

# GFWC-CHARLOTTE BY-LAWS

February 2008; Amended 5-13-10; compliance to GFWC & GFWC MI 9-14-11;  
Amended 9-13-2013; Amended 11-7-14; Amended 2-5-16; Amended 2-3-17; Amended 5-4-18

## ARTICLE I. *NAME*

### **SECTION 1.1 Club Name.**

- A. The name of this organization shall be the General Federation of Women's Clubs – Charlotte, Inc., a domestic non-profit corporation, hereinafter referred to as GFWC-Charlotte, GFWC-Charlotte, Inc. or Club.

## ARTICLE II. *OBJECTIVE*

### **SECTION 2.1 Objective.**

- A. The objective of GFWC-Charlotte shall be to promote growth and general advancement of women by providing programs pertaining to literature, science, art, and public interest, and to promote lines of public welfare in the community of Charlotte, as well as at district, state, national and international levels.

## ARTICLE III. *MEMBERSHIP*

### **SECTION 3.1 New Members.**

- A. Persons interested in the objective of this Club may apply for membership by submitting their name along with the application, the current application fee, dues, and biographical data to the membership chairman, who will present it to the Board of Directors (hereinafter referred to as the Board). The amount of the membership application fee, determined by the Club's Board, is to be specifically earmarked for costs related to processing applications and other membership committee needs approved by the Board.
- B. An applicant must be sponsored by a Club member.
- C. Election to membership shall be by the approval of the Board. In balloting for members, three negative votes shall exclude admission to membership.

- D. All new members are expected to attend a club orientation within the first year of membership.

**SECTION 3.2 Types of Membership.**

- A. Membership in the Club shall be of four classifications: active, associate, honorary and inactive.
- B. An active member must be willing to serve on a community service program, standing committee, and/or special committee, and attend meetings on a regular basis. Any member with poor attendance and not serving on a community service program or committee, when asked, will be reviewed at the end of each year by the membership chairman, who will make a recommendation to the Board regarding the status of membership.
- C. When circumstances prevent an active member from regular attendance or active participation in the Club, a member may be eligible to become an associate member after being an active member for ten (10) or more years, (or less only upon the Board's approval). An associate member shall be entitled to attend all meetings, but shall not hold office, vote, or be entitled to chair a community service program, standing committee, or special committee. An associate member shall be entitled to participate in community service programs and committee work, and other club activities. To change membership from active to associate, a member must submit this request for change in writing to the membership chairman, who will present it to the Board for a vote. In balloting for a membership status change, three negative votes shall deny the change. If, at a later date, an associate member is able to once again become an active member, that member may do so by submitting a request for change, in writing, to the membership chairman, who will present it to the Board for a vote.
- D. Members with fifty years or more continuous membership shall be recognized by the Club and conferred with honorary membership status by a vote of the Board. The honoree shall retain all rights and privileges of an active member, but does not pay dues. An honorary membership may also be conferred on any person, who has done active and outstanding work in the club and/or community, upon recommendation of the Board and a vote by the general membership.

- E. When circumstances such as, but not limited to, health issues, prevent a current member from participating – even as an associate – member, the board may convert her membership to inactive status. This action may take place without a written resignation from the member or her family. Inactive members would not be counted as dues-paying members at the local, District State or National level.

**SECTION 3.3 Member Responsibilities.**

- A. When assigned to a committee, each member will assume responsibility as a member of the committee and will be a contributing supporter of the committee. If unable to participate, the member will find a substitute.

**SECTION 3.4 Dues .**

- A. The annual dues shall be determined by a majority of the general membership in attendance at the annual meeting or a general membership meeting. Dues shall be payable by November 1, of each club year. Members, who have failed to pay their dues by November 1, will be notified in writing immediately by the assistant to the treasurer. Members, who fail to pay dues by November 15, shall forfeit all rights to membership, and their names shall be removed from the roll.
- B. Any member joining after February 1, shall pay one-half the amount of annual dues for the current year.
- C. The amount of annual dues shall be evaluated each year by the treasurer, who will present her finding to the Board for action.

**SECTION 3.5 Resignations and Reinstatements.**

- A. Any member, in good standing, desiring to resign from the Club should submit her resignation in writing to the membership chairman, who shall present it to the Board for action.
- B. Any member who resigns, in good standing, may apply to the Board for reinstatement through the membership chairman.

## ARTICLE IV – OFFICERS

### **SECTION 4.1 Board of Directors.**

- A. Officers of this Club shall be: president, vice-president, secretary (or, at the president's option, appointment of a corresponding secretary), treasurer, assistant to the treasurer, parliamentarian, historian and Memory Book chair (who will be appointed by the president), and three directors, all with voting privileges. These officers and the immediate past president (or appointed past-president advisor), shall form a Board of Directors and shall regularly attend meetings of the Board of Directors.

### **SECTION 4.2 Terms.**

- A. The president, vice president, recording secretary, treasurer and historian shall be elected for a term of two years. The assistant to the treasurer, parliamentarian, memory book chair, and (optional) corresponding secretary, shall be appointed by the president for her term of office. The term of office for **directors shall be two years, two of whom shall be elected in the spring of** even calendar years and one in the spring of odd calendar years. All terms of office shall commence on June 1. Eligibility for members of the Board of Directors: members in good standing with previous club experience.

### **SECTION 4.3 Election.**

- A. Election shall take place for each office at the annual meeting. (Refer to Robert's rules of Order 10<sup>th</sup> Edition for exceptions.)
1. Nominations must be requested, from the floor, for each office.
  2. If there are no additional nominees, the president shall call for a motion to close nominations. If the aforementioned motion passes, the president will then call for a new motion to accept those candidates submitted by the nominating committee. A vote will then be taken either orally, by show of hands, or by written ballot.

### **SECTION 4.4 Declaring An Office Vacant.**

- A. If an officer is incapacitated or unable to perform the duties of the office for a period of two (2) months, the office may be declared vacant by the Board.

#### **SECTION 4.5 Filling a Vacancy.**

- A. Vacancies in office may be filled at any regular or special meeting in the same manner as at the annual meeting.

#### **SECTION 4.6 Duties Of An Officer.**

**Additional duties may be added to the following list of officers' duties at the direction of the president or by Board action.**

A. The PRESIDENT Shall:

1. Preside at all meetings of the Club and Board of Directors.
  - (a) determine that a quorum is present.
  - (b) follow the established order of business.
  - (c) permit only one main motion to be considered at a time.
  - (d) control discussion so that all views are presented, addressed to the chair, and pertinent to the motion on the floor.
  - (e) put motions to the vote and announce results.
  - (f) remain neutral during the proceedings. The presiding officer has the responsibility to provide factual information for clarification. The president also has the right to remove herself from the chair to participate in debate, after appointing a replacement to preside through the vote on the issue.
  - (g) shall be entitled to vote when the vote is by ballot and in all other cases where her vote would change the result.
2. appoint standing committee chairmen and community service program heads.
3. serve as a member ex-officio of all committees (except the auditing and nominating committees), without a vote, except in the case of a tie.
4. appoint special committees as needed.
5. appoint a parliamentarian, assistant to the treasurer, corresponding secretary (optional), and if the immediate past-president is not serving on the Board of Directors, a past-president advisor shall be appointed to fill this vacancy.
6. serve as the first delegate to all Federation meetings. The president may appoint alternates when the delegates cannot function.
7. be responsible for the collection and care of all Club properties and documents at the end of her term.

8. prepare and make available electronically the general meeting agenda prior to the meeting.
9. collect and submit reports to GFWC MI.
10. follow-up action in minutes (e.g., filing reports, assigning special committees, and handling specific requests).
11. send a president's letter to the membership in August, which will include a brief summary of the forth-coming year (this is at Club expense). Mailing also to include a self-addressed envelope for easy payment of dues.
12. submit, in a timely manner, the following information to the vice-president for the printed yearbook:
  - (a) list of the Club's committee and community service program chairmen, special committees and chairmen, and names of the members of the Board of Directors.
  - (b) important Club dates.
  - (c) list of Federation officers
  - (d) Club flower and colors.
13. OPTIONAL: provide a gift, not a Club expense, to present to the past presidents attending the meeting in which they are honored (usually December).
14. order and present pin to incoming president, as necessary, at the Charlotte High School Graduating Seniors' Tea meeting. (This is a Club expense and needs to be ordered ahead).
15. familiarize self with the proper order of business, parliamentary procedure, duties, reports, forms, etc.
16. host the orientation for new members in conjunction with the membership committee (see Article VII, Sec. 7.7,A,3).
17. serve as a voting member on the Mobile Meals, Inc. of Charlotte board of directors, while in office as president of GFWC-Charlotte.
18. compose a resolution to be read at a general membership meeting when a member of the Club dies. The president may assign this duty to another member. (See Corresponding Secretary duties (a) 2)
19. appoint an Attendance Committee to maintain the nametag box, keep a record of those attending each meeting and furnish copies to the Membership Chair, Newsletter Chair, Treasurer and President, and include the number on the annual report. Furnish guests' names to the secretary to be included in the minutes.
20. appoints three members to the program committee which is chaired by the vice-president.

21. appoint a Memory Book chair who will serve on the board.
- B. The IMMEDIATE PAST PRESIDENT shall:
1. serve on the Board as an ex-officio member, without voting privileges, for two years at the completion of her term as president (Optional).
  2. be responsible for filing documents, reports, minutes, etc., from her term of office as president.
  3. serve on the finance committee.
- C. The VICE PRESIDENT shall:
1. preside in the absence of the president and perform duties assigned.
  2. serve as the program committee chairman (committee consists of four members: vice-president, plus three additional club members **appointed by the president**).
  3. be responsible for submitting the program budget to the finance committee, prior to the finance committee's preparation of the new budget each year.
  4. assign a member of the program committee to serve as a liaison and be responsible for each meeting's program.
    - (a) regarding speakers:
      - (1) obtain and set dates and time on a timely basis prior to the summer finance committee meeting.
      - (2) confirm details in writing, and later remind and check on audio-visual equipment needed.
      - (3) introduce at meetings
      - (4) thank speaker (present money or gift, if appropriate, a Club expense).
      - (5) handle all special arrangement, (e.g., transportation).
    - (b) regarding publicity: get information to publicity and newsletter chairmen for publication in local media in advance of events.
    - (c) invocation, (when appropriate).
  5. be in charge of the annual yearbook and gather the following information:
    - (a) program dates, times, places, details, etc.
    - (b) up-to-date membership list and data.

- (c) list of community service program chairs and committee members appointed by the president
  - (d) add immediate past president to the list.
  - (e) Club colors are green and white; flower is yellow Jonquil.
  - (f) proofread carefully; have committee help.
6. OPTIONAL: provide a gift for the president at the end of her two-year term (not a Club expense).
  7. serve as the second delegate to all Federation meetings.
  8. familiarize self with the Club activities and functions, in preparation for succeeding to the presidency.
  9. after being elected, at the annual meeting, have the privilege to start naming her appointive officers, and community service program and committee chairmen for the year she will assume the presidency.
  10. contact the calling committee chairman, prior to each regular meeting, with information about the program and other information the calling committee needs to pass on to the members. She shall also pmail (personal email) the club members herself, or delegate this
  11. solicit membership for luncheon/refreshment chairmen for monthly meetings.
  12. assign committee members for monthly meetings
    - (a) assign members, other than mothers of seniors, for Senior Tea.
    - (b) CHS Graduating Seniors' Tea committee chairmen are to ask past presidents to pour at the tea for approximately 15-minute shifts.
    - (c) assign members, other than past presidents and new members, for the meeting in which they are honored (usually December).
  13. notify committees as to monies available for each meeting, and encourage them to submit bills promptly.
  14. secure places for the monthly meetings to be held (coordinate with needs of program for the day), make any special arrangements, and pay rental expenses (a Club expense).

D. The SECRETARY shall:

Each president has the option of splitting the office of secretary, by designating the elected secretary as “recording secretary” and appointing a “corresponding secretary”, who then is an additional voting Board member. The duties below would be divided respectively:

1. Recording Duties:
  - (a) record the minutes of any meetings of the Club and Board of

- Directors at which business was transacted, and provide the president with a copy within ten days.
- (b) have custody of the records of the Club and provide written copies of minutes of Club and Board of Directors' meetings at the next Club meeting for Club members who desire a copy.
  - (c) give a report of such meetings when designated by the president.
  - (d) remind the president of unfinished business from previous meetings.
  - (e) keep a record of the names of guests attending (see Article V, Sec. 5.5).
  - (f) keep a record of new members, resignations, deaths and contributions made by the Club. Deaths and contributions to the club shall be recorded and acknowledged with a written note. (Acknowledgment may be assigned to the Remembrance Committee or corresponding secretary when applicable.)
  - (g) serve as a delegate to all Federation meetings, when designated.

2. Corresponding Duties:

- (a) when a current member dies:
  - (1) inform the Remembrance Committee to send a card to spouse or children.
  - (2) place a copy of the Club's resolution (prepared by the president or her assignee), honoring the deceased member, on file and send a copy to the family.
  - (3) If the deceased member has served as president of the Club, make a \$25 contribution to the Charlotte Community Library or to the Charlotte City Parks Beautification Fund in memoriam.
- (b) mail hand written/printed invitations to past presidents, as the Club's guests, to a meeting in their honor (usually December).
- (c) attend to all correspondence of the Club as requested by the president.
- (d) have invitations printed for the CHS Seniors' Tea and delivered to Charlotte High School Counselors' Office for distribution.
- (e) notify officers and directors of their elections if they were absent from the annual meeting.
- (f) notify members of the Board of Directors of all board meetings.
- (g) serve as a delegate to all Federation meetings, when designated.

E. The TREASURER shall:

1. keep an itemized account of all receipts, donations and disbursements of the Club, including reference information.
2. pay budgeted bills and receive all monies. Pay unbudgeted bills, upon approval of the board and/or general membership, whichever is applicable per Article VI, Section 3.
3. prepare a monthly report for each board member, which includes an itemized budget with columns under “Income” and “Expenses” listing the approved budget, actual (monies spent during the month being reported), year-to-date (total monies spent from the beginning of the Club year to date of the report), and year-to-date under/over (the amount of money over or under the budgeted amount from the beginning of the Club year to the date of the report), per each line item. Each report is to include the current checking and savings account balances, as well as a breakdown of deposits and withdrawals from the savings account, plus an itemized breakdown of monies in the savings account that are earmarked for special projects. Extra copies of this report are to be made available for members at each regular membership meeting.
4. chairs the Finance Committee (total of five members – treasurer, a past president or treasurer, vice president, immediate past president, and the current president who is an ex-officio member) which prepares an annual budget and makes financial recommendations to the Board.
5. ensure the Club books are reviewed by a bookkeeper or accountant, appointed by the president, within four weeks of the end of the Club year. A copy of the Club’s budget and a close-of-year financial report are also to be given to the reviewing party, along with an itemized list of the approved withdrawals from the savings account, including withdrawals of monies earmarked for special projects. A signed verification of the review shall be placed in the treasurer’s records and copies are to be given to the current president and the immediate past president. A written report of this review is to be provided to the board and made available to the membership by the first meeting of the club year. (Fiscal year is June 1<sup>st</sup> through May 31<sup>st</sup>.)
6. file a tax return, when required, within forty-five (45) days after the Club’s fiscal year end each year.
7. serve as a delegate to all Federation meetings, when designated.

8. evaluate the amount of the dues annually and present findings to the Board for action, prior to the annual meeting.

F. The ASSISTANT TO THE TREASURER shall:

1. be appointed by the president.
2. assist the treasurer by collecting the dues and issuing the yearbooks upon receipt of same. The money collected for dues is to be turned over to the treasurer, along with a list of names of paid members, for deposit.
3. notify those in default (dues not paid by November 1) in writing.
4. notify the membership, newsletter, and calling committee chairmen, the president, and secretary if a member is dropped from the Club for non-payment of dues or has resigned.

G. The DIRECTORS shall:

1. be responsible for duties assigned to them by the president.

H. The BOARD OF DIRECTORS shall:

1. have general supervision of the Club and make recommendations for action by the Club.
2. help determine community service programs (conforming to GFWC and GFWC Michigan, when possible).
3. attend all meetings of the Board, regular membership meetings, and special meetings unless absence is unavoidable.

I. The HISTORIAN/CUSTODIAN shall:

1. be in charge of properties of the Club, except those in use, and place them in the archives (currently stored in the Eaton County 1885 Court House).
2. serve as the historical resource person for the Club.

J. The MEMORY BOOK CHAIR shall:

1. Keep a memory book of current club happenings from 6/1-5/31.
2. Take and secure photos of club events.

3. Turn over the Memory Book to the Historian at the end of each club year in May.

K. The PARLIAMENTARIAN shall:

1. assist the president, other officers, or any member carrying out their responsibilities in accordance with By-Laws and Parliamentary authority (see Article VIII).
2. serve on any By-Laws Revision Committee.
3. be responsible for obtaining and passing on exact wording in writing of all by-law changes to the vice-president-elect, to be included with the next printing of the annual yearbook.

L. The PAST PRESIDENT ADVISOR shall:

1. be appointed by the president (if the immediate past president is not serving).
2. serve on the Board as an ex-officio member, without voting privileges, for a term of two years.

All officers, upon retiring from office, shall deliver to the outgoing president all accounts, record books, papers, or other property belonging to the Club; wherein they will be placed in the archives, when not in use by an incoming officer.

**SECTION 4.7 Delegates.**

- A. The president and vice-president shall be delegates to affiliated organizations (a club, with a membership of 100 or more is entitled to four delegates). Alternates, when required, shall be the secretary (ies), treasurer, or others, as appointed by the president. The amount budgeted for convention expenses (registration, transportation, lodging, and meals) will be divided equally among the delegates to the district and state Federation meetings, including district and/or state board members from our Club. The same is applicable for the Great Lakes Conference and/or for the national convention, sufficient funds being available.

## ARTICLE V – MEETINGS

### **SECTION 5.1 Regular Meetings.**

- A. Regular meetings shall be held on the second Friday after Labor Day in September, and the first Friday of October through May (excluding January), unless otherwise ordered by the Board. A tea honoring the Charlotte High School seniors shall be held in early May on a date scheduled in conjunction with the Charlotte Public School calendar.

### **SECTION 5.2 Annual Meeting.**

- A. The regular meeting in April shall be known as the annual meeting and shall be for the purpose of electing officers and directors, for presenting reports of officers and committees, and for transacting other business that may arise.

### **SECTION 5.3 Special Meetings.**

- A. Special meetings may be called, with notice, by the president or by any three members; but no business shall be transacted except that for which the meeting was called and stated in the call.

### **SECTION 5.4 Quorum.**

- A. Twenty (20%) percent of current voting members constitute a quorum at any regular, special, or annual meeting. Except as otherwise required under these By-Laws, all business transacted at these meetings shall require the affirmative vote of a majority of the eligible voting members present at the meeting.

### **SECTION 5.5 Guest Attendance.**

- A. A person may attend no more than two meetings a year as a guest of a member. After the second time, one should be referred to the membership chairman for instructions on how to join the Club.

### **Section 5.6 Electronic Meetings**

- A. When necessary, business of the club may be conducted via electronic means by the board or general voting membership.

## **ARTICLE VI – *BOARD OF DIRECTORS***

### **SECTION 6.1 General.**

- A. The Board of Directors shall have general supervision of the business of the Club, making recommendations for action by the Club.

### **SECTION 6.2 Community Service Programs.**

- A. The Board shall determine the community service programs to conform, as far as is practical, with those of the General Federation of Women’s Clubs and General Federation of Women’s Clubs Michigan.

### **SECTION 6.3 Approval of Finances.**

- A. The Board shall have general supervision over the finances of the Club and shall recommend approval of the budget by the membership at the first meeting of the Club year. Any expenditure over \$100.00, that is not a part of the approved budget, must be approved by a vote of the general membership.

### **SECTION 6.4 Care Of Documents.**

- A. The Board shall provide for the proper care of the books, records, and papers of the Club. The Club shall allow no one to have access to the Club documents, deposited in the archives located at the Eaton County 1885 Courthouse, except upon written permission of three members of the Board of Directors; one of whom shall be the president or the president’s appointee.

### **SECTION 6.5 Board Meetings.**

- A. Meetings of the Board shall be held, no less than seven times within a Club year, at the call of the president or three of its members. Copies of Board minutes are to be made available to the general membership at the next general meeting.

**SECTION 6.6 Board Quorum.**

- A. Eight members of the board shall constitute a quorum at any regular or special meeting of the Board. Except as otherwise required under these By-Laws, all business transacted by the Board of Directors shall require the affirmative vote of a majority of the Board members present at the meeting.

ARTICLE VII – *COMMITTEES*

**SECTION 7.1 Standing Committees.**

- A. The Club’s Standing Committees shall be:
  - 1. By-law Revisions
  - 2. Club Communications
  - 3. Community Improvement Project (CIP)
  - 4. Ears
  - 5. Education Foundation
  - 6. Finance
  - 7. Financial Review
  - 8. Fundraising
  - 9. Guiding Harbor
  - 10. Hand to Hand
  - 11. Membership/Name Tag Box/ Attendance
  - 12. Mobile Meals, Inc., of Charlotte
  - 13. Nominating Program
  - 14. Publicity
  - 15. Remembrance
  - 16. Scholarships – high school
  - 17. Woman of Achievement/Ms. Federation Awards

**SECTION 7.2 Special Committees.**

- A. The Club’s Special Committees shall be:
  - 1. Annual SIREN Tea
  - 2. Terri Lynn Candy & Nuts
- B. All committee chairmen and committee members are to be appointed by the president. Standing and Special Committees may be added or deleted by the Board as deemed necessary.

**SECTION 7.3 Nominating Committee.**

- A. The nominating committee shall consist of three members, including a past president. It shall be the duty of the committee to prepare a slate of officers and directors to be presented, at the annual meeting, for election or any such time as a vacancy in office occurs.

#### **SECTION 7.4 Program Committee.**

- A. The program committee shall consist of four members: the vice president, serving as chairman; **and three members appointed by the president.** The committee shall recommend programs for Club meetings that relate to the Club's objective when possible, recommend a budget to the finance committee for the cost of programs, prepare an annual yearbook draft, and complete all necessary arrangements for carrying out programs. Each slate of programs is subject to Board approval.

#### **SECTION 7.5 Finance Committee.**

- A. The five-(5-)person finance committee shall include the treasurer, the president (ex-officio), a past president or past treasurer, the vice-president, and the immediate past president. The committee shall prepare an annual budget for Board approval, and make recommendations to the Board concerning financial matters.

#### **SECTION 7.6 By-Law Revisions Committee.**

- A. This standing committee shall include a minimum of four (4) members, including no less than one (1) active past president, and the current parliamentarian or past parliamentarian. All committee members and the chairman shall be appointed by the president. By-Laws are to be reviewed on an annual basis.

#### **SECTION 7.7 Membership Committee.**

- A. The membership committee shall:
1. include a minimum of four (4) members:
    - (a) two members who have been active in the club five (5) years or more, one of whom shall be the chairman. The chairman is to be appointed by the president.
    - (b) at least one new member (one year or less).
  2. actively recruit (encouraging all members to do the same) new members on an ongoing basis. Members shall develop a program to welcome guests, providing them with a packet of Club information, (including a membership application, and information regarding upcoming meetings). This committee shall also develop a program to maintain the Club's present membership.

3. organize and implement a new members' mentoring program, a club orientation hosted by the president, a system whereby all new members' names are added to the DaCdb (District and Club Data Base), and inclusion in the pictorial directory and newsletter mailing list, with each new member receiving a current yearbook, pictorial directory, By-laws and Standing Rules on a timely basis.

B. The membership committee chairman shall:

1. present names of those who have applied for Club membership, along with an application, biographical data, and one year's dues (or half year's dues after February 1), to the Board.
2. introduce new members, who the Board has approved, to the membership at a regular meeting of the Club.
3. see that the newsletter chair receives a copy of the application and biographical data for new members and is notified if a club member resigns or is dropped for non-payment of dues, so that she can maintain an up-to-date mailing list and disseminate information to the members via the DaCdb and newsletter. The Board, Newsletter chair, Name tag chair, and Remembrance chair should always have an accurate membership list which is available on the DaCdb.
4. notify the prospective members, in writing, of the Board's decision regarding application.
5. shall make a recommendation to the Board regarding the status of membership of the members with poor attendance and who, when asked, were not willing to serve on a community service program or committee.

**SECTION 7.8 Selection Committee for Woman of Achievement Award and Ms. Federation Award.**

- A. Committee consists of: current club president, one club member with three years or less membership, and three club members with more than three years membership.
- B. Committee members will be appointed for vacant committee positions by the club president.
- C. Duties – see Standing Rules.

## ARTICLE VIII – *PARLIAMENTARY AUTHORITY*

### **SECTION 8.1 Parliamentary Authority.**

- A. The rules contained in the current *Robert's Rules of Order Newly Revised* shall govern the Club and Board in all cases to which they are applicable and in which they are not inconsistent with the By-Laws adopted by the Club.

## ARTICLE IX – *AMENDMENT OF BY-LAWS*

### **SECTION 9.1 Amendment Of By-Laws.**

- A. These By-Laws may be amended at any general membership meeting by a two-thirds vote of those present and voting, providing there is a quorum, and only if the proposed amendment(s) has been submitted in writing to the membership a minimum of ten (10) days prior to voting.

## ARTICLE X – *DISSOLUTION*

### **SECTION 10.1 Dissolution.**

- A. Upon the dissolution of the corporation, the Board shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of corporation in such manner, or to such organization or organizations, organized and operated exclusively for charitable or educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors of GFWC-Charlotte, Inc., shall determine. No portion of such funds shall be distributed among individual members.

## ARTICLE XI – *FISCAL YEAR*

### **SECTION 11.1 Fiscal Year.**

- A. The fiscal Year of the Club shall be from June 1 to May 31 of the succeeding year inclusive.