

**BYLAWS
OF
THE FORT LAUDERDALE WOMAN’S CLUB, INC.**

ARTICLE I

Name

The name of this organization shall be the FORT LAUDERDALE WOMAN’S CLUB, INC. (hereinafter referred to as (FLWC). FLWC is affiliated with the Florida Federation of Women’s Clubs (hereinafter referred to as FFWC) and the General Federation of Women’s Clubs (hereinafter referred to as GFWC).

ARTICLE II

Mission

The object and purpose of the FLWC, organized as a non-profit corporation, shall be education, literacy and charity and shall be dedicated to community improvement. Additionally, FLWC shall endeavor to hold, use and maintain the property located at 20 South Andrews Avenue in Fort Lauderdale, Broward County, Florida.

ARTICLE III

Membership

Section 1. Qualifications for Membership

- A. Active Membership.** Any individual shall be eligible for Active Membership who is interested in the objectives of FLWC.
 - 1. Active members shall serve on at least one committee during a club year.
 - 2. Active members shall pay dues annually and shall have all privileges of the club.
- B. Honorary Life Membership.** By vote of the membership, Life Membership shall be conferred upon members of long-standing whose contribution to the club warrant such honor and include the waiver of FLWC dues. Honorary Life Members shall have all the privileges of the FLWC. Honorary Life Members shall pay only FFWC and GFWC dues annually.

Section 2. Application for Membership. Applications for membership must be submitted in writing to the membership secretary along with a payment of the entrance fee and one year’s dues.

ARTICLE IV

Dues

Section 1. Annual Dues. Annual dues shall be established by the FLWC Standing Rules and may be amended by a vote of the general membership. The membership period is January 1 to December 31 annually.

Section 2. Dues Payment Dates. All dues are payable on or before January 1.

ARTICLE V

Officers

Section 1. Elected Officers. The elected officers of FLWC shall be a president, a first vice- president, a second vice-president, a recording secretary, a corresponding secretary, and treasurer,

Section 2. Qualifications

- A. Eligibility for President and First Vice-President.** To be eligible for the office of president or first vice-president, an individual shall be an Active member in good standing, and shall have served on the board of directors for one year.
- B. Eligibility of Other Officers.** All other officers shall be Active members in good standing.

Section 3. Term of Office. The elected officers shall be installed at the January Annual Meeting and shall

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take office immediately. Elected officers shall serve for one term of two (2) years or until their successors are elected.

Section 4. Vacancy in Office. In the case of a vacancy in the office of president, the first vice-president shall serve as president for the remainder of the term. A vacancy in any office other than president shall be filled by the president, subject to the approval of the board of directors, and in the case of a vacancy in the office of first vice-president, the position shall be filled from among the elected officers.

Section 5. Duties of Officers. The elected officers shall perform the duties within these By Laws and such other duties as are prescribed for the office in these bylaws or as may be adopted through a parliamentary procedure.

A. Duties of the President. The president shall:

1. be the chief executive officer and official spokesman of FLWC;
2. appoint subject to the approval of the FLWC membership,
 - a) the chair of departments and standing committees;
 - b) special appointments as permitted by these bylaws;
 - c) a chaplain, a historian, and a parliamentarian;
 - d) the audit committee; and
 - e) special committees as deemed necessary.
3. announce all appointments of department and standing committee chair and the audit committee at the installation meeting in January;
4. select delegates and alternates to all outside meeting including the FFWC and GFWC.;
5. be an ex officio member of all committees except the Nominating Committee;
6. fill vacancies in office as prescribed, subject to the approval of the board of directors.

B. Duties of the First Vice-President. The first vice-president shall:

1. plan and coordinate a program for each membership meeting that is consistent with the objectives of FLWC and/or of general interest to the membership;
2. perform the duties of the president in the absence of the president; and
3. assume the office of president for the unexpired term in the event of a vacancy in the office.

C. Duties of the Second Vice-President. The second vice-president shall:

1. promote new membership and membership retention; and
2. perform such other duties as may be assigned.

D. Duties of the Recording Secretary. The recording secretary shall:

1. record the minutes of all meetings of the membership, the board of directors and the executive committee; and
2. perform other such duties as may be required

E. Duties of the Treasurer. The treasurer shall:

1. be custodian of all FLWC funds;
2. serve as chair of the Budget/Finance Committee;
3. make a financial report to the board of directors and to the general membership at each regular meeting and at other times when requested by the president or the board of directors;
4. prepare an annual financial report for audit; and
5. deliver all books and records of the club to the Audit Committee before the end of January.

F. Duties of the Corresponding Secretary. The corresponding secretary shall:

1. handle and read all correspondence at the membership meeting;
2. plan and coordinate the January Annual Meeting and installation of officers;
3. send notices of all meetings and other notices where previous notice is required; and
4. perform other such duties that may be required.

Section 6. Bank Account Signatories. The president, the first vice president, the second vice president and the treasurer shall be signatories to all bank accounts. All checks or other withdrawals shall require two authorized signatories.

ARTICLE VI
Nominations and Elections

Section 1. Nominating Committee

- A. Membership.** The Nominating Committee shall consist of a minimum of three (3) members selected by the general membership at the October meeting.
- B. Duties.** The Nominating Committee shall:
 - 1. consider the qualifications of all candidates for elected office, obtain consent of nominees, present one (1) or more nominees for each elected office; and
 - 2. prepare ballots for voting
- C. Committee Report.** The report of the committee shall be presented at the November meeting and shall be submitted to the editor of the newsletter for publication prior to the December meeting.
- D. Nominations from the Floor.** Following the report of the committee, additional nominations may be made from the floor. No name shall be placed in nomination without the consent of the nominee.

Section 2. Election of Officers. Officers shall be elected by ballot at the December meeting. A majority vote shall be necessary to elect. If there is only one nominee for each office, a voice vote may be taken.

ARTICLE VII
Meetings

Section 1. Regular Meetings. Regular meetings shall be held monthly except June and July, and is further defined by the Standing Rules or unless otherwise ordered by a majority vote of the membership present.

Section 2. Annual Meeting. The regular meeting in January shall be known as the Annual Meeting and shall be for the purpose of installing officers, receiving reports of officers and committees, and for any other business which may arise.

Section 3. Special Meetings. Special meetings of the club may be called by the president or by a written request signed by not less than three (3) members of the board of directors or of the general membership. The object of the special meeting shall be stated in the call of the meeting.

Section 4. Quorum. Twelve (12) members shall constitute a quorum at any regular or special meeting of the club.

ARTICLE VIII
Board of Directors

Section 1. Composition. The voting members of the board of directors shall be the president, first vice-president, second vice-president, recording secretary, corresponding secretary, treasurer, the immediate past president, and department chairs (Arts, Building, Conservation, Education, Home Life, International Outreach and Public Issues) - 14 members in all. Standing committee chairs shall coordinate with the appropriate board member for reporting to the board of directors.

Section 2. Duties.

- A. Power and Authority.** The board of directors shall have full power and authority over the affairs of FLWC except as otherwise provided in these bylaw.
- B. Duties of the Board of Directors.** The board of directors shall:
 - 1. adopt an annual budget and present to the membership;
 - 2. approve appointments made by the president to fill existing vacancies;
 - 3. ratify and accept the report of the audit committee annually and present to the membership;
 - 4. unless otherwise designated, approve the allocation of monies raised and/or donated to the clubhouse restoration or to the club's philanthropic activities;
 - 5. appoint, suspend or remove such employees, agents or representatives as may from time to time be deemed necessary, fix the salaries or compensation of such appointees, and require security in such amounts as the board shall decide;
 - 6. maintain a bank safe deposit box for the storage and protections of important FLWC documents. The officers who shall have access to the contents of such box shall be any two of the following: the president, the 1st vice president, the 2nd vice president, and treasurer; and

7. establish such special funds as shall be deemed necessary.

Section 3. Limitation of Powers

- A. Authorizing Negotiations.** Membership authorization shall be required before the board can enter into negotiations for the purchase, sale or mortgage of real property or negotiation of a contract or legal obligation with a duration exceeding one (1) year.
- B. Final Approval of Negotiated Terms.** Membership authorization shall be required as final approval of price, terms and conditions negotiated by the board in the purchase, sale or mortgage of real property or a contract or legal obligation with a duration exceeding one (1) year.
- C. Obtaining Membership Authorization.** Membership authorization may be obtained at any regular or special meeting of FLWC by a two-thirds (2/3) ballot vote of the members present., provided notice has been given at least thirty (30) days in advance and all documents pertaining to the vote have been distributed with the notice. Notice may be delivered via e-mail and/or U.S. Postal Service.)
- D. Power Granted to Board.** Once membership authorization is obtained, the board of directors shall have the power to:
 - 1. negotiate the purchase or sale price and the terms and conditions pertaining to a Purchase or Sale Agreement;
 - 2. negotiate mortgage rates, terms and conditions;
 - 3. authorize and direct the proper officers of FLWC to execute and deliver all necessary instruments and documents, and generally to do all other acts necessary to exercise the actions authorized by the membership; and
 - 4. authorize the president and recording secretary, as required by law, to legally execute all approved Purchase and Sale Agreements, deeds, mortgages, and other documents as required.
- E. Contracts for goods and services, in general.** The board shall be required to solicit two or more written estimates when possible for all goods or services in the amount of \$5,000 or greater.
 - 1. The board of directors shall not consider any estimate whereby a club member would derive a financial interest; however, if the estimate is lower than two other estimates the FLWC membership may waive this requirement by a two-thirds (2/3) vote of the membership present. The vote for a waiver shall be by ballot and shall require thirty (30) days advance notice and shall be conducted in the same manner as described above in this section.

Section 4. Meetings.

- A. Regular.** Regular meetings of the board of directors shall be held monthly with notice as defined in Standing Rules
- B. Special.** Special meetings of the board of directors may be called by the president or by written request signed by not fewer than three (3) members of the board of directors with a call given in writing or orally at least five (5) days before the meeting.
- C. Quorum.** Five (5) members of the board of directors shall constitute a quorum at any regular or special meeting of the board.

ARTICLE IX

Executive Committee

Section 1. Composition. The members of the executive committee shall be the president, first vice-president, second vice-president, recording secretary, corresponding secretary, treasurer, and immediate past president and shall include the parliamentarian.

Section 2. Authority between Board Meetings. The executive committee shall exercise the authority of the board of directors between meetings of the board but only to the extent:

- A. necessary to take action on unanticipated business that requires action between board meetings; and
- B. that action taken is not contrary to the instructions of the board of directors.

Section 3. Meetings. Meetings of the executive committee shall be called by the president or any two members of the executive committee with at least 24 hour's oral notice. Notice may be waived by the members

of the executive committee in accordance with statutory requirements.

Section 4. Quorum. A majority of the members of the executive committee shall constitute a quorum.

**ARTICLE X
Departments**

Section 1. Departments. Departments of FLWC shall be Arts, Building, Conservation, Education, Home Life, International Outreach, and Public Issues with each committee chair being a voting member of the Board of Directors.

Section 2. Composition, Accountability, and Term.

A. Term. The term for department chair shall correspond to that of the officers of FLWC. No member shall serve as department chair for more than one, two year term except as otherwise approved by the board of directors.

B. Duties. Each department, in addition to carrying out the department function, shall

1. keep records for reporting at specified dates, as required; and
2. submit an annual report to the club president by December 1.

**ARTICLE XI
Committees**

Section 1. Standing Committees.

A. Composition, Accountability, and Term. The standing committees of FLWC shall be Budget/Finance; Philanthropic/Ways and Means/Events; Building/Rental-Housekeeping; Donors, Grants and Foundations; Bylaws; Communication (including Publicity, Yearbook, Newsletter, and Sunshine) and report to the board of directors through the assigned member. Each standing committee shall be comprised of a chair and at least two other members and report to the board of directors, as needed, through the assigned board member. Terms for committee members and chair shall correspond to that of the officers.

B. Budget/Finance Committee. Committee reports to the board of directors shall be coordinated through by the treasurer. The Budget/Finance Committee shall be composed of the treasurer, the immediate past president and one other member appointed by the president. The committee shall prepare an annual budget of estimated receipts and expenditures for the ensuing year and submit said budget to the board of directors at the May board of directors meeting. Review treasurer's records quarterly.

C. Philanthropic/Way and Means/Events Committee. Committee reports to the board of directors shall be coordinated through by the treasurer. This committee shall:

1. complete estimated budget and funding requirements, submit to the treasurer prior to submission to the board, for compliance with the approved budget.
2. plan and coordinate events which may be for raising funds to support the philanthropic work of the club, to support the restoration and preservation efforts or to promote membership, a marketing tool to secure donors and any additional event that would meet the needs of FLWC and insure its future success consisted with the approved budget;
3. devise ways and means by which funds can be raised and present the findings to the board of directors consistent with the approved budget.

D. Building Committee. Committee reports to board of directors through the building department chair and shall be coordinated by the treasurer for financial reporting. This committee shall:

1. in the person of the department chair,
 - a. shall serve the function of "building owner", be responsible as the board's liaison, the single owner's voice, in matters when the board is not readily available or needs to give single authorized directional guidance with outsiders (e.g., the hired architect and the general contractor);
 - b. who shall have supervisory control over all hired building/repair contractors;

2. be responsible for making recommendations to the board of directors on the club house restoration and preservation project, investigating alternatives and coordinating and overseeing all facets of the project;
 3. be responsible for ongoing building maintenance and minor repairs to the club house whether related or unrelated to the restoration project;
 4. provide a monthly written report on progress and future plans at each meeting of the board of directors and the general membership.
 5. oversee rental and housekeeping of the facility at 20 S. Andrews Avenue; and including
 - a. responsibility for the rental of the clubhouse and the collection of fees thereof, including the execution of all written contracts with prospective renters.
 - b. maintain a current up to date written rental calendar which shall be sent to the president and the treasurer;
 - c. supervise the housekeeping and maintain the inside appearance of the club house;
 6. report any observed building or property problems immediately to the Board of Directors thereby assisting in insuring that the club house and property are in good order at all times;
 7. make monthly accounting reports as required by the treasurer for tax and audit purposes; and
 8. make a written financial report at each meeting through the Treasurer to the board of directors.
- E. Donors, Grants and Foundations Committee.** Committee reports shall be coordinated through by the 1st Vice President. The committee shall:
1. search out and apply for available grants and identify foundations to contribute to the restoration and preservation of the FLWC clubhouse or to seek donors for other FLWC philanthropic endeavors;
 2. in the case of grants, work with the treasurer and/or the board of directors to assure the terms and/or limitations of the grant are met;
 3. assure FLWC compliance with all IRS regulations, including proper documentation and appropriate FLWC letters acknowledging donations, whether monetary or in-kind.
- F. Bylaws Committee.** Committee reports to the board of directors shall be coordinated through by the 2nd Vice President. In regard to FLWC corporate charter, bylaws and standing rules, the committee shall:
1. review all submitted amendments and edit for composition;
 2. have the right to originate amendments;
 3. submit proposed amendments to the board of directors for their recommendations; and in addition
 4. submit proposed amendments to the membership together with the committee's recommendation for action.
- G. Communication Committee.** Committee reports to the board of directors shall be coordinated through by the corresponding secretary. The committee shall:
1. be the official channel of press publicity and as such shall send out notices of meetings, press releases, and other publicity about FLWC activities.
 2. include the Yearbook Committee, Newsletter Committee and Sunshine Committee.
 3. coordinate all web page updates/changes;
 4. coordinate social media platforms;
 5. coordinate with the corresponding secretary for electronic communications and releases.

ARTICLE XII

Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall be the guideline prescribed for all proceedings of the FLWC in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order that FLWC may adopt, and any statutes applicable to this organization that do not authorize the provisions of these bylaws to take precedence.

ARTICLE XIII

Amendment to the Bylaws

These bylaws may be amended at any regular or special meeting of FLWC by a two-thirds (2/3) vote of the members present and voting, provided a written notice of each amendment has been given at least thirty (30) days in advance.

ARTICLE XIV

Indemnification

Each person who at any time is or shall have been a director, officer, employee or agent of FLWC, or is or shall have been serving at the request of FLWC as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by FLWC in accordance with and to the full extent permitted by the Florida Not For Profit Corporation Act. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of members, or disinterested directors or otherwise. FLWC shall purchase and maintain insurance on behalf of its officers, directors, employees or agents to the full extent permitted by the Florida Not for Profit Corporation Act.

ARTICLE XV

Dissolution

In case of dissolution of this organization all assets remaining after payment of authorized expenditures shall be distributed to an organization which qualifies for tax exemption as provided for under the Internal Revenue Laws of the United States of America. No part shall be distributed to any private individual or member. Previous notice shall be given and a two-thirds (2/3) vote of those present and voting shall decide on the distribution of the assets.

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Amended October 20, 2006

Amended March 21, 2008

Amended April 16, 2010

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Amended March 17, 2014 - editorial

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