

General Federation of Women's Clubs of Wyoming, Inc.

CONSTITUTION

ARTICLE I NAME

This association shall be called the General Federation of Women's Clubs of Wyoming, Inc., herein referred to as GFWCW. GFWCW shall not operate for the benefit of private interests and no part of any earnings may benefit any private individual.

ARTICLE II OBJECT

This corporation is a non-profit corporation organized and existing for charitable, educational, and literary purposes within the meaning of Section 501(c) 3 of the Internal Revenue Code of the United States of America.

ARTICLE III MEMBERSHIP

SECTION 1. A club of at least six members, desiring to join the GFWCW shall make application to the Membership Chairman, accompanied by a copy of its bylaws, the names and addresses of its officers and members, and per capita dues for the first year. The Membership Chairman shall present the application to the Board of Directors at its next meeting after receipt of said application, and upon approval of a 2/3 vote of the Board of Directors, the club shall be admitted to the GFWCW. Notice of acceptance shall be mailed to the club so approved. All regular members of a GFWCW club shall be considered as members of the GFWCW.

SECTION 2. Neither the constitution nor the bylaws of the club applying for membership shall show that a sectarian or political test is required and shall be in accordance with the objectives of the GFWCW and GFWC.

SECTION 3. A club shall be dropped from membership in GFWCW for non-payment of dues, or upon resignation. Action to drop a club shall be officially taken by the GFWCW Board of Directors.

SECTION 4. A club desiring to change its name must make application to the GFWCW Board of Directors for approval.

SECTION 5. MEMBERS-AT-LARGE:

- (a) A member without club affiliation shall make an application to the membership chairman, accompanied by her name, address, and per capita dues for the first year. The membership chairman shall present the application to the Board of Directors at its next meeting after receipt of said application, and upon approval of a 2/3 vote of the Board of Directors, the member shall be admitted to the GFWCW as a member-at-large. Notice of acceptance shall be mailed to the approved member.
- (b) Members-at-large shall be in accordance with the objectives of the GFWCW and the GFWC.
- (c) A member-at-large shall be dropped from membership in GFWCW for non-payment of dues or upon a written letter of resignation. Action to drop a member shall be taken by the GFWCW Board of Directors.

- (d) A written report shall be submitted to the GFWCW President on the volunteer activities of each member-at-large, no later than February first of each year.
- (e) Members-at-large may be eligible to hold an office or a chairmanship in the GFWCW if she has been a member of a GFWCW club for at least a year or major portion thereof. Written notice of her desire to run for an office shall be submitted to the Board of Directors, and upon unanimous approval of the Board of Directors, she shall be entered on the ballot.
- (f) A member-at-large in good standing is entitled to all rights and privileges as any member.
- (g) A member-at-large will be represented in the GFWCW by the District Liaison of her district.
- (h) Each town/city will be restricted to nine members-at-large at one time. At such time as there are six members-at-large in one town/city, said town/city will form a club and make application to join GFWCW, as stated in Section 1. hereof.

ARTICLE IV OFFICERS

SECTION 1. The elected officers shall be a President, a President Elect, a Vice President, a Secretary, and a Treasurer.

SECTION 2. The appointed officers shall be a Parliamentarian or Parliamentary Advisor and District Liaisons as required.

SECTION 3. Each district shall have a Liaison.

SECTION 4. Eligibility for office: A member shall hold only one office at a time. To be eligible for an office, a member must have been a President of a GFWCW or other GFWC club for at least a year, or a major portion thereof. A nominee for an office must have been endorsed for that office by the club to which she belongs, or in the case of a member-at-large, by approval of the Board of Directors, her consent to serve if elected, having been obtained. In the event that a full slate of officers cannot be presented, a member in good standing may be appointed to the position of Secretary, Treasurer or Vice President by the GFWCW Board of Directors, provided consent is obtained from her club and subject to approval of the convention body. There shall be no more than two members from any one club serving on the Executive Board during an administration.

SECTION 5. Election of officers:

- (a) A nominating committee shall be comprised of five members, elected at the annual convention held in odd numbered years. The Executive Board of the GFWCW shall appoint two members, subject to the approval of the members attending the convention. Two members shall be elected by the convention body. The fifth member of the committee shall be the Chairman, appointed by the President prior to the conclusion of the annual meeting in odd numbered years. A member of the nominating committee must have active status in her club.
- (b) Whenever possible, each district should have a representative on the Nominating Committee.
- (c) The Chairman shall request nominations from every club in GFWCW in writing by September in the odd numbered years. Job descriptions should be included with the request.
- (d) Clubs should submit nominations by November 30 in odd numbered years. The nominations should include biographical information on the individual being nominated, a letter of endorsement from the club and a letter of acceptance from the nominee.
- (e) A report of the Nominating Committee shall be presented at the winter board meeting.
- (f) The slate of officers shall be included in the Call to Convention in even numbered years.

SECTION 6. The officers shall be elected by ballot at the biannual convention, except, in the event there is only one person nominated for any office, either by the nominating committee or from the floor, said person may be elected by voice vote. A plurality vote shall elect. In the event the convention cannot be held due to national or state emergency; the election will be held by the GFWC Board of Directors and they will cast the votes.

SECTION 7. The term of office of an elected officer shall be for two years, with a limit of two terms. The newly elected officers shall officially assume office after the GFWC International installation. All records shall be delivered to the newly elected officers within 15 days after installation, with the exception of the Treasurer's records, which shall be delivered 15 days after a review has been completed by a qualified person approved by the Board of Directors.

SECTION 8: Termination of office: Should it be determined by a majority vote of the Board of Directors that an officer is not fulfilling the duties of her office as set forth in the GFWC Constitution and Bylaws, the President shall notify said officer requesting that she fulfill said duties within thirty days from the mailing of said notice. If said duties are not fulfilled at the end of such thirty-day period the Board of Directors, by majority vote, may declare that her term of office is ended, and in such case, shall direct the President to notify said officer that her term of office has been terminated. Such notification shall be in writing by registered or certified mail with return receipt requested and shall be effective on date of mailing thereof.

SECTION 9: Vacancy:

- (a) Any officer may resign from her position by written notification to the Board of Directors of such decision in which such resignation shall be effective upon receipt thereof.
- (b) In case of vacancy for any reason, in the office of President, the President Elect shall become President. Vacancies occurring in any other office shall be filled by a plurality vote of the Board of Directors as soon as possible after such vacancy occurs. The officer shall serve for the remainder of such term.

ARTICLE V EXECUTIVE BOARD

SECTION 1. The President, President Elect, Vice President, Secretary, Treasurer, District Liaisons and Parliamentarian or Parliamentary Advisor shall constitute the Executive Board to transact the business of the GFWC subject to its directions. Elected Officers shall make a full report at each annual meeting. The President, President Elect, Vice President, Secretary, Treasurer, and the District Liaisons shall each have one vote. The Executive Board shall hold at least three meetings during a club year at the call of the President. The meetings may be held electronically. Four members shall constitute a quorum, provided that one of them is President or President Elect. The Executive Board shall establish the agenda for the Board of Directors.

ARTICLE VI BOARD OF DIRECTORS

SECTION 1.

- (a) There shall be a Board of Directors composed of all GFWC elected officers, all appointed program chairmen, project chairmen and special committee chairmen, appointed by the President and District Liaisons. Each officer and chairman shall have one vote. The Board of Directors shall have at least three meetings during a club year at the call of the President. Such meetings may be held electronically. A quorum shall consist of one more than half of the members, provided that at least one of them is the President or President-Elect. The duty of the Board of Directors is to ratify action proposed by the Executive Board.

SECTION 2. In the event of co-chairmen of any committee, there shall only be one vote representing the committee on the Board of Directors.

ARTICLE VI **SEAL**

SECTION 1. The General Federation of Women's Clubs of Wyoming, Inc. shall have a seal reading as follows: General Federation of Women's Clubs of Wyoming, Inc.

SECTION 2. The GFWCW shall have sole right to produce the official GFWC seal or a facsimile thereof.

ARTICLE VII **AMENDMENTS**

The constitution may be amended at any annual convention of the GFWCW by a 2/3 vote. Each proposed amendment must be submitted to the Executive Board prior to the winter board meeting. Notice of the proposed amendments shall be appended to the call to convention.

BYLAWS

ARTICLE I DUTIES OF OFFICERS

SECTION 1. PRESIDENT:

(a)The president of the GFWCW shall be responsible for holding all meetings; she shall supervise plans for extending, unifying, and rendering efficient the work of the GFWCW. She may appoint an editor for GFWC Wyoming publications with consent of the Executive Board. She shall serve as the Chairman of the Board. She shall appoint, with the approval of the Executive Board, custodians of the GFWCW Endowment Operating Fund and scholarship and education funds.

(b)She shall serve as trustee of both funds and serve on the budget committee. She shall appoint a parliamentarian or parliamentary advisor. She shall appoint District Liaisons with the approval from the Board of Directors. She shall appoint chairmen of standing committees and appoint additional chairmen, as she deems necessary. She shall be an ex-officio member of all committees except the nomination committee. She shall be a liaison officer between GFWCW and GFWC and represent GFWCW at all meetings of the Board of Directors of GFWC.

(c)For attendance at GFWC meetings, she shall be allowed a definite sum as determined on the adopted budget. The budget shall provide an allowance for both outgoing and incoming presidents for the GFWC convention occurring at the change of administrations. In case the outgoing President is unable to attend the GFWC convention, another elective officer holding credentials shall be eligible to represent GFWCW. In case the President is unable to attend a Board of Directors meeting of the GFWC convention, she shall designate the President Elect to substitute for her and the budget allowance shall be used by the President Elect.

(d)The President shall represent the GFWCW on the board of directors of the Western State Regional Conference of the GFWC and an allowance budgeted for the same. The President Elect shall serve if the President is unable to do so. She shall visit clubs upon their invitation. She may appoint a Corresponding Secretary and a Publicity Chairman.

SECTION 2. PRESIDENT ELECT:

The President Elect shall be Dean of Chairmen. She shall preside at meetings of the GFWCW when requested to do so by the President or in her absence. She shall be a member of the budget committee. She shall preside at the biennial special meeting of the club presidents with such voting body to be composed of incoming and outgoing presidents.

SECTION 3. VICE PRESIDENT:

The Vice President shall preside at meetings of the GFWCW or of the Executive Board when called upon to do so. She shall be the editor, business, and circulation manager of GFWC Wyoming publications. Such publications may include but are not limited to electronic and/or printed newsletters, electronic and/or printed directories, or email blasts. Type and frequency of publication shall be determined by the officer and the GFWC Wyoming President with approval of the Board of Directors. She may serve as membership chairman at the Executive board's discretion.

SECTION 4. SECRETARY:

The Secretary shall record the minutes of all meetings of the GFWCW, the Executive Board, and the Board of Directors. She shall prepare copies for the President and auditors who shall return the corrected copies before the next board meeting. She shall send all final corrected copies of records to the state archives at the end of her two-year term. It is her responsibility to prepare and send out the official call to the annual meetings

at the direction of the President. She shall perform the duties as may be referred to her by the President and the Executive Board.

SECTION 5. TREASURER:

The Treasurer shall collect and hold all monies belonging to the GFWCW except scholarship and endowment funds and the principal of the GFWCW Endowment Operating Fund and shall deposit them in a reliable bank subject to approval of the GFWCW Executive Board. She shall be bonded, and the cost approved and paid by GFWCW. She shall review quarterly the scholarship and endowment funds and provide a report on the funds to the board. She shall serve as chairman of the budget committee. She shall give written notice to each club President by September 1 of each year of the amount of dues and all other assessments due to GFWCW. She shall pay all bills of the GFWCW, which have been duly authorized or ratified by the Executive Board. She shall be responsible for filing all Internal Revenue Service forms. She shall be responsible for complying with all GFWC requirements to maintain GFWC Wyoming 501(c) 3 status under the GFWC 501(c) 3 umbrella. She shall report to the GFWCW at each board meeting and the account shall be reviewed annually by a qualified person approved by the Executive Board on or before August 1.

SECTION 6. DISTRICT LIAISONS:

District Liaisons shall be appointed by the GFWCW President for a two-year term with approval Board of the GFWCW and serve as Liaisons between the districts and the GFWCW Board of Directors. Each District Liaison shall be responsible for extending, unifying, and rendering efficient the work of the GFWCW in her respective district under the supervision of GFWCW.

SECTION 7. DIRECTOR OF CLUB RATING:

The Director of Club Rating shall be elected at the special meeting of the incoming and outgoing club presidents held at the annual convention in the even numbered years of the GFWCW. Her term of office shall be for two years and she may be elected to succeed herself only once. Only past club presidents are eligible for election as Director of Club Rating. In case of vacancy, the office shall be filled by appointment of the Executive Board.

ARTICLE II COMMITTEES

SECTION 1. BUDGET COMMITTEE:

The budget committee composed of the Treasurer as chairman, the President, and the President Elect, shall prepare a tentative budget to be presented at the last board meeting of the fiscal year immediately preceding the annual convention and to be voted upon at the first board meeting of the new fiscal year immediately following the annual convention. Copies are to be made for all members of the Board of Directors.

SECTION 2. CONSTITUTION AND BYLAWS COMMITTEE:

The parliamentarian or parliamentary advisor shall serve as chairman of the Constitution and Bylaws Committee. The President may appoint members of the committee.

ARTICLE III PAST STATE PRESIDENT

SECTION 1.

Past GFWCW presidents shall be given the title of past state President for life at the close of the last session of their service as President. They shall have voting privileges at GFWCW conventions, provided they are current in their dues.

ARTICLE IV **CONFIDENTIALITY REQUIREMENT**

SECTION 1.

It shall be the duty of all officers and chairmen to use membership lists and other information entrusted to them for the purposes of the GFWCW only, and to protect such lists and information from exploitation in any form.

ARTICLE V **DUES, FISCAL YEAR, AND FINANCE**

SECTION 1. Dues shall be set by the GFWC Wyoming Board of Directors and ratified by membership at the annual meeting; and include per capita charges as required by GFWC International. Dues will be used to cover general operating expenses of GFWCW.

SECTION 2. Dues shall be paid annually and postmarked no later than November 30. Clubs whose dues are not paid by December 1 become delinquent. Additional dues for new members or reinstated members may be sent to the treasurer as received by the clubs.

SECTION 3. The fiscal year of the GFWCW shall be from July 1 to June 30.

SECTION 4. Officers and chairmen shall serve without salary. A specified amount may be budgeted to help defray the necessary expenses of the officers and chairmen.

SECTION 5. There shall be scholarship and education funds and a GFWCW Endowment Operating Fund.

SECTION 6. Education and Scholarship Funds:

There will be a Mary N. Brooks Education Fund, a Ruth Clare Yonkee District Scholarship Fund, and a Paulina Hayes Education Fund, and such other education and scholarship funds as may be established, all of which shall be under the supervision of a scholarship and education fund custodian. All monies received for these funds shall be placed in such investments as may be determined by the Scholarship and Education Funds Custodian and shall be reviewed by the Executive Board for approval or a changed directive. The present funds shall be handled as follows:

(a) Mary N. Brooks Education Fund: (1) Interest only, earned on principal may be used for scholarships granted to those Wyoming students so selected who are attending, or will be attending an accredited educational or vocational institute located within the state of Wyoming. The present funds shall be used for the following scholarships: (a) Child or grandchild of a GFWCW member in good standing, or (b) Wyoming girl, or (c) Wyoming boy.

(b) Ruth Clare Yonkee District Scholarship Fund: (1) Interest only shall be used for scholarships. (2) Scholarships shall be granted in GFWCW districts as may be determined by the Executive Board. (3) Scholarships shall be granted to those Wyoming students so selected who are attending or will be attending an accredited educational or vocational institute located within the state of Wyoming.

(c) Paulena Hays Education Fund: (1) Interest only shall be used for scholarship. This scholarship will be for a non-traditional female student who is attending or has been accepted by an educational or vocational institute located within the state of Wyoming. Additional criteria may be determined by the Scholarship and Education Funds Custodian and subject to board approval.

SECTION 7. There shall be an Endowment Operating Fund. All monies received for this fund shall be placed in such investments as may be determined by the Endowment Operating Fund Custodian and shall be Revised April 2021

reviewed by the Executive Board for approval or a changed directive. Interest shall be used as needed for GFWCW operating expenses when paid to the GFWCW Treasurer.

SECTION 8. Custodians:

The GFWCW Endowment Operating Fund and education and scholarship funds shall be under the supervision of custodians for a two-year term of office, with interim appointments for unexpired terms only. Such custodians may serve no more than two consecutive terms. The Board of Directors may approve additional terms. The custodian for each fund shall report at each annual meeting and shall have an audit at the close of each administration. She shall review the funds quarterly with the GFWCW Treasurer. Said custodians shall give bond, executed by a responsible security company in such amounts, as the Executive Board shall require. This will be done under board scrutiny and paid either from GFWCW funds or respective monies from these funds, to be reviewed by the board annually.

ARTICLE VI

ANNUAL MEETINGS

SECTION 1. An annual meeting shall be held.

SECTION 2. The President shall appoint a convention/conference chairman or chairmen. She shall work with the President to select a meeting site and make all arrangements subject to Executive Board approval. Meetings may be held electronically in the case of state or national emergencies.

SECTION 3. Time of meeting:

The time of meeting shall be prior to the GFWC annual meeting, the exact date to be set by the Executive Board. In case of a national or state emergency, the Executive Board shall have the power by 2/3 vote to dispense with an annual meeting of the GFWCW and conduct the business by other means of communication.

SECTION 4. Finances:

- a. Cost of annual meetings. Of the annual dues paid .50 per member will be designated toward the Conference/Convention budget.
- b. The Convention/Conference Fund may be used for meeting expenses.
- c. The convention/conference chairman must submit a final financial report to the state Treasurer for review within 30 days of meeting end.

SECTION 5. Registration Fee:

A registration fee shall be approved by the Board of Directors to be paid by each member of the GFWCW upon registration at the annual meeting. Courtesy registration shall be given to guests at the discretion of the GFWCW President.

SECTION 6. Voting body of annual meetings:

The voting body shall consist of the members of the executive Board, Past State Presidents, District Liaisons, Director of Club Rating, Chairmen and members of standing committees, incoming and outgoing presidents of clubs in good standing, general chairmen of arrangements for the convention, and members in good standing.

SECTION 7. Members of GFWCW who are in arrears for dues for more than one year and persons who do not hold membership in the GFWCW may be present at the annual meetings and take part in the discussion but shall not offer motions nor be entitled to vote.

SECTION 8. Special meetings:

Special meetings may be called by the President or by a majority of the Executive Board. Notice of special meetings shall be given by e-mailing the notice of the meeting to all club presidents and GFWCW officers. Delegates at the meeting shall consist of present club presidents and GFWCW officers, and a quorum at such meetings shall be 2/3 of all club presidents and officers combined entitled to vote. Meetings may be held electronically.

SECTION 10. Quorum:

A quorum for regular meetings shall consist of four Executive Board members and two-thirds of the clubs in GFWCW shall be represented.

**ARTICLE VII
DISTRICTS**

SECTION 1. The GFWCW shall be divided into districts to expedite the promotion of GFWCW programs and projects. The number and boundaries of such districts shall be fixed by the Executive Board.

**ARTICLE VIII
REPORTS**

SECTION 1. Each club shall send to the GFWCW President, and President-elect Dean of Chairman) by February 1 of each year a club president's report setting forth a summary of yearly activities in the format prescribed by the GFWCW. These reports may be submitted electronically

SECTION 2. Each club shall send to the GFWCW Treasurer postmarked not later than November 30 of each year an annual membership report, in duplicate, setting forth the name and address of each club member. Such report shall be accompanied by the appropriate amount of per capita dues.

SECTION 3. Each club shall send to the GFWCW Treasurer, together with the annual membership report and per capita dues postmarked not later than November 30 of each year, annual assessment for fall conference or district meeting expense and an annual assessment for the Convention Fund.

SECTION 4. Annual club reports are required for clubs to be eligible for state or national awards or recognitions. Each club shall send a report listing its officers with mailing addresses and phone numbers, by April 30 of each year to the GFWCW President, and President Elect. These reports may be submitted electronically.

SECTION 5. Each club shall send to the GFWCW Dean of Chairmen and the President by February 1 of each year a report of activities in GFWC Community Service Programs, Special Programs and Advancement Areas in the format prescribed by the GFWC. These reports may be submitted electronically.

SECTION 6. Each club shall send to the GFWCW Membership Chairman by March 15 of each year a membership report showing the net per capita gain in membership for the preceding year. The report may be submitted electronically.

SECTION 7. Each club shall send entries or reports for all other GFWC projects, programs or contests to the appropriate chairman or state officer by the GFWC deadlines in order to be considered for those awards. These awards include but are not limited to the Jennie Award, LEADS nominees, and Community Improvement Program. These reports may be submitted electronically.

SECTION 8. Each club shall send its completed rating guide report to the Director of Club Rating, President, and President Elect by February 1 of each year in the format prescribed by the GFWCW. This report may be submitted electronically.

SECTION 9. Each GFWCW chairman shall send a list of program award winners to the GFWCW President- Elect by March 15, prior to the annual meeting. She shall submit a report of the statewide club activities as stipulated by GFWC.

ARTICLE IX **DURATION OF RESOLUTIONS**

SECTION 1. Resolutions adopted at annual meetings shall form the policies of the GFWCW. The duration of a resolution shall be until its objectives have been realized or until rescinded.

ARTICLE X **PARLIAMENTARY RULES**

SECTION 1. It shall be the duty of the Parliamentarian or Parliamentary Advisor, who is appointed by the president, to serve as advisor at annual meetings of the GFWCW and also all sessions of the GFWCW Executive Board.

SECTION 2. *Robert's Rules of Order Newly Revised* shall govern the proceedings of the GFWCW in all cases not provided for in the Certificate of Incorporation, the Constitution, Bylaws or Standing Rules.

ARTICLE XI **AMENDMENTS**

SECTION 1. These bylaws may be amended only at annual conventions as follows: (a) by majority vote, provided notice of the proposed amendment shall have been included in the "Call to Convention" issue of the GFWCW "Wyoming Clubwoman". (b) by unanimous vote without previous notice.

ARTICLE XII **DISSOLUTION**

SECTION 1. If this organization should be dissolved, its assets shall be distributed to another organization or organizations qualified under section 501(c) (3) of the Internal Revenue Code. No assets may be distributed to individual members.