



# **BYLAWS AND POLICIES**

Revised August 2024

## **TABLE OF CONTENTS**

<b>ARTICLE 1. IDENTIFYING INFORMATION</b>	<b>2</b>
<b>ARTICLE 2. PURPOSE/MISSION</b>	<b>2</b>
<b>ARTICLE 3. MEMBERSHIP</b>	<b>2</b>
<b>ARTICLE 4. DUES</b>	<b>3</b>
<b>ARTICLE 5. MEETINGS</b>	<b>3</b>
<b>ARTICLE 6. OFFICERS &amp; DIRECTORS</b>	<b>4</b>
<b>ARTICLE 7. NOMINATIONS</b>	<b>5</b>
<b>ARTICLE 8. ELECTIONS</b>	<b>6</b>
<b>ARTICLE 9. DUTIES OF OFFICERS</b>	<b>6</b>
<b>ARTICLE 10. BOARD OF DIRECTORS</b>	<b>9</b>
<b>ARTICLE 11. EXECUTIVE COMMITTEE</b>	<b>9</b>
<b>ARTICLE 12. STANDING COMMITTEES</b>	<b>10</b>
<b>ARTICLE 13. QUORUMS</b>	<b>12</b>
<b>ARTICLE 14. PARLIAMENTARY AUTHORITY</b>	<b>12</b>
<b>ARTICLE 15. CLUB RECORDS</b>	<b>12</b>
<b>ARTICLE 16. CLUB EQUIPMENT &amp; MAINTENANCE</b>	<b>12</b>
<b>ARTICLE 17. AMENDMENTS</b>	<b>13</b>
<b>ARTICLE 18. DISSOLUTION</b>	<b>13</b>

## **Article 1. Identifying Information**

Hollywood Women’s Club, 501 N. 14<sup>th</sup> Avenue, Hollywood, Florida 33020; 954-925-9394;  
[www.hollywoodwomensclub.org](http://www.hollywoodwomensclub.org).

## **Article 2. Purpose/Mission**

“The GFWC Hollywood Women’s Club is dedicated to community improvement by enhancing the lives of others through volunteer service. We are also dedicated to the preservation of our beloved historic 1927 Clubhouse.”

## **Article 3. Membership**

Section 1. Membership in GFWC Hollywood Women’s Club, Inc. is open to all women and shall consist of two membership classes: Active and Honorary.

Section 2. An Active Member shall be expected to take full part in Club work and to perform faithfully the duties assigned to her or find a substitute. An Active Member is required to pay annual dues and shall have a voice, a vote, and the privilege to run for office and serve on the Board. Each member is expected to participate in community service, fundraising and/or to serve on at least one Standing Committee.

Section 3. Honorary Membership shall be conferred by a majority vote of the Board upon an outstanding individual in the community, or a former member who has made a valuable contribution to the Club. An Honorary Member may attend Club meetings and participate in events and activities, but has neither voice nor vote, and may not hold office.

Section 4. All Active and Honorary Members are expected to familiarize themselves and act in accordance with the Statement of Values declared by the Hollywood Women’s club which is posted on the official website at [hollywoodwomensclub.org](http://hollywoodwomensclub.org).

Section 5. All Active and Honorary Members have a duty and responsibility to promptly notify the Chair of the Membership Committee of any change in name, residence address, email address and contact telephone number or to update her information directly in the club’s member management system).

Section 6. All membership information shall be shared only within the General Federation of Women’s Clubs, as necessary and required, and is prohibited from being shared outside of this organization for any reason.

## **Article 4. Dues**

Section 1. The fiscal year shall begin on the first day of January in each year.

Section 2. The annual dues for Active Membership shall be \$75.00 payable each January 1<sup>st</sup> and shall become delinquent February 28<sup>th</sup>.

Section 3. Any member in arrears for her dues on March 1<sup>st</sup> shall be notified in writing that she will be considered Inactive until dues are paid and shall not be permitted to vote in a Club election.

Section 4. Any member failing to pay annual dues by March 31<sup>st</sup> of each year shall become a Past Member and will automatically be dropped from the roll.

## **Article 5. Meetings**

Section 1. The regular meetings of the Club shall be held on:

- A. The second Wednesday of the month, January through December, except when these days fall on a legal holiday.
- B. The Installation Dinner to install new Officers & Directors shall be held bi-annually in April.

Section 2. The regular meetings of the Board of Directors shall be held on the first Wednesday of the month, January through December, except when these days fall on a legal holiday.

Section 3. Prior to each monthly Board of Directors meeting, the standing Committee Chairwomen and all other Directors shall submit their monthly reports electronically to the President and all Board Members.

Section 4. Special meetings of the Club and the Board of Directors may be called by the President with a 48-hour notice.

Section 5. A special meeting of the Club may be called by the Board of Directors upon the written or email request of five or more members of the Club. Notice of the meeting and its nature shall be served to each Club member at least five days previously.

## Article 6. Officers & Directors

Section 1. ELECTED OFFICERS of the Club shall be President, President Elect, First Vice President, Second Vice President, Recording Secretary, Financial Secretary, and Treasurer. Officers shall be elected by ballot at the March meeting for a term of two years or until their successors are elected.

Section 2. ELECTED DIRECTORS shall consist of the Parliamentarian, Public Relations/Marketing Director, Communications Director, Fundraising Director, Community Service Director, House Rentals Director, House Maintenance Director, and Corresponding Secretary. Directors shall be elected by ballot at the March meeting for a term of two years or until their successors are elected. The outgoing President shall serve two years as Director - Past President to assist Officers and Directors in the affairs of the Club and the standing committees.

Section 3. REQUIREMENTS TO RUN FOR OFFICE: The Nominating Committee shall prepare a list of members who are in good standing and eligible to run for office based on their qualifications and are in compliance with the requirements set forth in Article 3 and Article 4 .

### Section 4. TERM OF OFFICE

- A. The elected Officers and Directors shall assume their duties at the close of the April Installation meeting.
- B. Officers and Directors shall serve a two-year term.
- C. No elected Officer or Director shall serve more than two consecutive terms in the same office unless otherwise allowed by the Board.

### Section 5. FILLING OF VACANCIES

- A. A vacancy in the Presidency shall be filled by the President Elect who shall serve for the unexpired term of the President.
- B. A vacancy in the President Elect position shall be filled as follows: The Board of Directors shall nominate three individuals from the general membership to serve on the Nominating Committee, which shall consist of the three nominated members plus the Membership Director and the Parliamentarian who shall nominate a new President Elect. All necessary provisions stated in Article 7 and Article 8 shall apply to this Nominating Committee. The election of the new President Elect shall be at the next regular general membership meeting or as soon thereafter as is feasible.

- C. Any vacancy in other elected positions shall be appointed by the President subject to the approval of the Board. Officers and Directors that are appointed by the President to fill an office vacated before a two-year term has expired, shall serve in that position for the remainder of its unexpired term.

## Section 6. DUAL HOLDING OF OFFICE

- A. The holding of both an Officer and Director position on the Board of Directors at the same time may be allowed if doing so will not conflict with the Board Member's ability to effectively serve each position. The Treasurer and Financial Secretary cannot hold any additional - position on the Board of Directors because of their financial responsibilities.

## **Article 7. Nominations**

Section 1. Nominations for Officers and Directors shall be made by a committee of five to be known as the Nominating Committee, which shall be chaired by the Director of Membership. To be eligible to serve on the Nominating Committee, a member shall have been active and experienced in club affairs for at least six months and in good standing.

Section 2. Establishment of the Nominating Committee: The Nominating Committee shall consist of the Membership Director and the Parliamentarian. In addition, at the November meeting, prior to the Biennial election of Officers and Directors, the Board of Directors shall seek three members in good standing from the General Membership to serve on the Nominating Committee. These five members shall be known as the Nominating Committee.

Section 3. The Nominating Committee shall convene in December to prepare the list of members eligible to run for office and will be responsible for seeking out and selecting one or more candidates for each office identified in Article 6, Section 1 and Section 2.

Section 4. In January, the Nominating Committee shall meet and interview potential candidates for each office. The General Membership may make suggestions/nominations via email, or a link from the Update to the Nominating Committee of potential candidates. Nominations shall close on January 31<sup>st</sup>.

Section 5. In February, the Nominating Committee shall prepare a slate of the nominees for each respective office to present to the General Membership at the

February meeting. This slate shall constitute the nominations for each office to be filled at the March Biennial Election of Officers and Directors.

Section 6. March Biennial Election of Officers & Directors: The Nominating Committee shall be responsible for preparing the written ballots for election and shall serve until the election is completed. Ballots shall be kept secret until all members have met and exercised their right to vote. The members of the Nominating Committee shall oversee the election process, count, and record each ballot and certify the results of the election.

Section 7. The Nominating Committee must retain all written ballots for a period of 72 hours. If a candidate for a specific office wishes to challenge the election of that office, that candidate must notify the Chairwoman of the Nominating Committee in writing within 48 hours of the election, advising of the challenge, the grounds thereof and the relief sought. The Nominating Committee shall be responsible for any review of the ballots challenged and report their findings to the General Membership within 48 hours in writing, after completing its investigation.

Section 8. The President shall not serve as an ex-officio member of this committee.

## **Article 8. Elections**

Section 1. The Biennial Election of Officers and Directors shall be held in March. The Membership shall vote the second Wednesday of the month. The election shall be held in March every two years or a year earlier if a vacancy needs to be filled for the President Elect position. The term of office shall begin with the Installation which shall take place on the second week in April, unless the date conflicts with the State Federation meeting or other valid conflict, at which time the Board shall set another date and place for the Installation.

### Section 2. THE ELECTION

- A. The election of Officers and Directors shall be by secret ballot.
- B. Only “**Active**” members are eligible to vote.
- C. The election shall be decided with a majority vote electing each Officer and Director. In the event of a tie, there shall be a runoff of the tied nominees. In the event no one receives a majority, there shall be a re-ballot of all nominees until one is elected.
- D. Each Officer and Director shall be elected separately.

## **Article 9. Duties Of Officers**

Section 1. The **President** shall preside at all meetings of the Club and shall be a member ex-officio of all committees except the Nominating Committee. She shall be Chairwoman of the Board of Directors and shall call special meetings as provided for by these Bylaws. By virtue of her office, she shall be the delegate to all conventions and functions deemed advisable by the Board of Directors and her proper expenses thereto shall be paid by the Club, subject to approval by the Board of Directors. She shall prepare a report of the year's work to be presented at the annual meeting and the State Federation when called for. She may countersign checks. She shall exercise general supervision over all activities of the Club. She shall have access to the bank accounts only when accompanied by the Treasurer or Financial Secretary.

Section 2. The **President Elect** shall assist the President with all meetings of the Club and shall be a member ex-officio of all committees except the Nominating Committee. She shall also be a delegate to all conventions and functions deemed advisable by the Board of Directors and her proper expenses thereto shall be paid by the Club. She shall work closely with the Chairwomen of the Standing Committees to gather, document, and report all necessary information required for annual Reporting to the Federation, and present it in an electronic document to the President by the end of the third week in January.

The purpose of the President Elect position is to establish a clear continuity of succession, as well as provide experience and familiarity with the operation of the organization prior to assuming the duties of President. By virtue of election to the office of President Elect, this person is given a mandate by the voting members of the organization to assume the office of President, upon the expiration of the term of office of the existing President.

Section 3. The **First Vice President** shall preside in the absence of the President and President Elect, at a Board meeting . She shall be Chairwoman of the Membership Committee (see Article 12 for Committee details) and shall act as aide to the President and President Elect, and familiarize herself with the work, function, and affairs of the Club during her term of office.

Section 4. The **Second Vice President** shall preside in the absence of the President, President Elect, and First Vice President at a Board meeting. She shall be Chairwoman of the Programs Committee (see Article 12 for Committee details).

Section 5. The **Recording Secretary** shall keep and furnish to the Board, copies of correct minutes of all regular, special, and Board of Directors meetings at least one week prior to the next meeting; compile an electronic file of the approved minutes for all meetings and prepare and keep a record/sign in sheet of each member in attendance for all Board meetings.

Section 6. The **Financial Secretary** shall:

- A. Attend Club events where money may need to be counted and be responsible for cash boxes and starting a “bank” of funds to make change.
- B. Maintain a policy of cash handling procedures for fundraising events or other social events to include Installation Dinner with the help of Event Chairs.
- C. Ensure that at least two club members count the money together (this may include the Financial Secretary), keep an accurate record of all funds received and have both/all parties sign a receipt.
- D. Turn over to the Treasurer all monies received and obtain a receipt from the Treasurer.
- E. Prepare and present a Financial Secretary’s Report at each Board Meeting, documenting all funds turned over to the Treasurer.
- F. Assist the Treasurer in the preparation of an Annual Report that includes gross receipts and disbursements for the year to be presented at the Board and General Membership Meetings no later than February.
- G. Review Treasurer’s Monthly Reports and bank reconciliations.
- H. The Financial Secretary shall serve a two- year term and then succeed to the position of Treasurer.

Section 7. The **Treasurer** shall:

- A. Be custodian of all monies pertaining to the Club and keep accurate financial records of all gross income, receipts, and disbursements.
- B. Maintain a checking account and any other financial or savings accounts needed to hold Club funds at banking facilities, approved by the Board of Directors, in the name of “GFWC Hollywood Women’s Club, Inc.” and reconcile all monthly financial statements.
- C. Receive all monies for the Club and deposit them in a timely manner in the Club’s accounts and keep an accurate record of all deposit slips attached to an itemized deposit form listing the sources of the income.
- D. Be authorized to sign checks and make payments via debit card, bank checks, or automatic withdrawals (i.e., monthly utility bills). Be responsible for paying monthly operating expenses, budgeted items, loan repayments, and any other disbursements only as approved by the Board of Directors; keep a record of each disbursement, obtaining an itemized bill, sales receipt, or invoice to document every expenditure.
- E. Prepare and present a Treasurer’s Report at each Board Meeting providing an accurate financial accounting of all receipts, disbursements, and bank balances to date.



- F. Prepare an Annual Report that includes gross receipts and disbursements for the year to be presented after the end of the fiscal year (December) but no later than the February Board Meeting.
- G. Be responsible for reporting and paying all required taxes (County, State, IRS), GFWC dues, government fees required for 501(c)(3) certification and for reports or renewal applications (County exemptions, State certifications) when due.
- H. Close the books on (December 30th) and if requested submit for audit. Audit may be performed by an independent Certified Public Accountant or an audit committee made up of three club members .

## **Article 10. Board Of Directors**

Section 1. Elected Officers and Directors shall constitute the Board of Directors and shall meet monthly. An additional meeting of the Board of Directors can take place if the President deems it necessary or if five or more Officers and/or Directors request a meeting.

Section 2. Any Hollywood Women's Club Board member with three unexcused absences from the regularly scheduled board meetings in one calendar year will result in an automatic termination from the Board. The Board of Directors shall have the right to subsequently reinstate that Board Member.

Section 3. The Board of Directors shall carry on routine business of the Club and make recommendations and offer plans for the welfare and benefit of the Club for approval by the Club members when necessary.

Section 4. The Board of Directors shall approve any and all major construction and/or restoration to the Clubhouse and ensure that such construction and restoration complies with all required building codes including but not limited to all National Historic Preservation requirements necessary to keep the Clubhouse National Historic designation.

## **Article 11. Executive Committee**

Section 1. There shall be an Executive Committee consisting of the President, the Treasurer, and three additional members of the Board, to be determined by the Board of Directors.

Section 2. The Executive Committee shall meet when called or convened by the President.

Section 3. The Executive Committee shall at all times be held accountable to the Board of Directors.

Section 4. Actions and votes taken by the Executive Committee shall be recorded and submitted to the Board of Directors.

Section 5. The Executive Committee shall oversee the implementation of Board policies, maintain good governance practices, and resolve exigent and urgent matters, including but not limited to: financial issues; maintenance, repair or restoration of the Clubhouse; and controversial situations or sensitive matters affecting the well-being and/or reputation of members of the Hollywood Women's Club.

Section 6. The Executive Committee shall not have the power to:

- Amend the Bylaws;
- Appoint or remove Directors;
- Adopt a budget; or
- Make major organizational decisions (add or eliminate committees or programs).

## **Article 12. Standing Committees**

There shall be six Standing Committees, namely:

1. Membership
2. Programs
3. Fundraising
4. House
5. Budget
6. Community Service.

**The Membership Committee.** The First Vice President, Membership Director shall receive and act upon all requests and invitations for membership. She shall be responsible for collecting membership dues which shall be turned over as soon as possible to the Treasurer or Financial Secretary with necessary information of new members to include legal name, email, residential address, and phone number(s). She shall immediately update the Membership Log to include new member(s) information. The Membership Committee shall greet all members at each monthly meeting and maintain a sign-in sheet. All new members shall receive a Welcome Package electronically from the Membership Committee. At the end of the year the chairwoman shall work with the Treasurer to accurately complete the GFWC

Dues Remittance form. The Committee shall, in every way possible, work to increase membership of the Club.

**The Programs Committee.** The Second Vice President, Programs Director, in consultation with the Board of Directors, shall work closely with the Community Service Director to present a proposed Agenda to the Board at the August board meeting outlining the upcoming year's Meeting schedule to begin in September and end in May. One week prior to each Meeting, she shall confirm with the Community Service Director to make sure all meeting requirements are in place to include but not limited to: announcement/invitations, contact with Public Relations/Marketing Director for social network releases, secure and confirm guest speaker, if applicable, refreshments, secure set-up and breakdown teams, etc. The Programs Committee shall also be responsible for the Installation Dinner in April.

**Fundraising Committee.** The Fundraising Director shall have charge of all fundraising and other events approved by the Board to further the financial interests of the Club. The Fundraising Director shall prepare a budget for the following year and present it to the Board for approval at November's meeting. She shall form a Fundraising Committee to prepare for the Club's annual major fundraiser. She shall present to the Board each month leading up to the event any and all updates, budget status, venue, ticket sales, etc. The President shall assist her with coordination of member participation. This committee shall work closely with the Public Relations/Marketing Director, Corresponding Secretary, Treasurer and Financial Secretary.

**The House Committee.** The House Maintenance Director and House Rentals Director shall have charge of the Clubhouse and all House property. The directors shall provide a budget for the following fiscal year of Clubhouse expenses and upkeep and present it to the Board at November's meeting for approval.

The House Maintenance Director shall make and keep an inventory of all appliances, equipment, and other Clubhouse content, and shall report to the Board any needed replacements and clubhouse repairs. The House Rentals Director and/or designated House committee members shall oversee all rentals, sales agreements, and deposits. The committee shall see that the building is kept clean and in proper order for meetings and rentals, and that no equipment is taken from the club premises for use elsewhere, except as provided for in these Bylaws or approved by the Board.

The House Committee shall work diligently to maintain the safety and structure of the building. The committee shall seek grants when applicable and adhere to all necessary means to maintain the Clubhouse National Historic Designation. Any and all construction and restoration repairs or upgrades made to the building must be approved by the Board.

**The Budget Committee.** The Budget Committee shall consist of the Treasurer, the House Maintenance Director, The House Rentals Director, and the Community Service Director. Other members of the Board of Directors will be notified of any meetings of this committee and will be invited to participate if they desire to offer input in the financial planning of the club. This committee will meet annually approximately 4-6 weeks prior to the annual budget presentation to the Board of Directors for budget approval. Other meetings of the Budget Committee may be called and scheduled by members of the committee itself or by other Board members in order to review the budget and/or financial health of the Club.

**The Community Service Committee.** The Community Service Director shall determine and notify the Board of all community service initiatives, establish & have charge of the Community Service Committee and shall oversee all community service projects and events. The Committee shall strive to be active in each of the GFWC-designated areas of Arts and Culture, Civic Engagement and Outreach, Education and Libraries, Environment, Health and Wellness and the signature program of Domestic and Sexual Violence Awareness and Prevention. The Committee shall always conduct community service projects in a manner that admirably represents the GFWC Hollywood Women’s Club.

### **Article 13. Quorums**

Section 1. A simple majority of the members in good standing, present and voting at any scheduled monthly meeting of the Club, shall constitute a quorum.

Section 2. A simple majority of the Board voting at a meeting of the Board of Directors shall constitute a quorum.

### **Article 14. Parliamentary Authority**

On all business of Order and Parliamentary usage, the Club shall be governed by “Robert’s Rules of Order, Revised.”

### **Article 15. Club Records**

The records of the Treasurer, the Financial Secretary and the Recording Secretary shall be kept in the Club’s designated electronic repository and submitted to the Board of Directors upon request. They shall be turned over to the new officers elected for their respective offices at the first regular Board Meeting following the Installation Meeting in April.

### **Article 16. Club Equipment & Maintenance**

Section 1. No equipment of the club may be removed from the premises for use elsewhere, except on approval of the House Maintenance Director. Members removing equipment shall sign for such equipment and receipt shall be held by the House Maintenance Director until return of equipment.

Section 2. No such approval shall be granted when its use is for either political, religious, or fundraising activities by outside groups.

Section 3. Any additions, remodeling, or alterations to the interior or exterior of the Clubhouse and grounds must have the written approval of the Board of Directors and two-thirds vote of the members present.

Section 4. Before an unbudgeted expenditure of \$500.00 or more can be made, all Board Members must be notified by telephone and/or email of the date when voting on such expenditure is to be taken. However, if in the opinion of the Board of Directors, the expenditure is deemed essential to the welfare of the Club, it shall be paid immediately.

Section 5. No tickets, merchandise, or services for any other purpose than the GFWC Hollywood Women's Club benefit shall be offered for sale at the Clubhouse or on its grounds, except for other nonprofit organizations.

Section 6. Rental of the Clubhouse to 501(c)(3)/nonprofit organizations will be offered four times a year for a nominal fee of \$100. Any additional rentals to nonprofits will be at the discretion of the Board of Directors.

Section 7. In case of uncontrollable disaster, the President or any available Officer shall have the authority to take any and all measures necessary to protect the building and property from further damage.

## **Article 17. Amendments**

These Bylaws may be amended at any meeting by a two-thirds vote of members in good standing, present and voting, provided that a quorum is present as defined in Article 13 and provided that the amendment, approved by the Board of Directors, has been submitted in writing and read at the previous meeting, as well as at the monthly meeting when it will be submitted to the members for a vote.

## **Article 18. Dissolution**

Section 1. GFWC Hollywood Women's Club is organized exclusively for charitable and educational purposes under section 501(c)(3) for the Internal Revenue Code. No part of

the net earnings shall ensure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except the Club may pay reasonable compensation for services rendered.

Section 2. Upon the dissolution of the GFWC Hollywood Women's Club, Inc., assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for public purpose.