

By-Laws of the Norwich Women's Club

ARTICLE I. Name

The name of this organization shall be the Norwich Women's Club (NWC).

ARTICLE II. Definition and Purpose

The Norwich Women's club is a non-profit organization open to all with an interest in supporting the Norwich community. The organization brings people together in friendship and commitment to strengthen the local community through cultural, educational and social programs.

ARTICLE III. Members

Section 1. Eligibility

Membership shall be open to all residents of Norwich and other interested persons upon payment of the annual dues.

Section 2. Honorary Membership

Honorary membership may be granted at the discretion of the Board of Directors by majority vote.

ARTICLE IV. Officers

The officers shall be the President, Vice President, Recording Secretary, Treasurer, and immediate Past President. Each Officer shall be elected for a term of two (2) years.

Section 1. The President

The President shall preside at all meetings of the NWC and of the Board of Directors and shall perform such other duties as pertain to the office. The President shall be a member, ex-officio, of all standing committees.

Section 2. The Vice President

The Vice President shall assist the president and assume the duties of the president in the absence of the president. The Vice President shall become the President after the current President's term is completed.

Section 3. The Recording Secretary

The Recording Secretary shall maintain a record of all Board of Director and special meetings, which shall be submitted for approval to the Board of Directors. The Recording Secretary shall maintain a record of the Annual Meeting, which shall be submitted for approval by the members present at the following year's Annual Meeting.

Section 4. The Treasurer

The Treasurer shall be the Chair of the Finance Committee and shall:

- a) Send out dues notices to the membership prior to the beginning of the fiscal year,
- b) Collect all money including membership dues, pay all bills, manage all of the NWC bank accounts and investment accounts, and shall keep accurate records,
- c) Present quarterly and annual financial reports for approval by the Board of Directors,
- d) Make all records available to the Auditor for the annual review which is to be presented to the Board of Directors at the September Board meeting,
- e) Prepare an annual operating budget for approval by the Board of Directors at the May Board meeting,
- f) Present the annual operating budget and the annual financial report to the membership at the Annual Meeting,
- g) Comply with all state and federal reporting requirements.

Section 5. The immediate Past President

The immediate Past President shall be the Chair of the Board Development Committee.

Section 6. Officer Terms

Each officer shall be elected for a term of two (2) years and may serve in her elected office for a maximum of three (3) two-year terms. If a current Officer is then elected to a different office, she may begin a new cycle of three (3) two-year terms.

Section 7. Officer Vacancies

If an Officer is temporarily absent, the Present shall appoint a replacement from among the other Officers.

ARTICLE V. Board of Directors

The Board of Directors shall meet regularly to determine policy, and conduct all business of the NWC.

Section 1. Number of Directors

The Board of Directors shall consist of no more than twenty-one and no fewer than seventeen members and shall include the Officers.

Section 2. Board Quorum

A quorum of the Board of Directors shall be a majority (51%) of the Board.

Section 3. Director Terms

Each Director shall have a term of two (2) years. Directors may be reelected for two (2) further consecutive two-year terms, after which they are not eligible for re-election until they have been off the Board for at least one (1) year.

Section 4. Election

Directors shall be elected by majority (51%) vote of members present at the Annual Meeting of the NWC from persons recommended by the Board Development Committee or nominations from the floor.

Section 5. Board Vacancies

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority (51%) of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of her predecessor in office.

ARTICLE VI. Board Committees

The standing committees shall be the Executive, Finance and Board Development Committees. The Executive Committee may establish such other committees, task forces, or similar groups of Directors and members as it may deem necessary or appropriate to promote the purposes and carry on the activities of the organization. Each Director must serve on at least one (1) committee, either as committee member or as a Chair.

Section 1. Executive Committee

The Executive Committee shall consist of the 5 Officers of the organization. The Executive Committee shall be authorized to act for the Board of Directors when the Board of Directors is unable to meet and immediate action is required. Any such action shall be reported to the Board of Directors as soon as practical. All decisions by the Executive Committee shall be made by majority vote (51%) of the Executive Committee members; voting by electronic means is acceptable. In addition, the Executive Committee is responsible for:

- a) Establishing the additional committees required to carry out the activities of the NWC,
- b) Appointing committee Chairs and members,
- c) Organizing and managing the Annual Meeting.

Section 2. Finance Committee

The Finance Committee shall work with the Treasurer to oversee the financial activities of the organization, including preparing the annual budget, reviewing the quarterly and annual financial reports to be presented to the Board of Directors for approval, and readying any information required by the Auditor. The Chair of the Finance Committee shall be the Treasurer.

Section 3. Board Development Committee

The Chair of the Board Development Committee shall be the immediate Past President.

The Board Development Committee shall be responsible for:

- a) Identifying and enlisting potential new Board Directors,
- b) Presenting the membership with a slate of Directors for election, such slate to be in writing and sent to the membership at least 15 days before the Annual Meeting,

- c) Presenting the membership with a slate of Officers for election, such slate to be in writing and sent to the membership at least 15 days before the Annual Meeting,
- d) Presiding over the election at the Annual Meeting,
- e) Ensuring the appropriate development of leadership skills and capabilities on the Board.

ARTICLE VII. Meetings

Section 1. Annual Meetings

The Annual Meeting of the membership shall be held in June. The purposes shall be to elect Directors and Officers and to conduct such other business as may properly come before the meeting. Notice shall be given to the members at least 15 days prior to the meeting.

Section 2. Special Meetings

Special meetings of the membership may be called by the president or at the request of at least five members. Notice shall be given to the members at least 15 days prior to the meeting.

Section 3. Other Meetings

There shall be at least two other membership meetings annually.

Section 4. Meeting Dates

The date of any NWC meeting may be set at the discretion of the Board of Directors.

Section 5. Meeting Notice

Whenever notice is required by these by-laws, notice may be given by mail or by electronic means.

Section 6. Decisions by Majority

All issues shall be decided by majority (51%) vote of those members present and voting, except when a higher percentage is required by these by-laws.

ARTICLE VIII. Fiscal Year

The fiscal year of the NWC shall be from June 1 through May 31.

Article IX. Dues

The annual dues shall be determined by the Board of Directors and shall be set at an appropriate level to provide for the annual operating expenses of the NWC. Dues shall be payable at the beginning of the fiscal year. Any member whose dues remain unpaid at the end of two consecutive NWC fiscal years shall be dropped from the membership and shall not be included in the subsequent NWC Directory.

ARTICLE X. Amendments

These by-laws may be amended at the Annual Meeting of the members or at a special meeting of the members by two-thirds vote of all members present, providing that notice of intention to amend has been given at least 15 days prior to the meeting.

Revised April 12, 1993

Revised May 13, 1999

Revised May 11, 2000

Revised May 10, 2001

Revised Oct. 24, 2005

Revised May 7, 2007

Revised May 12, 2008

Revised December 8, 2011