

THE AMERICAN WOMEN'S CLUB OF PERTH BY-LAWS

March 2013

Definition of a non-profit organization: As a general rule a non-profit organization is one that does not secure a financial profit for members. A non-profit organization is allowed to, and often does, make a financial surplus (profit) so long as the surplus (profit) is not received by some or all of the members.

Further to the Constitution of the American Women's Club of Perth, the following constitutes the By-Laws of the Club and are binding on its members:

1. MEMBERSHIP

Further to Article 5 of the Constitution,

ASSOCIATE MEMBERS:

- (A) Shall be those to whom an invitation has been issued by the 1st Vice President.
 - a. Eligibility will be determined by the Board.
 - b. They may not stand for election to the Board and have no voting privileges in such election. They may, however, serve on a committee or hold an appointed position.
 - c. They may vote on decision made regarding Club activities.
- (B) Are limited to a maximum of 20% of the total voting membership. Should the number of voting members reduce, associate members in good standing will retain membership, but no new associate members will be admitted until the ratio is reestablished.

VISITORS AND GUESTS

Women who are eligible to become members may attend AWC functions as guests of the Club not more than twice in one year.

2. FINANCIAL YEAR AND DUES

- (A) The financial year shall be January through December. An audit shall take place in January for the year to December 31 before the Annual General Meeting.
- (B) Membership dues shall be payable by members and the amount thereof shall be determined by the Club at an Annual General Meeting from time to time. Membership runs from March for 12 months.
- (C) Membership dues may be levied on a different basis between member joining late in the year (half yearly from August) and for pensioners. In Club terms, a pensioner is one who is on a fixed social security pension or age 60 and above.
- (D) An initiation fee may be charged to new members. The initiation fee is waived for those members new to the AWC Perth who are members in good standing with another FAWCO registered Club. Dues and fees shall accompany application.
- (E) Dues shall be payable to the Treasurer before March 15th. Members who have not paid dues by the April General Meeting will be considered delinquent.

3. ELECTIONS

- (A) A general election shall be held annually as stated in the Constitution 10C thru 10F.

- (B) The Board of Directors shall appoint a nominating committee by September of its year, with the Secretary serving as chairman.
- (C) The Nominating Committee shall present at the December Meeting, all candidates that have been nominated for all positions to that date. Nominations from the floor can be accepted at this meeting and also at the AGM in February. Candidates consent must be obtained prior to their names being submitted.
- (D) Anyone running for a position on the Board of Directors must be a member in good standing at the time of election for the month prior to the election.
- (E) No one shall hold office of President for more than two consecutive years.
- (F) The names of the nominees shall be published in the newsletter prior to the AGM.

Rules for Governing Elections

- 1) A motion may be made to close nominations, but this motion is not in order until the meeting has been given reasonable time to add further nominations to those already made. The motion to close nominations requires 2/3 majority to carry.
- 2) A majority of members present and qualified to vote and who do vote shall constitute an election.
- 3) In the event of a tied vote, ballots shall continue until a candidate receives a plurality.

4. CASUAL VACANCIES

When a vacancy occurs in the Board of Directors an appointment may be made by the President of the Board. The appointment shall be put to the membership at the next General Meeting for ratification. In the case of the President leaving, a new election for the position of President is required within 60 days. The 1st Vice President is to oversee proceedings in the interim.

5. MEETINGS

- (A) The Club shall function twelve (12) months of the year. The meeting dates shall be the second Tuesday of every month except January in the meeting place appointed by the Club, and shall be conducted as outlined in the Constitution Article 18. In the event circumstances make it impossible to hold the meeting on that date, a change of date may be designated by the Board of Directors.
- (B) The Annual General Meeting shall be held in February. The Order of Business shall be as in 18G of the Constitution.
- (C) All General monthly meetings shall be open to members and guests.

6. ORDER OF BUSINESS AT GENERAL MEETINGS SHALL BE

- (A) Reading of minutes or prior publication of the previous General Meeting and verification thereof.
- (B) Reading of the Treasurer's report.
- (C) Reading of the correspondence of pertinent interest to entire club. Other correspondence to be dealt with by the Board of Directors at their meeting in the interest of keeping General Meetings as short as possible.
- (D) Committee reports.
- (E) Unfinished business.
- (F) New business.

7. MINUTES

Minutes of the previous Board of Directors meetings shall be available to the general membership.

8. COMMITTEES

- (A) Chairmen of the Committees may be appointed by the Board of Directors and shall serve on the Board as needed.
- (B) Provided the club affiliates with FAWCO (Federation of American Women Congress Overseas), the Representative shall assist the Board with correspondence and requests from the FAWCO organization. She shall report FAWCO activity to the Board and to the general membership through reports at meetings and the newsletter.
- (C) The Parliamentarian shall be appointed by the President when needed. She shall attend Board of Directors meetings as a non-voting member as required.
- (D) Subject to the approval of the Board of Directors, Committees may be appointed at such times and under such circumstances as may be deemed best to carry on the projects of the Club.
- (E) All moneys earned by special events shall be placed in the Club's general fund immediately following such events.
- (F) Duties of the Committee Chairman will be determined by the Board at the time of appointment.

9. ADDITIONAL DUTIES AND RESPONSIBILITIES OF AWC DIRECTORS

These duties are in addition to those set out in the Constitution.

PRESIDENT

- (A) Shall appoint Chairman of Standing Committees, subject to Board of Directors approval.
- (B) Shall be an ex-officio member of every committee except the Nominating Committee.

1st VICE PRESIDENT

- (A) Shall assist the President and take the chair in her absence, performing all duties of the President except
 - 1) She may not change or modify rules made by the President
 - 2) She may not fill vacancies where the By-Laws state that such vacancies shall be filled by the President (i.e. she cannot make appointments)
 - 3) In the absence of the President, she is not ex-officio member of any committee.
- (B) Shall be the Membership Chairman and shall send notices of membership dues, issue membership cards, send out information packages to prospective new member and be in charge of ordering new name tags, replacing lost ones, and seeing that they are available at General Meetings.
- (C) Shall keep and publish a current roster of members.
- (D) Shall keep the Secretary informed of new members and shall see that an up-to-date membership list is in the Secretary's possession.

2nd VICE PRESIDENT

- (A) Shall be Program Chairman and shall take charge of all Programs and Activities of the Club including General Meetings, cultural and recreational activities.
- (B) Shall oversee and be a member of committees arranging large Club functions (i.e. 4th of July and Craft Fair)

SECRETARY

- (A) Shall maintain a list of current Chairmen and Committees, Office Bearers and their replacements including dates of changes.
- (B) Take charge of the Common Seal and Seal Register, and prepare correspondence requested by the President or Board of Directors.
- (C) Shall ensure that the monthly newsletter is published.
- (D) Shall preside over the election of officers and Chair the Nominating Committee.
- (E) Shall keep attendance records of all meetings.

TREASURER

- (A) Shall be Chairman of the Budget Committee which will be made up of the retiring President and two other club members in addition to the Treasurer.
- (B) Shall be in charge of organizing the annual audit and shall prepare an annual financial statement.

DIRECTOR-AT-LARGE

- (A) Shall act as the liaison with the designated charity, or charities, when necessary.
- (B) Shall have voting rights on the Board of Directors.
- (C) Shall assist any Board member as the need arises.

ADVISOR

- (A) May fill any temporary vacancy occurring on the Board of Directors with the exception of President should the Director-At-Large be unable to do so.
- (B) Shall attend Board Meetings and have a vote on Board proceedings.
- (C) Shall be available for advice to all Board members.
- (D) According to the constitution, section 10(A) "the Advisor who shall be the retiring President." However, the retiring President has often returned to the U.S. or another country. Therefore, when the circumstances arise, any past President, or past Board Member of two years or more may be appointed by the Board to fill the advisor role.

10. BOARD FUND – CLUB FUNDS

- (A) Discretionary Fund – The Board shall have control of a discretionary fund not exceeding one hundred and fifty dollars (\$150) to be used at the Board's discretion to allow members to purchase items for the Club in the U.S.A. or for other purposes as the Club decides.
- (B) Club Funds – At the end of the Club year, there shall remain in the Club treasury a minimum of 10% of the current year's gross income.
- (C) Additional Funds – At the end of the Club year, any portion of funds not designated toward carryover funds (See 10B) or other Club obligations, may be given to charity upon board recommendation and majority vote of the membership.

11. ADDITIONAL FUNDS – CHARITABLE DONATION

- (A) The purpose of AWC can be found in the Constitution under Item 3. Objects. The Club should follow these guidelines as opposed to acting as a service organization.
- (B) However, there may be instances to which the Club may choose to make donations to charitable organization, tragic events or other worthy causes. Donations will come from proceeds of fund-raising events which might include raffle, gold coin donations, etcetera, and not from membership dues.
- (C) Nominations process for donations are as follows:

1. The member will present the nominated charity to the board for review.
2. The board vets the proposal and approved charities are then presented at the next General Meeting and requires a majority vote for acceptance.
3. Any member whose proposal is not recommended by the board may present it at a General Meeting.

12. AMENDMENTS TO BY-LAWS

- (A) By-Laws must be consistent with the Constitution.
- (B) Changes to the By-Laws require a vote of 2/3 majority of members present and voting.
- (C) Twenty-one (21) days notice is required before a vote can be taken regarding changes to the By-Laws.