

**Bylaws of the
Springfield Improvement Association and Woman's Club, Inc.
Amended October 2010**

Article I. Name, Affiliation and Objective

The name of this organization is the Springfield Improvement Association and Woman's Club, Inc ("SIA/WC"). The SIA/WC is a member of the Florida Federation of Woman's Clubs ("FFWC") and the General Federation of Woman's Clubs ("GFWC"), organized and operated exclusively for charitable, civic and educational purposes, as provided in Section 501(c)3 of the Internal Revenue Code ("IRC"). The SIA/WC shall comply with all requirements of the IRC necessary to maintain an exempt classification.

Article II. Fiscal Year

The fiscal year shall be from June 1st until May 31st of the following calendar year.

Article III. Membership

Section 1. Eligibility.

New Members. Any person 18 years or older residing within GFWC district 4 who subscribes to the objectives of the SIA/WC is eligible for membership. A candidate for membership shall attend two (2) regularly scheduled club meetings and obtain sponsorship from one (1) member prior to completing a membership application. Applications for membership shall be accepted year-round. The completed membership application shall be submitted to the Membership Chair along with payment of annual dues. The application shall be reviewed by the Executive Board, which may elect the applicant to membership by a vote of two-thirds or more.

- a. **Transfer of Membership.** Any member of a General Federation Woman's Club residing in GFWC district 4 may transfer to the SIA/WC upon presenting credentials from their General Federation Woman's Club and acceptance by the Executive Board.

Section 2. Membership Obligations. To remain in good standing, a member shall be required to actively support the projects and programs adopted by the club, must serve on a committee, shall remain current in payment of dues, and shall attend at least one (1) general meeting in each quarter of the fiscal year. Members shall not engage in activities which are incompatible with the objectives of the SIA/WC. Failure to meet these obligations may result in revocation of membership.

Section 3. Dues. Membership dues shall be established by the Executive Board, and shall include any required FFWC and GFWC dues. Dues for the following fiscal year are payable on or before June 1st and shall become delinquent June 30th. The Membership Chair shall notify all members one month in arrears via electronic or US mail that their membership has been suspended. Members who have been suspended for non-payment may be reinstated within sixty days, with approval of the Executive Board, after full payment of their delinquent dues. Members whose dues become more than 60 days delinquent must reapply for membership in accordance with the provisions of this Article.

Section 4. Resignation. Any member may resign by submitting a written resignation, which shall be effective upon receipt.

Section 5. Disciplinary Action and Grievance Committee. Any member may petition the Executive Board to convene a Grievance Committee to investigate complaints against another member. The Executive Board will evaluate the validity of the petition and may either dismiss the complaint or convene a Grievance Committee consisting of three (3) members in good standing. After researching the charges, the Grievance Committee may choose to drop charges or recommend discipline, suspension or removal. Results of the committee's finding shall be submitted to the Executive Board. If the recommendation is for discipline, suspension or removal, it will be presented by the Membership Committee Chair to the membership at a special membership meeting and shall be ratified if approved by three-fourths of the members present. Voting shall be by written ballot. Note that a grievance against the Executive Board can be made via motion during any general membership meeting.

Article IV. Executive Board

Section 1. Composition.

Voting members of the Executive Board shall be the elected officers and appointed committee chairs of the SIA/WC.

Section 2. Powers of the Board. The Executive Board shall have the power to appoint, remove, or suspend managers, officers, agents or employees; to determine their duties, fix salaries or compensation; to acquire securities in such amounts as the Executive Board deems advisable; and generally to perform all acts necessary for the proper exercise of their duties. Major decisions such as the purchase, sale or mortgage of property shall be approved by a unanimous vote of the Executive Board, ratified by the general membership as signified by a two-thirds majority vote of all members at a general membership meeting, by written ballot. The details of such matters must be distributed to all members via electronic or US mail for consideration at least one month prior to the vote.

Section 3. Emergency Matters. The members of the Executive Board shall be empowered to act on emergency matters by electronic mail or phone. Any such action must be ratified at the next regular Executive Board meeting to become an official act of the Executive Board.

Section 4. Board Proceedings. The proceedings of the Executive Board must be reported at the following general membership meeting, in a condensed form, by the President.

Article V. Officers

Section 1: Offices. The offices are a President, a First Vice President, a Second Vice President, a Third Vice President, a Secretary and a Treasurer.

Section 2: Term of Office. Officers shall serve a term of one (1) year. No elected officer shall serve more than two (2) consecutive terms in the same elected office except the Treasurer.

Section 3: Eligibility. Each candidate for office shall be a member in good standing. In addition, candidates for the office of President shall have been a member of the SIA/WC for at least two (2) years and must have previously served on the Executive Board. Candidates for the office of First Vice President shall have been a member of the SIA/WC for at least one (1) year prior to nomination. Preference for the office of First Vice President should be given to candidates who have previously served on the Executive Board.

Section 4: Vacancies. If the office of the President becomes vacant prior to the end of a term, the First Vice President shall serve as President for the remainder of the current term and a new First Vice President shall be appointed by a majority of the Executive Board. In the event of a vacancy in any other office, the President shall appoint a replacement for the remaining term of that office.

Section 5. Duties. The duties of the officers shall be as follows:

a. The President shall:

- 1) preside at meetings of the club and the Executive Board;
- 2) appoint department, standing and special committee chairs;
- 3) appoint a parliamentarian who shall serve on the Executive Board without a vote;
- 4) be the official representative of the club at meetings of the district and state;
- 5) be ex-officio a member of all committees except the Nominating Committee;
- 6) perform such other duties outlined in the bylaws and the parliamentary authority.

b. The First Vice President shall:

- 1) preside in the absence or disability of the president;

- 2) assume the office of President if a vacancy occurs in that office;
- 3) be program chairman and;
- 4) perform such other duties as may be required.

c. The Second Vice President shall:

- 1) preside in the absence or disability of the President and First Vice President;
- 2) be membership chairman; and
- 3) perform such other duties as may be required.

d. The Third Vice President shall:

- 1) preside in the absence or disability of the President, First Vice President and Second Vice President; and
- 2) perform such other duties as may be required.

e. The Secretary shall:

- 1) record the minutes of the meetings of the club and of the Executive Board;
- 2) be a signatory on all official documents;
- 3) issue notices as required;
- 4) tend to correspondence as directed by the President or Executive Board;
- 5) maintain records of the SIA/WC which shall be kept on club property; and
- 6) perform such other duties as may be required.

f. The Treasurer shall:

- 1) receive and deposit all funds;
- 2) pay all bills upon authorization;
- 3) keep an account of all receipts and disbursements and submit monthly reports to the Executive Board;
- 4) make a monthly summary report to the general membership;
- 5) make an annual report to the general membership;
- 6) submit all books and papers to the Audit Committee within 15 days after the close of each quarter and within 60 days after the close of the fiscal year; and
- 7) perform such other duties as may be required.

Section 6. Removal from Office. Any officer who fails to perform his or her duties may be removed from office by a two-thirds vote of the Executive Board.

Article VI. Election of Officers.

Section 1. Annual Election and Installment of Officers. A Nominating Committee shall be elected at each February business meeting. The Nominating Committee shall present a slate of proposed officers to the membership at the March business meeting, and election of officers shall occur at the April business meeting. Officers shall be installed at the May business meeting, and shall assume their duties at the close of that meeting. If

this process is delayed for any reason, the membership shall be notified of the reason for the delay and change in election schedule via electronic or US mail.

Section 2. The Nominating Committee. The Nominating Committee shall consist of three (3) members in good standing. The Executive Board shall appoint one (1) member, including a chair, from its own ranks and the two (2) additional members shall be nominated and elected by the general membership. In order to serve on the Nominating Committee, a member must (a) have been a member in good standing for at least two years; (b) be a current resident of the GFWC district 4; and (c) be present and indicate a willingness to serve at the time of his or her election.

All members of the Nominating Committee shall meet, in person, to prepare a proposed slate of officers including at least one eligible candidate for each office.

Section 3. Presentation of Slate; Nominations by the General Membership. The proposed slate of officers shall be presented to the general membership by the chairman of the Nominating Committee at the March business meeting. At that meeting members may also nominate candidates from the floor.

Section 4: Election. Election shall be by ballot and a simple majority vote shall determine the outcome of each election. However, if no more than one candidate is proposed for each open office, the election may be by voice.

Article VII. Committees

Section 1. Standing Committees.

Chairs of the following standing board committees shall be appointed by the President. Descriptions of committee duties, as determined by the Executive Board, will be documented by the Secretary in the records of the SIA/WC.

- a. Building and Grounds (landscape, beautification, building and maintenance)
- b. Rentals
- c. Finance (including Ways & Means)
- d. Events and Fundraisers
- e. Historian
- f. Membership
- g. Springfield Garden Club

Section 2: Other Standing Committees

a. Springfield Animal Care and Rescue Club

The President of Springfield Animal Care and Rescue Club, Inc. shall be the chair of the Springfield Animal Care and Rescue Club committee.

b. Audit

The Executive Board shall select three (3) members in good standing, who are not on the Executive Board, to serve on the Audit Committee. The Audit Committee shall review the financial records of the SIA/WC at the end of each quarter, at the end of each fiscal year, and shall prepare a report to be presented to the general membership.

All committee chairs shall provide reports on a quarterly basis to the Executive Board and may vote on items before the Executive Board.

Section 3: Ad Hoc Committees. The President may appoint ad hoc committees as needed.

Article VIII. Meetings

Section 1: Conduct and Order of Meetings. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern meetings of the SIA/WC in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the SIA/WC may adopt. The order of business at all general membership meetings shall be as follows:

1. Call to order
2. Pledge to the Flag
3. Program for the day
4. Announcements
5. Approval of minutes of prior meeting
6. Report of Executive Board meeting to members, recommendations and ratification
7. Unfinished Business
8. New Business

9. Adjournment

Section 2. General Membership Meetings. A general meeting of the SIA/WC shall be held on the third Tuesday of each month during the year. This meeting day may be adjusted by the Executive Board, upon approval of membership at a general meeting.

Section 3. Optional Membership Meetings. Optional meetings may be held as the President deems appropriate. Members will be provided notice at least five (5) business days in advance via electronic mail.

Section 4. Executive Board Meetings. Executive Board meetings shall be held on the second Tuesday of each month. This meeting day may be adjusted at the discretion of the Executive Board. All Executive Board members are required to be present unless excused by the President. Two consecutive unexcused absences or three nonconsecutive unexcused absences from Executive Board meetings by any member shall constitute resignation from office. The President may call a special meeting of the Executive Board providing there is the approval by telephone or otherwise, of at least two-thirds of the full membership of the Executive Board. In such case, a meeting may be held, but the matters to come before such meeting shall be limited to the matters which are of an urgent nature, and which were the object(s) of the call for the meeting. Regular Executive Board meetings are not closed.

Section 5. Quorum. (was Section 2) Three voting members of the Executive Board and 30% of the members (or ten members, whichever is greater) of the SIA/WC shall constitute a quorum for board meetings and membership meetings, respectively.

Section 6. Club Birthday. (was Section 3) May 1904 shall be recognized as the Birthday of the SIA/WC. The colors are yellow and white, and the flower is the orange blossom. The May membership meeting shall serve to celebrate this anniversary. This shall also be the annual meeting of the SIA/WC and the installation of officers for the coming year. Committee chairs shall present their annual reports to the membership prior to the installation of new officers.

Article IX. Communications

Section 1. Public Statements. Only those persons authorized by the Executive Board may make any public statements, whether written or oral, purporting to represent the official policy, position, or opinion of the SIA/WC.

Article X. Amendment of Bylaws and Articles of Incorporation

Section 1. Amendment of the Bylaws. These bylaws may be amended at the October general membership meeting by a two-thirds vote of the members present, provided that a written copy of such amendments is circulated to the membership at least two weeks prior to such meeting.

Amendments to the bylaws may be proposed by any members, including the Executive Board, at the September general membership meeting. Any member proposing amendments to the bylaws shall provide the proposed amendment(s), in writing, to the Secretary not less than ten (10) business days prior to the September general membership meeting for agenda inclusion. Proposal of amendments shall follow standard parliamentary procedure in order to be placed on the October general membership agenda for final vote.

Section 2. Amendment of the Articles of Incorporation. The Articles of Incorporation may be amended in accordance with the laws of Florida, pursuant to a resolution approved by three-fourths vote of the members present at a general membership meeting. Such amendments must first be approved at a meeting of the Executive Board and presented to the membership at the next general membership meeting.

All voting in connection with the amendment of bylaws and Articles of Incorporation shall be done by ballot.

Article XI. Dissolution

Dissolution of the SIA/WC shall require a unanimous vote by written ballot of all members. Dissolution shall otherwise be completed in accordance with the Articles of Incorporation and Florida law.