership shall show that the organization requires no sectarian, partisan or political test for membership, and that it is not a secret society; and that it does not tolerate, either by practice or teaching, any violations of state or national law.

Section 3. Application for membership shall be made in writing to the President of GFWC of RI by the president or secretary of the club or organization desiring admission. It shall be accompanied by a copy of the Bylaws, list of officers and number of members. Such application shall be presented to the Executive Committee by the President of GFWC of RI. Upon recommendation of the Executive Committee and approval by a two-thirds vote of the Board of Directors present and voting, the application shall be accepted.

Section 4. Dues: The fiscal year of the GFWC of RI shall begin July 1<sup>st</sup> and end June 30<sup>th</sup>. Clubs and organizations shall be admitted to the GFWC of RI upon payment of dues as follows:

- A. Dues shall be based on the membership of the clubs as of November 1. Additional dues for new members accepted by a Club after November 1 shall be forwarded to the Treasurer of GFWC of RI.
- B. Active Membership: All clubs shall pay annual dues of two dollars (\$2.00) per capita as required by the GFWC of RI plus GFWC dues as determined by GFWC. Additionally, dues shall be increased by one dollar (\$1.00) each year (effective October 2008) until the dues reach five dollars (\$5.00) per capita per year.
- C. A bill for dues shall be sent by the Treasurer of the GFWC of RI to each club or organization not later than the first day of October following the annual meeting. If dues of any club are not paid by February 1<sup>st</sup> following, the lapse should be reported to the executive committee and the club shall be dropped from membership.

Section 3. There shall be GFWC of RI Standing Committees, appointed by the President, with the advice of the Executive Committee.

A. The Budget Committee

1. Shall consist of three members appointed by the President, and ex-officio members shall be the State President and Treasurer and a member of the Board of Trustees.
2. The chairman shall present the budget in writing for adoption at the April Board of Directors meeting.
3. The source of income in this nonprofit organization shall be dues, contributions, interest on bonds and investments, and ways and means projects.
4. The status of the budget may be given by the Budget Chairman at any time, stating the current standing of accounts.

B. Bylaws/Resolutions Committee

1. Shall consist of five members appointed by the President to receive, consider and put into proper parliamentary form all proposed amendments to the Bylaws. The President and Parliamentarian are ex-officio members.
2. All proposed amendments to the Bylaws shall be presented to the committee before the regular mid-year meeting of the Board of Directors.
3. All resolutions shall be in writing and signed by the chairman and committee when presented for consideration at regular meetings of GFWC of RI or at meetings of the Board of Directors. Any resolution shall be voted upon and, if accepted, shall be attached in its complete form to the minutes of the meeting.

Section 5. General Federation of Women's Clubs Conventions.

- A. In accordance with the Bylaws of the GFWC, General Federation will hold an annual meeting; time and place to be designated.
- B. The GFWC of RI President or her designated alternate is the official delegate during her term of office.
- C. Other delegates to the Annual Convention of the General Federation, to which the GFWC of RI is entitled under bylaws or other rules of the General Federation, shall be appointed by the State President.

**ARTICLE X**

Departments and Committees

Section 1. There shall be GFWC of RI Departments of Work Committees, each of which shall have a chairman.

- A. The Department Chairmen shall have a workshop meeting at the beginning of each year. They shall direct their departments in accordance with the GFWC requirements within the needs of the state.
- B. The Department Chairmen shall compile their reports covering the work of the department which shall be presented to the President when called for.
- C. Any Department or Division Chairman may have a committee.

Section 2. The President, with the advice of the Executive Committee, shall appoint chairmen of all departments and committees similar to those appointed by the GFWC.

Section 5. Resignations and Reinstatements

- A. Clubs which have resigned in good standing shall be reinstated upon written request of the club president, approval of the GFWC of RI Board of Directors, and payment of the current dues.
- B. Clubs which have been dropped through nonpayment of dues may be reinstated upon written request of the club president and approval of the GFWC of RI Board of Directors. Payment of dues for one year in which they were in arrears plus dues for the current year must be made.
- C. Clubs advocating causes incompatible with ideals of the General Federation maybe asked to resign on 2/3 vote of the Board of Directors of the GFWC of RI present and voting.

**ARTICLE IV**

Officers

Section 1. A member's eligibility for office shall include membership in an active club and service on the Board of Directors of the GFWC of RI or endorsement by her club and its president.

Section 2. The officers shall be a President, President-elect, Vice President, Secretary, and Treasurer.

Section 3. These officers shall be elected in the even years at the annual meeting and shall serve for a regular term of two years or until their successors have been elected.

Section 4. The elected officers of the GFWC of RI shall form the Executive Committee.

Section 5. The parliamentarian or parliamentary advisor shall be appointed annually by the President upon approval of the executive committee.

Section 6. State officers elected in each year when a General Federation President is elected shall take office at the close of the Annual Convention of the General Federation of Women's Clubs, or at the close of the State meeting at which they are elected, whichever shall last occur.

Section 7. No officer shall be eligible for reelection to the same office for a regular term of two years except the Treasurer who shall be eligible for election to two successive terms in addition to filling an unexpired term. A President who has completed less than one half of an unexpired term may be eligible for a two-year term.

## **ARTICLE V**

### Duties of Officers

Section 1. All officers shall attend Executive Committee meetings and GFWC of RI meetings. All officers shall transfer all pertinent materials to their respective successors within thirty (30) days after the annual meeting.

Section 2. President: The President shall preside at all meetings of the GFWC of RI using the general Order of the Day. She shall be ex-officio member of all committees and departments except the Nominating Committee.

- A. Shall appoint with the advice of the Executive Committee all department chairmen, chairmen of standing committees, tellers' committee and parliamentarian or parliamentary advisor.
- B. Shall recommend to the Board of Directors a member to serve on the Board of Trustees
- C. Shall call for reports of Chairmen of Departments and Club Presidents.
- D. Shall approve all programs of work.

C. Any member in good standing in a club or organization belonging to the GFWC of RI is entitled to participate in the deliberations, make or second motions, or vote. A guest may attend upon invitation of the State President without the privilege of discussing or voting.

D. Representation at GFWC of RI Meetings:

1. No person shall represent more than one club
2. Only clubs in good standing shall be entitled to representation.
3. The voting body at all GFWC of RI meetings shall consist of members of the Board of Directors, Past State Federation Presidents, and club members in good standing.
4. Ten percent of the total GFWC of RI members in good standing shall constitute a quorum.

Section 4. GFWC New England Region Conference Meetings:

- A. In accordance with the standing rules of the GFWC New England Region, annual meetings are held in turn by the six New England States beginning with Maine and followed by New Hampshire, Vermont, Massachusetts, Rhode Island and Connecticut in that order. The hostess State Federation is responsible for the Annual Conference.
- B. Rhode Island shall be represented by all Rhode Island past officers of the New England Region, Rhode Island members serving as GFWC New England Region officers and Chairmen of Committees; GFWC of RI officers, chairmen of departments and committees, Past Presidents of GFWC of RI; president or alternate of each local club and any club member in good standing.

Section 7. The Secretary-Treasurer shall prepare such financial statements as required by a Certified Public Accountant for submission to the Internal Revenue Service.

## ARTICLE IX Meetings

### Section 1. Board of Directors Meeting

- A. The Board of Directors shall hold at least 4 monthly meetings from June to May, at a designated place. The day and hour may be changed by the action of the Executive Committee.
- B. Special Board of Directors meetings may be called by the President.
- C. A majority of those present and voting shall constitute a quorum.

### Section 2. Executive Committee Meetings

- A. The elected officers of the GFWC of RI shall form the Executive Committee. This Executive Committee shall meet at the call of the President.
- B. Three members shall constitute a quorum.

### Section 3. GFWC of RI Meetings

- A. There shall be three regular meetings of the GFWC of RI membership held at a designated place within the State of Rhode Island. These shall be held as a Fall, Mid-Winter, and the Annual Meeting, dates to be set by the President on approval of the Executive Committee.
- B. A registration fee of two dollars (\$2.00) shall be paid by each person attending a session or part thereof.

- E. Shall work with the Secretary and supervise publication of the yearbook.
- F. Shall authorize expenditures within budget allocations and approve all bills for payment. Upon completion of her term of office, she shall immediately expedite the approval of all final bills of the administration so that the Treasurer may complete her duties within the required thirty (30) days period.
- G. Shall read the Annual Report at the Annual Meeting.
- H. Shall be the official delegate representative for the meetings of the GFWC and the GFWC New England Region
- I. In absence or incapacity of the Treasurer, the President may sign checks.

Section 3. President-elect and Vice President: In the absence or incapacity of the President, the President-elect or Vice President shall assume whatever duties are required of that office.

- A. The President-elect
  - 1. Shall act as liaison officer between Club Presidents, Department Chairmen and GFWC.
  - 2. Shall be responsible for the program of the Fall, Mid-Winter and Annual meetings; such as acquiring speakers and attending to their reception and housing needs, subject to the approval of the President and the Executive Committee.
  - 3. After the first Board meeting in the odd calendar year, is authorized to select the Department Chairmen for her Administration.
  - 4. May appoint a committee of five (5) to assist her.

B. Vice President

1. As Membership Chairman, the Vice President shall encourage and assist existing clubs to maintain and extend their membership.
2. Shall assist any groups interested in organizing a club; and shall endeavor to interest existing groups or clubs in joining the GFWC of RI.
3. She may appoint a committee which shall be representative of the State to assist her.

Section 4. Secretary

- A. Shall keep all records of all meetings of the GFWC of RI, the Executive Committee, the Board of Directors and such other meetings as may be called.
- B. Shall prepare and send a copy of the minutes of the meetings to the President and the Executive Committee within five days following a meeting.
- C. Shall have a copy of the Bylaws and Standing Rules available at all meetings.
- D. Shall be responsible for official communications.
- E. Shall transfer to her successor all GFWC of RI records on uniform size paper at the close of the term and shall transfer to the paid administrator the minutes to be bound after five years.
- F. Shall generally perform such acts as pertain to her office.
- G. Shall attend to the correspondence.

Section 8. A member having served more than half a term in any office of the Board of Directors shall be deemed to have served a term.

**ARTICLE VIII**  
Board of Trustees

Section 1. There shall be three trustees elected by the Board of Directors, each for a term of six years. One member shall be elected every two years to replace the member whose term has expired. The terms of the trustees shall begin at the Annual Meeting.

Section 2. These trustees shall have charge of investing and reinvesting for the financial continuity of the GFWC of RI, all monies in accordance with the trust of the Foundation and Headquarters Fund, and the Endowment Fund, the Mary C. Arnold Fund, the Swan Fund, the Haskell Fund, and any other monies made available for investment or reinvestment. The dividends/interest of those investments shall be made available by the trustees to the GFWC of RI Treasurer for reimbursement of certain GFWC of RI expenses.

Section 3. Should a vacancy occur, the President, upon the advice of the Executive Committee, shall appoint a member to fill the unexpired term.

Section 4. The Chairman of the Board of Trustees shall be a member of the Board of Directors.

Section 5. The Board of Trustees shall organize by electing one member thereof as Chairman and one member as Secretary-Treasurer in the even years.

Section 6. The Secretary-Treasurer of said Board of Trustees shall give bond in such surety or sureties as shall be decided by the Board of Directors of the GFWC of RI.

**ARTICLE VII**  
Board of Directors

Section 1. The Board of Directors shall have general supervision of the affairs of the GFWC of RI.

Section 2. The Board of Directors shall consist of the officers of the GFWC of RI, the Chairman of the Board of Trustees, the State Chairmen of Departments, State Chairmen of Standing Committees, and the presidents of all clubs or their designated alternates.

Section 3. The Past Presidents of the GFWC of RI shall be honorary members of the Board of Directors without the privilege of voting or making motions, providing they are members in good standing of a member club.

Section 4. It shall be the duty of the Board of Directors at its meeting prior to the annual meeting in the even years to elect a member to replace the member of the Board of Trustees whose term has expired. This elective term is for a period of six (6) years; term to begin at the Annual Meeting.

Section 5. At the April meeting, the Board of Directors shall consider for approval the budget prepared by the Budget Committee. A majority vote of those present and voting is required to accept.

Section 6. Vacancies occurring in any elective office, except that of President, shall be filled by vote of the Board of Directors. Should a vacancy occur in the office of the President, the President-elect shall fill the office for the unexpired term. Nominations for any vacancies shall be presented to the Board of Directors by the Executive Committee.

Section 7. A member of the Board of Directors may serve in more than one capacity but is entitled to only one vote; that of the highest position.

H. Shall secure for the yearbook the following information:

1. Name of club.
2. Names of officers, addresses with zip code, telephone numbers and email addresses.
3. Dates of monthly and annual meetings.
4. Date organized and date federated.
5. Number of dues paying members at close of GFWC of RI Annual Meeting.

I. Shall work with the paid administrator in compiling the yearbook and in printing and distribution of same.

J. Shall be responsible for printing of Bylaws and Standing Rules.

K. Shall be responsible for the collection and distribution of the yearbooks containing Bylaws and Standing Rules.

Section 6. Treasurer:

A. Shall collect all monies due the GFWC of RI and GFWC.

B. Shall deposit the GFWC of RI funds of in an account entitled GFWC of Rhode Island in such banking institutions as the Board of Directors may determine.

C. Shall pay all bills authorized within the accepted budget and upon written order of the President or in her absence or incapacity, the President-elect or Vice President in their order shall sign necessary vouchers.

D. Shall keep a record of all financial transactions.

E. Shall make available financial statements for presentation at meetings of the Board of Directors and at Annual Meetings.

- F. Shall prepare such financial reports as required by a Certified Public Accountant for submission to the Internal Revenue Service.
- G. Shall serve as a member ex-officio of the Budget Committee and the Board of Trustees.
- H. Shall send all bills for dues, and notices of delinquencies for clubs in arrears to the club presidents, as described in Article III, Section 4.C.
- I. The Treasurer shall give bond in such surety or sureties as shall be decided by the Board of Directors of the GFWC of RI.

Section 7. Club Presidents:

- A. Shall attend all meetings of the Board of Directors and the GFWC of RI.
- B. Shall appoint the Vice-President or other representative to attend such meetings in her absence.
- C. Shall report to the club all action of the Board of Directors and shall work in an effort to fulfill all requirements of the Board.
- D. Shall see that delegates and their alternates attend GFWC of RI meetings striving to fill the required attendance.
- E. Shall conduct the office in keeping with the requirements of the club.
- F. Shall consult, when necessary, with the President-elect of the GFWC of RI who serves as liaison officer for the State President.
- G. Shall submit written annual reports to the State President as required by GFWC.

**ARTICLE VI**  
Nominations and Elections

Section 1. The Nominating Committee shall consist of five members, only one of whom shall have served on the previous committee. Two members shall be elected by the Executive Committee: one of whom shall be chairman. These names shall be presented at the September or October meeting of the Board of Directors. At this meeting three others shall be elected from nominations made from the floor. Each director may nominate only one member to serve on the nominating committee. A vacancy occurring on the Nominating Committee shall be filled by the Executive Committee.

Section 2. The committee shall hold office until the completion of the next annual election.

Section 3. The Nominating Committee chairman shall present the names of its nominees for officers to the Board of Directors at the April meeting held prior to the annual GFWC of RI meeting.

Section 4. A single slate of nominees for office will be presented at the Annual Meeting and if there are no nominees from the floor the president will declare each nominee is elected. If a nominee is opposed election will be by ballot.

All voted ballots, following an election, shall be filed with the Custodian until the close of the next annual election. The Tellers' report shall be attached to the Minutes of the Day.