

By-Laws of the Norwich Women

ARTICLE I. Name

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

ARTICLE II. Purpose

The purpose of the NWC shall be to provide educational opportunities and to support civic and cultural projects for the Town of Norwich and its residents.

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. These officers shall constitute the Executive Committee. 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.

Section 1. 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 shall assist the president and assume the duties of the president in the absence of the president. The Vice President shall chair a standing committee.

Section 3. 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 Annual Meeting.

Section 4. The Treasurer shall (A) collect all money including membership dues, pay all bills, manage all of the NWC bank accounts and investment accounts, and shall keep accurate records; (B) present quarterly and annual financial reports for approval by the Board of Directors; (C) make all records available to the auditor for the annual review; (D) prepare an annual operating budget for approval by the Board of Directors at the May Board meeting; (E) present the annual operating budget and the annual financial report to the membership at the Annual Meeting; and (F) comply with all state and federal reporting requirements.

Section 5. The Immediate Past President shall be the Chair of the Nominating Committee.

Section 6. Each officer shall be elected for a term of one year, except the president, who shall serve a two-year term. Officers may be reelected for further consecutive terms. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of her predecessor in office.

Section 7. A member of the Executive Committee may assume the duties of a position, if an officer is temporarily absent.

ARTICLE V. Board of Directors

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

Section 1. The Board of Directors shall consist of no more than twenty-one and no fewer than seventeen members and shall include the officers and the immediate past president.

Section 2. Directors shall have a term of one year, except the president, who shall serve a two-year term. A President-Elect shall be elected from the Board of Directors to serve during the second year of the president

Section 3. Directors shall be elected by majority vote of members present at the Annual Meeting of the NWC from persons recommended by the nominating committee or nominations from the floor.

Section 4. Each Director shall serve as an officer, chair of a committee or auditor, corresponding secretary or historian.

ARTICLE VI. Committees and Other Directors

The standing committees shall be Finance, Hospitality, Information Technology, Membership, Nearly New Sales, Newsletter, NWC Directory, Nominating, Programs, Public Relations, Scholarship, Spring Fundraiser, Summer Concerts, Town Directory, Town Gardens, and Voter Information. The President at her discretion, or the Board of Directors upon a motion and vote, may appoint other committees as deemed necessary.

Section 1. The Auditor shall examine the treasurer's accounts after the end of the fiscal year and shall make a report to the Board of Directors at the September Board meeting and to the membership, in summary form, in a subsequent newsletter.

Section 2. The Corresponding Secretary shall write appropriate notes and letters on behalf of the NWC, including acknowledgments of donations.

Section 3. The Historian shall maintain a written and photographic record of activities and events of the NWC and keep these records in the NWC filing cabinet at the Norwich Historical Society.

Section 4. The Finance Committee shall consist of five members, including the Chair, the President or the Vice President, the Treasurer, the chair of the spring fundraiser, and one other member to be appointed by the Finance Committee Chair. The Committee shall solicit proposals and prepare a budget to allocate funds for Community Projects. The Committee shall present the budget to the Board of Directors for approval at the May Board meeting.

Section 5. The Hospitality Committee shall be responsible for the Fall Gathering, the Holiday Gathering, and the Annual Meeting in June, and any other membership meetings as determined by the Board of Directors. The committee shall find locations, provide refreshments, invite members and welcome guests to each meeting.

Section 6. The Information Technology Committee shall maintain the NWC website and membership database, including data relating to the nearly new sales, and provide reports, mailing labels and email distribution services as requested by the Board of Directors.

Section 7. The Membership Committee shall tell new residents about the activities of the NWC and shall extend a cordial invitation to them to become members. The committee shall be responsible for membership promotional materials and make these available at club events and activities. The committee shall send out dues notices prior to the beginning of the fiscal year.

Section 8. The Nearly New Sale Committee shall organize a fall sale and a spring sale each year with the net proceeds to be used for scholarships as determined by the Scholarship Committee.

Section 9. The Newsletter Committee shall solicit news of club activities from members, officers, and committee chairs and ensure regular publication of the NWC newsletter.

Section 10. The NWC Directory Committee shall prepare and distribute the NWC Directory to all members annually.

Section 11. The Nominating Committee shall consist of three or five members. The immediate past president will serve as chairperson. The committee shall present the slate for election of officers and directors to the membership, in writing, at least 15 days prior to the annual business meeting.

Section 12. The Programs Committee shall plan at least three programs annually which shall be open to members and non-members, at the discretion of the committee.

Section 13. The Public Relations Committee shall present the objectives and activities of the NWC to the public through newspapers and social media and shall regularly provide updated material for website and social media sites.

Section 14. The Scholarship Committee shall consist of five members, of whom two shall be members of the NWC, and three shall be community members who have no association with the NWC. Each NWC member shall serve a four-year term, the last two years as committee chair. NWC committee members shall be appointed every other year. The three community members shall serve rotating three-year terms, with a new member appointed each year. All committee members shall be presented by the Nominating Committee to the Board of Directors for approval. Community members shall not serve as committee chair. Duties of the committee shall comply annually with Vermont Student Assistance Corporation deadlines. The Scholarship Committee is responsible for determining all financial aid grants to be distributed on behalf of the NWC. The grants shall be voted on by the entire committee.

Section 15. The Spring Fundraiser Committee shall organize an annual fundraising event with the net proceeds to be used for community projects grants as determined by the Finance Committee and approved by the Board of Directors.

Section 16. The Summer Concerts Committee shall organize summer concerts on the town green for the benefit and enjoyment of the community. The concerts shall be open to all without charge.

Section 17. The Town Directory Committee shall publish and sell bi-annually a directory of town residents and businesses, the net proceeds to be used for community projects grants as determined by the Finance Committee and approved by the Board of Directors.

Section 18. The Town Gardens Committee shall design, plant and maintain the town gardens.

Section 19. The Voter Information Committee shall organize a candidates forum for town elections prior to the annual Town Meeting, and any other events as approved by the Board of Directors.

Section 20. Non-standing committees, for special purposes, may be appointed by the president on recommendation of the Board of Directors. Chairpersons of non-standing committees shall attend Board meetings when asked by the president.

ARTICLE VII. Meetings

Section 1. Annual meetings. An Annual Meeting of members 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 members 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.

ARTICLE VIII. Notice

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

ARTICLE IX. Quorum

Ten members of the NWC, one of whom is an officer, shall constitute a quorum and may transact business at any meeting of the NWC.

ARTICLE X. Voting

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

ARTICLE XI. Fiscal Year and Dues

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