

# BYLAWS OF THE FEDERATION

## Article I NAME

The legal name of this corporation is NEW JERSEY STATE FEDERATION OF WOMEN'S CLUBS of GFWC, herein known as NJSFWC.

## Article II OBJECT

Said corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

## Article III MEMBERSHIP

### Section 3.1 Universal Membership

The NJSFWC shall hold Universal Membership in the General Federation of Women's Clubs (GFWC). All per capita dues paying club members automatically become members of the General Federation of Women's Clubs upon their club's acceptance into NJSFWC membership.

### Section 3.2 Classes of Membership

- A. **WOMEN'S CLUBS** shall consist of four or more members, eighteen years of age or older.
- B. **JUNIORETTE CLUBS** shall consist of four or more members between the ages of twelve and eighteen years of age. A member may remain a Juniorette until the end of the club year in which the member reaches the age of eighteen or upon the completion of the member's senior year in high school, whichever comes last.
  1. Each Juniorette club shall be sponsored and under the guidance of an NJSFWC Woman's Club in its own locality or immediate area.
  2. An NJSFWC Woman's Club may sponsor more than one Juniorette club.
  3. The Advisor of a Juniorette club shall be a member of the sponsoring club and shall serve as a liaison from the Juniorette club to the sponsoring club.
- C. **AFFILIATE CLUBS** shall consist of members who are past presidents of Women's Clubs or Junior Women's Clubs, Past Chairmen of Evening Membership Departments, or women having past State and/or District service. Members must hold dual membership in an NJSFWC per capita dues-paying club or be an NJSFWC Member-At-Large.
- D. **STATE ORGANIZATIONS** shall consist of one or more chapters with objectives that are and remain in harmony with those of the NJSFWC.
- E. **A MEMBER-AT-LARGE** shall be an individual desiring to remain a member of NJSFWC after her club has disbanded or who lives in an area that does not have an NJSFWC per capita dues-paying club.

### Section 3.3 Application for Membership

- A. **WOMEN'S CLUBS:** Four copies of the application form, three copies of club bylaws, the initiation fee of fifteen dollars, and the annual dues shall be submitted to NJSFWC Headquarters. A minimum of eight members is required to form a new club. After review of the club bylaws by the Parliamentary Consultant to Clubs and approval by the NJSFWC Board of Directors, the Corresponding Secretary shall notify the club of its acceptance.
- B. **JUNIORETTE CLUBS:** Four copies of the application form, three copies of club bylaws, the initiation fee of five dollars, and the annual dues shall be submitted to NJSFWC Headquarters. A minimum of eight members is required to form a new club. After review of the club bylaws by the Parliamentary Consultant to Clubs and approval by the NJSFWC Board of Directors, the Corresponding Secretary shall notify the club of its acceptance.
- C. **AFFILIATE CLUBS:** Four copies of the application form, three copies of club bylaws, the initiation fee of fifteen dollars, and the annual dues shall be submitted to NJSFWC Headquarters. A list of the names and addresses of all members, indicating the name of their NJSFWC per capita dues-paying club or their status as Member-At-Large shall be attached to each application form. After review of the club bylaws by the NJSFWC Parliamentary Consultant to Clubs and approval by the NJSFWC Board of Directors, the Corresponding Secretary shall notify the club of its acceptance.
- D. **STATE ORGANIZATIONS:** Four copies of the application form, three copies of the organization bylaws, the initiation fee of fifteen dollars, and the annual dues shall be submitted to NJSFWC Headquarters. After review of the organization bylaws by the Parliamentary Consultant to Clubs and approval by the NJSFWC Board of Directors, the Corresponding Secretary shall notify the organization of its acceptance.
- E. **MEMBER-AT-LARGE:** An application form and the annual dues shall be submitted to NJSFWC Headquarters. Upon approval of the NJSFWC Board of Directors, the Corresponding Secretary shall notify the member of her acceptance.

### Section 3.4 Annual Dues

- A. Annual dues of Women's Clubs and Juniorette Clubs are based on the number of club members reported as of May 1, for inclusion in the NJSFWC Yearbook. Clubs not reporting by May 1 shall be billed based on the prior year's membership number. (Current NJSFWC dues for Women's Clubs are ten dollars per capita and current GFWC dues are fifteen dollars per capita.) (Current NJSFWC dues for Juniorette Clubs are ten dollars per capita and current GFWC dues are ten dollars per capita.)
- B. Annual dues of each Affiliate Club shall be one hundred fifty dollars.
- C. Annual dues of each State Organization shall be one hundred fifty dollars.
- D. Dues of Clubs and State Organizations newly admitted or reinstated after the March meeting of the NJSFWC Board of Directors shall be credited to the following year.
- E. Dues of a Member-At-Large shall be fifty dollars. Each Member-At-Large will receive a subscription to the NJSFWC ALMANAC.
- F. Dues are payable on or before November 1.

### Section 3.5 Termination of Membership

- A. Any Woman's Club, Juniorette Club, Affiliate Club or State Organization resigning from NJSFWC shall send written notice of its intention to the Corresponding Secretary, prior to April 30, for presentation to the NJSFWC Board of Directors.

- B. A Member-At-Large may terminate her membership by non-payment of her dues or by written notice of resignation sent to the Corresponding Secretary prior to April 30.
- C. Any Club, State Organization or Member-At-Large that has not paid dues by December 15 shall be dropped from membership.
- D. Clubs with fewer than four members shall be dropped from membership.
- E. Clubs or State Organizations whose activities and/or purposes have been proven to be incompatible with those of the NJSFWC shall be dropped from membership by a two-thirds vote of the NJSFWC Board of Directors.

### **Section 3.6 Reinstatement of Membership**

- A. Women's Clubs, Juniorette Clubs, Affiliate Club and State Organizations that have resigned may be reinstated upon written application to Headquarters. Upon approval by the NJSFWC Board of Directors, the Corresponding Secretary will notify the club/organization of its reinstatement. No initiation fee is required for reinstatement.
- B. A Member-At-Large may reinstate her membership by written request to Headquarters. Upon approval by the NJSFWC Board of Directors, the Corresponding Secretary will notify her of her reinstatement.
- C. If a Club or State Organization reapplies for membership within one year of its date of resignation, it shall be reinstated as of the original date of its acceptance into NJSFWC.
- D. Any Club or State Organization that has been dropped from membership for non-payment of dues may be reinstated by following the procedure governing admission of new Clubs and State Organizations and the payment of dues in arrears for the year in which they are dropped.

## **Article IV OFFICERS**

### **Section 4.1 The Officers**

The officers of the NJSFWC shall be a President, a First Vice President/President-elect, a Second Vice President, a Third Vice President, a Recording Secretary, a Corresponding Secretary, a Treasurer, a Financial Secretary and eight District Vice Presidents. (Current districts are College, Garden, Highlands, Liberty, Palisades, Ramapo, Shore and Southern.)

### **Section 4.2 The President**

The President shall:

- A. Enforce the Bylaws and Standing Rules.
- B. Preside at all meetings of the NJSFWC, the Board of Directors, and the Executive Committee.
- C. Appoint the Chairmen of all Committees subject to the approval of the Trustees. The President shall appoint no more than two chairmen from any one club in a given year.
- D. Sign all contracts, leases, and other documents requiring official NJSFWC signatures. These shall also be signed by the Recording Secretary.
- E. Countersign all checks for authorized expenses drawn by the Treasurer.
- F. Supervise Headquarters personnel and office procedures.
- G. Perform such duties as are germane to the office or as designated by the Board of Directors.
- H. Be ex-officio member of all Community Service Programs and Committees, except the Committee on Nominations and Elections.
- I. Be the official representative of NJSFWC in all communication between GFWC and NJSFWC.

### **Section 4.3 The Vice Presidents**

The Vice Presidents, in order of rank, shall perform the duties of the President during her absence, inability to serve, or at her request.

A. The First Vice President shall:

- 1. Serve as consultant to the officers serving as District Vice President and any others designated by the President.
- 2. Serve as Leadership Chairman.
- 3. Be a non-voting member of the Finance Committee.
- 4. Be responsible for the review and updating of the Board Manual during each administration for approval by the Executive Committee.
- 5. Countersign all checks for authorized expenses drawn by the Treasurer, should the President be unable to do so.
- 6. Assume the title of President-elect at the close of Convention in the odd-numbered calendar year, while continuing to fulfill the duties of First Vice President.
- 7. Sign contracts in planning for the subsequent administration with the approval of the current Executive Committee, after becoming President-elect.

B. The Second Vice President shall:

- 1. Serve as consultant to all Community Service Program Chairmen, those Committee Chairmen who report to GFWC, and any others designated by the President.
- 2. Serve as the Report Writing Chairman.

C. The Third Vice President shall:

- 1. Serve as consultant to those Committee Chairmen designated by the President.
- 2. Serve as Chairman of the Membership Committee.
- 3. Serve as consultant to the Headquarters Committee.

### **Section 4.4 The Recording Secretary**

The Recording Secretary shall:

- A. Be the custodian of the NJSFWC official records except those specifically assigned to others.
- B. Record the minutes of the meetings of the Board of Directors, the Executive Committee, the NJSFWC Fall Conference or Regional Fall Conferences, and the Convention.
- C. Be responsible for distribution of the minutes of the Board meetings to all members of the Board of Directors and the distribution of the minutes of the Executive Committee meetings to all members of the Executive Committee.
- D. Have custody of the NJSFWC Corporate Seal and shall affix same to all contracts approved by the Board. In the absence of, or disability of, the Recording Secretary, the President shall affix the Seal to the official documents.
- E. Sign all NJSFWC documents requiring official signatures.

#### **Section 4.5 The Corresponding Secretary**

The Corresponding Secretary shall:

- A. Conduct the official correspondence of the NJSFWC unless otherwise designated.
- B. Notify Clubs, State Organizations, and Members-at-Large of their acceptance into membership or termination of membership.
- C. Give notice of all special meetings of the NJSFWC, Board of Directors or Executive Committee.

#### **Section 4.6 The Treasurer**

The Treasurer shall:

- A. Be the custodian of all NJSFWC monies.
- B. Open accounts in the name of the New Jersey State Federation of Women's Clubs of GFWC in banking institutions approved by the Executive Committee, except as otherwise provided in these bylaws.
- C. Send notices for annual dues. She shall keep a record of the number of members in clubs and shall issue a check for GFWC dues as required based on the amount of per capita dues received.
- D. Issue checks, countersigned by the President, for all authorized expenditures.
- E. Update the list of those members and NJSFWC employees to be covered by the Employee Dishonesty Bond and keep this policy current.
- F. Present a financial statement at each regular meeting of the Board of Directors.
- G. Submit the annual report of the auditor to the Board of Directors at the Board Meeting immediately following receipt of same.
- H. Serve as Chairman of the Finance Committee and an ex-officio member of all Permanent Fund Committees.

#### **Section 4.7 The Financial Secretary**

The Financial Secretary shall:

- A. Serve as Assistant Treasurer and conduct such correspondence pertaining to finance as may be requested by the Treasurer and/or the NJSFWC Board of Directors.
- B. In the event of an emergency that would prevent the Treasurer from fulfilling the duties of her office, the President or the First Vice President/President-elect, and the Financial Secretary shall be charged with such duties.
- C. Research and implement NJSFWC Fundraising.
- D. Maintain all contacts in connection with scholarships and fellowships.
- E. Review club requests to be included as part of the NJSFWC 501(c)(3) status and prepare the necessary forms for filing.
- F. Advise the Executive Committee and the Education Chairman in March of the funds available for Margaret Yardley fellowships.
- G. Provide the clubs with ideas and suggestions for club fundraisers.
- H. Serve as Finance Chairman on the Convention Committee and the Credentials and Registration Committee.

#### **Section 4.8 District Vice Presidents**

Each District Vice President shall:

- A. Assist in organizing new clubs/evening membership departments and present applications of new clubs for membership to the NJSFWC Board of Directors for approval.
- B. Hold one Spring Conference each club year.
- C. Secure a location for holding each District meeting, working with the appropriate Chairmen.
- D. Cooperate in carrying out the work of the Community Service Programs and Standing and Special Committees.

### **Article V BOARD OF DIRECTORS**

#### **Section 5.1 Membership**

- A. The elected Trustees, the appointed Chairmen, and the Parliamentary Consultant to Clubs shall constitute the NJSFWC Board of Directors. All members shall have the privilege of making motions and of voting.
- B. The elected Trustees shall be the Officers and Chairmen of the following Community Service Programs: Arts and Culture, Arts Performing, Civic Engagement and Outreach, Education and Libraries, Environment, and Health and Wellness.
- C. There shall be appointed Chairmen as follows: Advocates for Children, Bylaws, Communications/Public Relations, Community Impact Program, Convention, Credentials and Registration, Fall Conference/Program Assistance, GFWC Signature Project Domestic Violence Awareness and Prevention, Girls' Career Institute, Headquarters, Historian, Honors, Legislation/Resolutions, Nominations and Elections, Special State Project and Webmaster.
- D. The number of elected members shall exceed at all times the number of appointed members.
- E. Each member of the Board of Directors shall conduct her work in a non-political and non-partisan manner.

#### **Section 5.2 Duties**

The Board of Directors shall:

- A. Provide assistance in the planning, implementing, and/or coordinating the work of the clubs.
- B. Administer the affairs, funds, and property of the NJSFWC, subject to provisions of the law.
- C. Make such appropriations as may be required to further the purposes of the NJSFWC.
- D. Engage the services of an Executive Assistant, an attorney, an auditor, a parliamentarian, and/or other personnel as needed.
- E. Act upon applications for, and resignations from, membership.
- F. Accept the annual report of the auditor.
- G. Create, combine, continue, or discontinue Divisions and Committees.
- H. Declare a vacancy on the Board due to a member's continuing absences or failure to fulfill the duties of the office.
- I. Call to account any member who violates one or more Bylaws or Standing Rules and take such actions as deemed appropriate by a two-thirds ballot vote of those members present and voting.

#### **Section 5.3 Filling of Vacancies**

- A. If an officer is incapacitated or unable to perform her duties for a period of sixty days, the office shall be declared vacant by the Executive Committee.
  1. In the event of a vacancy in the office of President, the First Vice President/President-elect shall become President.
  2. A vacancy in the office of First Vice President/President-elect shall be filled by the Second Vice President.
  3. A vacancy in the office of Second Vice President shall be filled by the Third Vice President.

4. In the event of the vacancy in the office of Third Vice President, the President shall appoint an additional member to complete the term to serve as Membership Chairman. That member shall not be a member of the Executive Committee.
5. In the event of three or more vacancies at the same time, the highest ranking officer shall be empowered to convene a special meeting of the Board of Directors for the purpose of ratifying the appointments to fill the unexpired terms.
6. Filling a vacancy in any of these offices shall not preclude a member's eligibility to hold a consecutive two-year term.

#### **Section 5.4 Term of Office**

- A. Term of Office
  1. Term of Office shall be two years for elected Trustees. Their term shall begin at the close of the Convention at which they are elected.
  2. Term of Office shall be one year for appointed chairmen.
  3. Re-appointments may be made for one additional year.
- B. No member shall hold more than one office at any time.
- C. If any member of the Board resigns during her term of office, one year must elapse before she is eligible for the same or another office.
- D. No member of the Board shall be eligible to succeed herself in the same office unless she has served for less than half of her term.  
The exceptions shall be Treasurer, Girls' Career Institute Director, and Webmaster.
  1. The Treasurer may serve two consecutive terms.
  2. The Girls' Career Institute Director and Webmaster may serve four consecutive terms.

#### **Section 5.5 Meetings**

- A. Board of Directors Meetings  
Meetings of the Board of Directors shall be held at NJSFWC Headquarters on the second Tuesday of each month, September to June inclusive, unless otherwise ordered by the Board. A Quorum of the Board shall be twenty-five members, thirteen of whom shall be elected Trustees. An exception shall be the post-Convention meeting of the Board when a Quorum shall be thirteen.
- B. Executive Committee Meetings  
The Executive Committee shall meet at the Call of the President. A Quorum shall be six members.
- C. Alternate Meeting Format  
The Board of Directors, the Executive Committee, and Standing and Special Committees are authorized to meet by electronic communication media as long as the members may simultaneously hear each other and participate in the meeting. Sufficient notice must be given to enable a quorum to participate.
- D. Alternate Format/Voting  
At the discretion of the President, members may vote by electronic communication media in emergency situations. A report of any action taken via electronic communication media shall be verified and made a part of the minutes of the next meeting of the Board of Directors or Executive Committee.

### **Article VI EXECUTIVE COMMITTEE**

#### **Section 6.1 Membership**

The membership of the Executive Committee shall be the President, the First Vice President/President-elect, the Second Vice President, the Third Vice President, the Recording Secretary, the Corresponding Secretary, the Treasurer and the Financial Secretary.

#### **Section 6.2 Duties**

- A. All business must be approved for presentation to the Board of Directors by the Executive Committee.
- B. The Executive Committee may act in emergencies that do not entail expenditures of money with the exception of expenses for Headquarters maintenance and repair. Any emergency action taken will be presented for ratification at the next meeting of the Board of Directors.
- C. Executive Committee members shall report at regular meetings of the Board of Directors and make recommendations requiring action or approval.

### **Article VII COMMUNITY SERVICE PROGRAMS**

#### **Section 7.1 Community Service Programs**

- A. The Community Service Programs shall be: Arts and Culture, Arts Performing, Civic Engagement and Outreach, Education and Libraries, Environment, and Health and Wellness. There shall be such divisions of the Programs as the Executive Committee deems advisable.
- B. Community Service Programs and their divisions shall plan and promote programs of work and study which reflect the policies of the NJSFWC, GFWC, and the diverse interests of the clubs.

#### **Section 7.2 Methods of Procedure**

- A. Before putting plans of work into operation, Community Service Program Chairmen shall submit them to the Executive Committee for approval.
- B. Community Service Program projects which require financing shall be presented to the Executive Committee for consideration before approval by the Board of Directors. The general policy governing expenditures of these funds shall be approved annually by the Board.
- C. Trustees serving as Community Service Program Chairmen shall submit proposed NJSFWC Supplements on or before June 1 in the even-numbered years. Any subsequent changes in supplements shall be submitted to Headquarters for review by the President and the three Vice Presidents.
- D. Chairmen may appoint Division, Vice Chairmen, and a representative from each District and/or such committee members as are necessary, subject to a check for eligibility by the Executive Assistant and approval of the President.

**Article VIII**  
**CHAIRMEN AND STANDING COMMITTEES**

**Section 8.1 Chairmen and Committee members**

- A. The Chairmen of Standing Committees shall be appointed by the President, subject to the approval of the NJSFWC Board of Directors.
- B. Committee members, other than those designated, shall be appointed by the Chairman, subject to a check for eligibility by the Executive Assistant and approval of the President. Committee members shall be appointed to serve for a term of one year. The total term shall not exceed two years, except for one who has served six months or less of an unexpired term.

**Section 8.2 Committees**

- A. **ADVOCATES FOR CHILDREN COMMITTEE** shall consist of the Chairman, Vice Chairman, and sufficient members to promote activities which benefit and improve the lives of children.
- B. **BYLAWS COMMITTEE** shall consist of the Chairman and a minimum of four members, at least one of whom shall have served as a member of the NJSFWC Board of Directors. The Chairman shall have served as a member of the NJSFWC Board of Directors or as a member of the Bylaws Committee for at least one year.
  1. The Committee shall consider changes to the NJSFWC Bylaws and consider those proposed amendments that have been submitted in writing by October 15.
  2. Prior to the January Board of Directors meeting, a report of all proposed changes to the bylaws shall be sent to all members of the Board of Directors after review and approval by the Executive Committee..
  3. Those changes approved by the Board of Directors shall be sent with the CALL to the upcoming Convention for action at that Convention.
  4. Proposed amendments shall be sent at least thirty days and not more than ninety days before the Convention or any meeting called for the specific purpose of amending the Bylaws.
  5. In the event that elections shall be conducted by mail, a copy of the Proposed Amendments to the Bylaws and a Bylaws Ballot shall be sent with the elections ballot to be voted on by authorized delegates and returned with the election ballot.
  6. See ARTICLE XVII for amendment procedures.
- C. **COMMUNICATIONS COMMITTEE** shall consist of the Chairman, an ALMANAC Chairman and committee, and a representative from each district. The Communications Chairman shall coordinate dissemination of NJSFWC publicity and serve as a member of the Convention Committee.
- D. **COMMUNITY IMPACT PROGRAM** Chairman may appoint a Vice Chairman and a representative from each District. The Chairman shall promote the program as outlined by GFWC.
- E. **CONVENTION COMMITTEE** shall consist of the Chairman, Vice Chairman, Secretary, NJSFWC Financial Secretary, NJSFWC Communications Chairman, and sufficient members to make and execute plans for the Convention, in consultation with the President.
- F. **CREDENTIALS AND REGISTRATION COMMITTEE** shall consist of the Chairman and a sufficient number of Committee members, one of whom shall be the NJSFWC Financial Secretary.
  1. The Committee shall prepare a list of accredited delegates and alternates and shall furnish a copy for use by the Nominations and Elections Committee.
  2. The Committee shall prepare the Call to Convention.
  3. It shall have charge of all registration at the Convention and shall furnish delegates, alternates, and visitors with necessary credentials.
- G. The **FALL CONFERENCE AND PROGRAM ASSISTANCE COMMITTEE** shall consist of the Chairman and sufficient members to:
  1. Make and execute plans for State or Regional Fall Conferences, in consultation with the President; and
  2. Provide through the committee's research a source of program materials for use by the clubs and the NJSFWC and promote a Program Assistance Day in each District.
- H. **FINANCE COMMITTEE** shall consist of the Treasurer as Chairman, the President, the Financial Secretary, the First Vice President/President-elect as a non-voting member, and two other members appointed by the Treasurer in consultation with the President and approved by the Board of Directors.
  1. The committee shall meet at the call of the Chairman.
  2. It shall prepare the annual budget for approval at the regular June meeting of the Board of Directors.
  3. The committee shall study the finances of the NJSFWC and shall submit ideas for fundraising projects.
- I. **GFWC SIGNATURE PROGRAM: DOMESTIC VIOLENCE AWARENESS AND PREVENTION** shall consist of the Chairman, the Vice Chairman, and sufficient members to promote activities which will raise awareness of domestic violence and benefit domestic violence shelters across the state.
- J. **GIRLS' CAREER INSTITUTE COMMITTEE** shall consist of the Director, the Third Vice President, who shall serve as consultant, an Assistant Director, and other members including, but not limited to, housemothers.
  1. The Committee shall be responsible for making the arrangements for the Girls' Career Institute including, but not limited to, housing, meals, and speakers, in consultation with the President.
  2. All agreements will be signed by the President and the Director. All agreements for the Institute that will occur in the even-numbered year will also be signed by the President-elect.
- K. **HEADQUARTERS COMMITTEE** shall consist of a Chairman, the Third Vice President, who shall serve as consultant, and a sufficient number of members. The Committee shall:
  1. Promote membership in the 1894 Society.
  2. Conduct an inventory of items in NJSFWC Headquarters at least once every administration.
  3. Hostess an Open House at Headquarters once an administration, and any other receptions upon the request of the President.
- L. **HISTORIAN** shall
  1. Keep a chronological record of events of the NJSFWC and shall submit the historical report for each administration, which shall be filed at Headquarters as a supplement to the printed history of the NJSFWC. When the next volume of the history is to be published a Committee shall prepare the copy from the records at Headquarters.
  2. Educate members about NJSFWC history.
  3. Encourage each club to record its history.

M. **HONORS COMMITTEE** shall consist of the Chairman and a Vice Chairman.

1. The Committee shall accept names of members prominent in club work to be placed on the Honor Roll. Each name and a 25-word tribute shall be inscribed on a page of the Honor Roll Book. A fee of fifty dollars shall accompany each tribute.
2. The Committee shall be responsible for the Honors and Memorials Books. A minimum fee of fifteen dollars shall accompany each name presented for the Honors and Memorials Books.
  - a. An individual may be honored by placing his/her name in the Honors Book.
  - b. An individual may be remembered by placing his/her name in the Memorial Book.
3. The Committee shall facilitate placing names on the Order of the Lily. Only those women already on the Honor Roll shall be eligible. A member who continues to be prominent in club work may be enrolled in the Order of the Lily as many times as named. The honoree's name will be inscribed in the Order of the Lily Book to be kept permanently at Headquarters. A fee of twenty-five dollars shall accompany each enrollment.
4. The Committee shall be responsible for the selection of the recipient of the Cecilia Gaines Holland Award. A framed certificate and a charm shall be given annually to a clubwoman doing outstanding civic work outside the scope of her club.
  - a. A club nominating a candidate for the award shall submit her name, address and a resume listing her civic activities and accomplishments. The resume, which shall be sent to the Honors Chairman by February 1, shall be no more than 300 words.
  - b. The Chairman shall send the anonymous qualifications of the candidates to three NJSFWC Past Presidents by February 15. Each of these Past Presidents will inform the Chairman of her choice for the recipient by March 15.

N. **LEGISLATION/RESOLUTIONS COMMITTEE** shall consist of a Chairman, a Vice Chairman, and a minimum of four members. The Committee shall:

1. Keep the membership informed of the status of pending legislation germane to the work of the NJSFWC.
2. Develop and/or update and promote an educational program concerning legislation.
3. Consider resolutions submitted in writing by December 15.
  - a. Resolutions may be submitted by clubs, state organizations, the NJSFWC Board of Directors, NJSFWC Community Service Program Chairmen, and/or the Resolutions Committee.
  - b. The committee shall send proposed resolutions to all members of the Board of Directors prior to the March Board of Directors meeting. Those resolutions approved by the Board of Directors shall be sent to all NJSFWC Clubs and State Organizations at least six weeks prior to the upcoming Convention.
  - c. In the event that elections shall be conducted by mail, a copy of the resolutions and a Resolutions Ballot shall be sent with the elections ballot to be voted on by authorized delegates and returned with the election ballot.
  - d. A resolution which has been received and considered by the Legislation/Resolutions Committee, and has been considered but not approved by the Board, must be presented to the Convention by the Legislation/Resolutions Committee upon written request of twenty-five NJSFWC Clubs or State Organizations.
4. Consider emergency resolutions. Emergency resolutions are called for by conditions arising subsequent to December 15 and may be brought before Convention provided:
  - a. The resolution is presented on written request of an NJSFWC Chairman and endorsed by a majority of the members of that Committee, or, that it is presented on the written request of twenty-five delegates, no two of whom represent the same club.
  - b. It is presented at least twenty-four hours prior to the final day of the Convention and that its status as an emergency resolution is approved by the Executive Committee
  - c. That a copy of each emergency resolution is distributed to each delegate.
5. Resolutions establish policy of the NJSFWC and shall continue to be active until rescinded by the delegate body.

O. **MEMBERSHIP COMMITTEE** shall consist of the Third Vice President as Chairman, a Vice Chairman, a Juniorette Chairman and a representative from each District. The Committee shall actively work to form new Clubs with the assistance of the District Vice Presidents and shall stimulate increased membership in the clubs already formed.

P. **NOMINATIONS AND ELECTIONS COMMITTEE** shall serve during the second year of an administration and consist of a Chairman, a Vice Chairman, and a minimum of four members.

1. Two members appointed by the District Vice President from the club membership of each District shall serve as clerks, judges, or tellers on Election Day.
2. The Chairman shall prepare the official ballot.

Q. **SPECIAL STATE PROJECT COMMITTEE** shall consist of the Chairman, Vice Chairman, and a representative from each District. The committee shall promote and execute plans for the Special State Project.

R. **WEBMASTER** and a Vice Chairman shall be responsible for maintaining all aspects of the NJSFWC website ([www.njsfwc.org](http://www.njsfwc.org)) and social media in consultation with the President.

## **Article IX FINANCES**

### **Section 9.1 Fiscal Year**

The fiscal year shall be from July 1 to June 30 each year inclusive. (Effective 2019)

### **Section 9.2 Financial Records**

- A. Financial records shall be stored at NJSFWC Headquarters.
- B. All interest and dividend checks and all statements for the checking, savings, and custodial accounts shall be sent to Headquarters.

### **Section 9.3 Revenue**

- A. The revenue of the NJSFWC shall be derived from fees, dues, and such other sources as shall be approved by the Board of Directors.
- B. All money raised by permission of, in the name of, and/or for the work of the NJSFWC shall be cleared through the NJSFWC treasury.

### **Section 9.4 Expenditures**

- A. The Finance Committee shall prepare the annual budget, which shall be submitted to the Board of Directors for approval at the regular June meeting.
- B. The Executive Committee and/or the Finance Committee shall recommend all non-budgetary expenditures with the exception of Headquarters maintenance. Each recommendation must be approved by the Board before payment by the Treasurer.

### **Section 9.5 Special Funds**

Special Funds, for purposes other than regular NJSFWC work, shall be established in the following manner:

1. The NJSFWC Board of Directors shall consider the object and method proposed for raising the fund.
2. Upon approval, notice of the proposed fund and of the time of its consideration shall be sent with the Call to the Convention.
3. A majority vote of the pre-registered delegates at the designated session shall be necessary to establish the fund.

### **Section 9.6 Permanent Funds**

Permanent Funds are those designated for specific purposes and are under the general supervision of the NJSFWC Board of Directors.

#### **A. ENDOWMENT FUND**

1. The interest from the invested principal of this fund shall augment the yearly income of the NJSFWC.
2. The principal of this fund is increased by donations.

#### **B. HEADQUARTERS FOUNDATION FUND**

1. The principal of this fund is invested.
2. The interest from the invested principal shall be used for the maintenance and repair of the Headquarters Building.
3. The principal is increased by donations and NJSFWC fundraising.
4. If necessary, the Board of Directors may approve partial expenditures of the principal for maintenance and repair of the Headquarters Building. A minimum principal of \$225,000 shall be maintained at all times.

#### **C. CECILIA GAINES HOLLAND AWARD FUND**

1. The principal of this fund is invested and the income shall be used for a framed certificate and a charm to be awarded annually in recognition of a clubwoman doing outstanding civic work outside the scope of her club.
2. The principal of this fund shall be increased by donations.

#### **D. EDNA JANE KELLER FUND**

1. The principal of this fund is invested.
2. The income may be used at the discretion of the President for any project which will aid in furthering the work of the NJSFWC.
3. The principal of this fund shall be increased by donations.

#### **E. MARGARET YARDLEY FELLOWSHIP FUND**

1. The principal of this fund is invested and the income may be granted to one or more female graduate students for advanced study in the field of their choice.
2. The principal of this fund is increased by donations.

## **Article X NJSFWC MEETINGS**

### **Section 10.1 Convention**

- A. The NJSFWC shall hold a Convention in the spring of each year at which each NJSFWC Club and State Organization may be represented by pre-registered delegates and alternates.
- B. This Convention shall be the Annual Meeting.
- C. The Call to Convention shall be issued at least six weeks prior to the meeting.
  1. The Call shall be signed by the President and the Recording Secretary.
  2. The Call shall be sent to all NJSFWC Clubs, Affiliate Clubs, State Organizations, and Members-At-Large, with the exception of Juniorette Clubs. Juniorette Clubs may request a Call.
- D. In the event of an emergency, the Convention may be cancelled by a two-thirds vote of the Board of Directors.

### **Section 10.2 State Fall Conference or Regional Conferences**

The NJSFWC shall hold a State Fall Conference or Regional Conferences with the approval of the Board of Directors.

### **Section 10.3 Special Meetings**

Special Meetings of the NJSFWC may be called by the President and must be called by her upon receipt of the written request of twenty NJSFWC Clubs and/or State Organizations. The President shall acknowledge receipt of the request within ten (10) business days. The meeting must be called within ninety (90) days of receipt of request. Notice of a special meeting shall be sent at least forty-five (45) days prior to the meeting to every Board Member, Club President and Member-at-Large, stating date, time, location and purpose of meeting. The only business to be conducted is that for which the meeting is called.

### **Section 10.4 Meeting Logistics**

- A. The fee, time, and place of holding the Convention, the Fall Conference or Regional Conferences, and Special Meetings shall be fixed by vote of the Board of Directors.
- B. Arrangements for such meetings shall be made by the committee in consultation with the President, and approved by the NJSFWC Board of Directors.

### **Section 10.5 Members-At-Large**

A Member-At-Large shall receive a Call to the Convention or to any Special Meeting, but she may not attend as a delegate. Upon payment of registration fee, a Member-At-Large may attend state or district meetings.

### **Section 10.6 Quorum**

- A. A quorum for the Convention shall be delegates representing twenty-five NJSFWC Clubs and/or State Organizations.
- B. A quorum for a Special Meeting of the NJSFWC shall be delegates representing twenty NJSFWC Clubs and/or State Organizations.

## Article XI REPRESENTATION

### Section 11.1 Voting Body

The voting body of the Convention and Special Meetings of the NJSFWC shall be the Board of Directors, Past Presidents, and pre-registered delegates.

### Section 11.2 Delegates and Alternates

- A. Representation shall be based on Membership as recorded in the current Yearbook.
- B. Clubs in good standing shall be entitled to the following representation:
  1. Membership of 49 or less, 4 delegates and 4 alternates
  2. Membership of 50 to 149, 6 delegates and 6 alternates
  3. Membership of 150 to 249, 8 delegates and 8 alternates
  4. Membership of 250 or more, 10 delegates and 10 alternates.
- C. Affiliate Clubs and State Organizations shall be entitled to one pre-registered delegate and alternate.
- D. No delegate or alternate shall be registered to represent more than one club or state organization.
- E. Only pre-registered alternates may become authorized delegates. This change may only be made by the chairman of the Credentials and Registration Committee.

### Section 11.3 Credentials

Advanced Registration Forms, used to designate delegates and alternates, shall be sent with the CALL to the Convention or Special Meetings of the NJSFWC.

### Section 11.4 Delegates

Each delegate must pick up her credentials in person to be eligible to vote in any election.

### Section 11.5 New and Reinstated Clubs

Clubs and State Organizations newly admitted or reinstated after the March meeting of the Board of Directors shall be presented at the Convention following such admittance or reinstatement, but shall not be entitled to vote at that Convention.

### Section 11.6 Members

- A. Members of NJSFWC Clubs and State Organizations, other than delegates and alternates, may attend Convention provided they register with the Credentials and Registration Committee.
- B. Non-delegate members may attend business sessions but may not take part in discussion nor be entitled to make motions or vote. They shall be seated in a designated area.

### Section 11.7 Visitors

- A. Members of NJSFWC Clubs, State Organizations, or Members-At-Large may be accompanied by non-member visitors, provided such guests register with the Credentials and Registration Committee.
- B. Such visitors shall have the same privileges as non-delegates.

## Article XII NOMINATIONS

### Section 12.1 Nomination Forms

- A. One nomination form listing the NJSFWC Trustees to be elected at the Convention in the even-numbered years shall be sent by the Nominations and Elections Committee to the President of each NJSFWC Woman's Club by November 1 of the odd-numbered years.
- B. Each nomination form, to be valid, must be signed by the President and the Recording Secretary of the club and must be returned to the Nominations and Elections Committee Chairman, at Headquarters, postmarked not later than January 2 of the even-numbered years. The nomination form for a member of an Evening Membership Department nominated to serve as NJSFWC Trustee shall be signed by the President and Recording Secretary of the sponsoring Woman's Club. Any club that nominates a candidate must be a club in good standing.

### Section 12.2 Club Eligibility

- A. A Woman's Club must belong to the NJSFWC for at least one year before being eligible to nominate one of its members for an office in the NJSFWC.
- B. Affiliate Clubs and State Organizations are not eligible to nominate members for office.
- C. Clubs with an active membership of fewer than eighty may propose no more than two members to serve as Trustees during any given two-year period.
- D. Clubs with an active membership of eighty or more may propose no more than three members to serve as Trustees during any given two-year period.

### Section 12.3 Publication of Qualifications

- A. Nomination forms returned by Clubs to the Nominations and Elections Committee Chairman shall be accompanied by a narrative not exceeding 200 words, describing the qualifications of the candidate.
- B. These qualifications may be edited by the Nominations and Elections Committee Chairman, with the approval of the President.
- C. Qualifications of the candidates shall be mailed to clubs with the Call to Convention in the even-numbered years.

### Section 12.4 Eligibility of Candidates

- A. The President-elect shall automatically succeed to the office of President.
- B. A candidate for First, Second or Third Vice President shall have served as a member of the NJSFWC Board of Directors for at least four years at the time of election, two of which shall be as an elected Trustee. Candidates for these offices shall be nominated solely on their qualifications and not on a system of succession.
- C. A candidate for the office of Recording Secretary, Corresponding Secretary, Treasurer, or Financial Secretary shall have served as a member of the Board of Directors for at least two years at the time of election.
- D. A candidate for the office of District Vice President shall only be nominated by a club in that District.



- E. To be eligible for nomination as a Trustee, each candidate shall have been an active member of the NJSFWC Woman's Club nominating her for at least one year at the time of her nomination. She shall remain an active member of such club during her term of office. Each candidate must be in compliance with Article V, Board of Directors, Section 5.4, Term of Office.
- F. A candidate shall agree to conduct her work in a nonpolitical and nonpartisan manner and in compliance with the NJSFWC Bylaws.

#### **Section 12.5 Withdrawal of Candidates**

The nominating club shall immediately notify the Nominations and Elections Committee Chairman, in writing, of the withdrawal of any candidate.

#### **Section 12.6 Sample Ballots**

The names of those nominated shall be placed on the sample ballot, which shall be mailed to the president of each NJSFWC Club and State Organization with the Call to the Convention.

#### **Section 12.7 Report of Chairman**

The Nominations and Elections Chairman shall present the committee's report on the second day of the Convention except when elections are held by mail.

#### **Section 12.8 Nominations from the Floor**

- A. Nominations may be made from the floor at the Convention except for the office of President.
- B. Both the sponsoring club and the candidate shall be eligible according to these bylaws.
- C. Before nominations from the floor are opened, written consent of the sponsoring club and written consent of the candidate shall be submitted to the Recording Secretary by midnight of the opening day of Convention.

#### **Section 12.9 Official Ballot**

The official ballot of the NJSFWC shall be consistent with the sample ballot. It shall consist of nominations presented by the Committee on Nominations and Elections and those made from the floor.

### **Article XIII ELECTIONS**

#### **Section 13.1 Voting**

- A. Elections for office shall be held at the Convention in the even-numbered years except in emergencies when they may be held by mail.
- B. When an event with consequences beyond the control of the NJSFWC makes it impossible or inadvisable for the delegates to assemble for the Convention, elections shall be conducted by mail if authorized by a two-thirds vote of the Board at a regular or special meeting of the NJSFWC Board of Directors.

#### **Section 13.2 Method**

- A. Election shall be by ballot. Only those whose names are on the official ballot shall be eligible for election.
- B. A plurality vote shall elect.
- C. In the case of a tie, the choice shall be decided by lot.
- D. When there is only one candidate for an office, the election for that office may be by voice vote.
- E. No member may campaign for any candidate.

#### **Section 13.3 Election Results**

- A. The Chairman or the reporting member of the Nominations and Elections Committee shall read the results of the election. The presiding officer restates the results of the election and declares the winners.
- B. All ballots cast, including those rejected because of error or the record of all votes cast when voting machines are used, shall be placed together with the credentials list in a package and sealed. The Recording Secretary shall be responsible for them until the expiration of thirty days when they may be destroyed.

### **Article XIV EXECUTIVE DIRECTOR**

The Executive Committee, with the approval of the Board of Directors, may retain an Executive Director who shall be the principle salaried staff member of NJSFWC.

- A. The Executive Director shall not be an officer of NJSFWC and shall not vote on matters brought before meetings of the Executive Committee, Board of Directors, or Conventions.
- B. She shall be listed on the Employee Dishonesty Bond.
- C. The Executive Director may receive compensation and other remuneration for services provided.

### **Article XV ETHICAL STANDARDS**

The NJSFWC requires its Officers, members of the Board of Directors and members to observe high standards of ethical conduct in the execution of their duties and responsibilities.

#### **Section 15.1 Confidentiality**

Officers, members of the Board of Directors and members shall not disclose confidential or proprietary information belonging to the NJSFWC or obtained through their affiliation with the organization, other than to persons who have a legitimate or legal need for such information.

#### **Section 15.2 Conflict of Interest**

- A. The Board of Directors has adopted a written conflict of interest policy.
- B. Officers and members of the Board of Directors shall adhere to and conduct themselves in accordance with the NJSFWC Conflict of Interest Policy. They shall be disqualified from acting when they have actual or potential conflict of interest that may impede, or be perceived as impeding, their capacity to act in good faith in the best interest of the NJSFWC.
- C. Officers and members of the Board of Directors shall sign a written conflict of interest disclosure form annually.

#### **Section 15.3 Presumption of Conflict**

A conflict of interest shall be presumed when an officer, a member of the Board of **Directors**, any individual acting in that capacity for a

member, or a member of their immediate family has a close affiliation or interest in an affected organization or company or could expect financial gain or loss from a matter being considered by the NJSFWC.

#### **Section 15.4 Public Positions**

No officer, member of the Board of Directors or member, while acting in her official NJSFWC capacity, may take a public position on any issue unless it conforms to the official position of NJSFWC or on which the NJSFWC has taken no formal position.

### **Article XVI PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the NJSFWC in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

### **Article XVII AMENDMENTS**

#### **Section 17.1 Amendments**

- A. These Bylaws may be amended by a two-thirds vote of the voting body present and voting at the Convention.
- B. These bylaws may also be amended at any meeting called for such specific purpose by a two-thirds vote of the voting body present and voting.

#### **Section 17.2 Proposal of Amendments**

- A. Amendments may be proposed by the Bylaws Committee, by the NJSFWC Board of Directors or by the Executive Committee.
- B. Amendments may be proposed by NJSFWC clubs and/or State Organizations if accompanied by endorsements from at least five other NJSFWC clubs and/or State Organizations.
- C. Proposed amendments must be submitted to the Bylaws Committee by October 15 for presentation to the NJSFWC Board of Directors for approval at their January meeting preceding the Convention at which they are to be considered.
- D. In the event that the proposed amendment is not approved by the NJSFWC Board of Directors, the Corresponding Secretary shall immediately notify any sponsoring NJSFWC Club or State Organization whose Amendment was not approved. Such sponsor may resubmit said amendment to be presented to the Convention by the Bylaws Committee upon written request of 25 NJSFWC Clubs or State Organizations. A copy of such proposed amendment must be distributed to each delegate by the sponsoring club prior to consideration of the Bylaws. The proposed amendment, accompanied by all supporting paperwork, must be submitted to the Bylaws Chairman and the State President at least 24 hours prior to the opening of the Annual Convention and must be the same proposed amendment as originally presented.

### **ARTICLE XVIII DISSOLUTION CLAUSE**

Upon the Dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code or shall be distributed to the federal government, or to a state or local government, for a public purpose.