

GFWC of Montana BYLAWS

ARTICLE I – NAME

The name of this organization shall be the General Federation of Women's Clubs of Montana also known as GFWC of Montana (hereinafter referred to as GFWC MT)

ARTICLE II – OBJECT AND PURPOSE

OBJECT - The object of GFWC MT shall be to promote the GFWC mission while uniting women's clubs throughout Montana for the purpose of mutual benefit, and for the promotion of their common interest in volunteer service.

PURPOSE - This Corporation is a public benefit, charitable corporation established to promote and support the charitable works of the General Federation of Women's Clubs in the State of Montana, and any other related activities. The GFWC MT is a member of the General Federation of Women's Clubs, an international women's organization dedicated to community improvement by enhancing the lives of others through volunteer service. Said organization is organized exclusively for charitable, educational, and scientific purposes.

ARTICLE III – MEMBERSHIP

Section 3.1 Eligibility. Montana women's clubs whose work is germane to the mission of GFWC are eligible for Membership in GFWC MT. Each application for membership shall show that the organization requires no partisan political test for membership, that it is not a secret society and that it does not tolerate, either by practice or teaching, any violation of state or national laws.

Section 3.2 Types of members. Active membership shall be the only type of membership. All clubs within GFWC MT shall automatically become members of GFWC International and of the District Federation in which the club is located, with the exception of statewide clubs. Active members shall be categorized as follows:

- A. Woman's Clubs: statewide or local clubs that have met the requirements for membership in GFWC MT.
- B. Junior Woman's Clubs: local clubs whose membership is composed of young women, shall hold active membership and participate in the regular program of GFWC.
- C. Juniorette Clubs: clubs that are sponsored by Woman's Clubs and whose membership is composed entirely of middle school/junior high and high school age students.
- D. Members-at-large: any GFWC member whose local club is no longer federated may retain her membership in GFWC MT by paying dues to the GFWC MT Treasurer. She will then be known as a Member-at-large with all membership privileges.

Section 3.3 Application for membership. Application for active membership by Woman's Clubs, Junior Woman's Clubs and Juniorette Clubs shall be sent to the GFWC MT President. GFWC shall precede the name of all clubs applying for active membership. The application must include:

- A. A written application.
- B. A copy of the bylaws of the club.
- C. A list of officers and members.
- D. Payment of GFWC, GFWC MT and District per capita dues.

Section 3.4 Termination of Membership. Any club desiring to withdraw from GFWC MT must:

1. Receive a 2/3 affirmative vote from that club's members to terminate membership.
2. Announce and publish to club members, GFWC MT President and GFWC MT Membership Chairman that a vote will take place at a designated club meeting. This must occur 30 days prior to meeting.
3. Vote by ballot with each member signing her ballot. A vote by mail shall be allowed for those members physically unable to attend the meeting at which the vote will take place.
4. Shall submit a written resignation to GFWC MT President accompanied by the minutes of the meeting at which the vote to withdraw took place showing that 2/3 vote was taken and include the numbers listed in the minutes both for and against. If 5 or more members choose to remain a federated club, and they are willing to be the basic responsible officers of the club, they shall retain all the rights and privileges to the name and property of the club including funds.
5. Upon acceptance of resignation, all rights and privileges of membership cease.

ARTICLE IV – DUES AND FINANCE

Section 4.1 Fiscal Year. The fiscal year shall be July 1 through June 30. The accounts of GFWC MT shall be presented at the close of each fiscal year to a Certified Public Accountant, who shall prepare and file all necessary tax forms for GFWC MT, copies of which shall be on file.

Section 4.2 Dues.

- A. All clubs shall pay dues annually to the GFWC MT Treasurer in the specified amounts, on or before July 1.
- B. The annual dues shall be established by vote at the Board of Director's Meeting or the GFWC MT Convention.

Section 4.3 Investments. All monies held by GFWC MT shall be placed in accredited financial institutions selected by the Executive Committee. The Board of Directors shall approve the selection. The Executive Committee shall be charged with the responsibility of directing the Budget and Finance Chairman and/or President on investing funds in accordance with GFWC MT objectives. The financial institutions will report directly to the Chairman of the Budget and Finance Committee and the Treasurer.

Section 4.4 Disbursements. Disbursement of funds of GFWC MT shall be made by order of vouchers signed by the President and Chairman of the Budget and Finance Committee. Checks shall be signed by the Treasurer. The President and Budget & Finance Chairman shall also be signers on accounts in substitution for Treasurer if needed.

Section 4.5 Expenditures. Bids shall be secured on all purchases in excess of three hundred dollars (\$300) and said bids shall be approved by the President, Chairman of Budget and Finance Committee and the Chairman to whom the work is germane. All contracts during a president's administration regarding meetings and conventions during her term may be signed by the President upon approval of the Budget and Finance Chairman. All contracts prior to a president's administration regarding meetings and conventions during her term may be signed by the President-elect upon approval of the Budget and Finance Chairman.

ARTICLE V – OFFICERS

Section 5.1 Titles.

- A. The elected officers of GFWC MT shall be President, President-elect, Vice-President, Recording Secretary and Treasurer.
- B. The appointed officers shall be Corresponding Secretary, Budget and Finance Chairman, and Parliamentary Advisor.
- C. No person may hold more than one office.
- D. No officer shall receive any salary or other compensation for services rendered to the Federation.

Section 5.2 Eligibility. Eligibility for all offices shall include membership in a club which is in active membership in GFWC MT. Eligibility for the office of President shall include service on the Executive Committee for a minimum of four (4) years. Eligibility for the office of President-elect shall include service on the Executive Committee for a minimum of two (2) years. Eligibility for the office of First Vice President shall include service on the Board of Directors for a minimum of four (4) years. Eligibility for the office of Treasurer or Recording Secretary shall include service on the Board of Directors for a minimum of two (2) years.

Section 5.3 Term. The term of office shall be two years or until such a time as a successor assumes office. Officers shall serve from the beginning of the fiscal year July 1, following the adjournment of the Convention at which the officers are elected, to the close of the following fiscal year, June 30.

Section 5.4 Vacancies in Office. A vacancy in office shall be filled as provided in this section.

A. In the event of a vacancy in the office of President, the President-elect shall become President and serve the remainder of the term. If the President-elect is unable to serve, then the First Vice President may assume the office of President.

B. In the event of a vacancy in the office of President-elect, First Vice President, Recording Secretary or Treasurer, the Executive Committee shall be empowered to appoint a person meeting the eligibility requirements of Section 5.2 to fill the office. Any such appointment shall be approved by the Board of Directors at their next meeting.

C. If an officer is incapacitated or unable to perform her duties for a period of three months, the office is declared vacant.

Section 5.5 Duties of Officers.

Each officer shall send to her successor all property in her custody, unless otherwise ordered by the Executive Committee, within 30 days after expiration of her term of office.

A. The President shall:

1. Be the official representative of GFWC MT.
2. Supervise the work of GFWC MT.
3. Preside at all meetings of GFWC MT, the Board of Directors and Executive Committee.
4. Be an ex-officio member of all programs and committees except the Elections Committee.
5. Sign all contracts and vouchers upon the treasury for the payment of all bills as authorized by the Board of Directors or the Executive Committee.
6. Authorize expenditures within the budget allocations.
7. Sign contracts during her administration regarding meetings and conventions only upon approval of the Budget and Finance Chairman.
8. Appoint a Corresponding Secretary, a Budget and Finance Chairman, a Parliamentary Advisor, a Bylaws Committee, and members of special committees.
9. Present to the Executive Committee names of persons for appointment as Chairmen of Committees and Programs and fill vacancies of appointees.
10. Serve on the Board of Directors of the General Federation of Women's Clubs, attend all GFWC meetings and report for her administration.
11. Prepare and issue, with the Corresponding Secretary, the Call to the Convention and to all regular and special meetings of the GFWC MT Board of Directors and Executive Committee.
12. Supervise the publication of *The Montana Woman*.
13. Set dates for District Meetings in conjunction with the District Presidents.

B. The President-elect shall:

1. In the absence of the President perform the duties of the President.
2. Perform such other duties as may be assigned to her by the Board of Directors.
3. Serve as Chairman of Membership.
4. Be responsible for compiling the GFWC MT Contact and Information Booklet.
5. Plan and prepare for the program of work for her administration.
6. Sign contracts prior to her administration regarding meetings and conventions during her term only upon approval of the Budget and Finance Chairman.
7. Maintain the official list of club members and anniversaries.

C. The Vice-President shall:

1. Perform such other duties as may be assigned to her by the Board of Directors.
2. Serve as Dean of Chairmen, providing coordination of the annual GFWC reports by notifying local clubs of the reporting guidelines and the importance of submitting reports. Once reports have been submitted to her, she shall distribute reports to corresponding GFWC MT Chairmen and GFWC MT President for their compilation and submission to GFWC.
3. Communicate current GFWC and GFWC MT procedures and guidelines to GFWC MT Executive Committee, Club Presidents, District Presidents, Community Service Program Chairmen and Special Projects Chairmen.

D. The Recording Secretary Shall:

1. Keep a record of the proceedings of all meetings of GFWC MT, the Board of Directors and the Executive Committee.
2. Within six weeks, send the minutes of the Executive Committee meetings, the Board of Directors Meetings, and the Biennial Convention meetings to the Executive Committee.
3. Compile and keep up to date a catalog of all resolutions adopted.
4. Send a complete set of minutes of the administration to the President within 30 days after expiration of her term of office.

- E. The Corresponding Secretary shall:
 1. Assist with the correspondence of GFWC MT as directed by the President.
 2. Send out all notices of meetings and issue with the President the Call to the Convention.
 3. Manage the registration process for the Board of Directors Meeting and the State Convention.
 4. Serve as Chairman for the Credentials Committee and the Elections Committee.

- F. The Treasurer Shall:
 1. Receive all dues from clubs.
 2. Remit per capita dues to the General Federation of Women's Clubs by February 15.
 3. Remit per capita dues to each District in the state by February 15.
 4. Maintain an official list of GFWC MT clubs.
 5. Disburse funds only upon voucher signed by the President and the Chairman of the Budget and Finance Committee.
 6. Keep in a permanent ledger, a separate record of income and expenses for each fund.
 7. Prepare and submit a financial report at each meeting of the Executive Committee, Board of Directors and Convention.
 8. Serve on the Budget Committee and Finance Committee and the Credentials Committee.
 9. Prepare all records at the close of each fiscal year to present to a certified public accountant, who shall prepare and file all necessary tax forms for GFWC MT.

ARTICLE VI – BOARD OF DIRECTORS

Section 6.1 Eligibility. Only members of clubs in active membership shall be eligible to serve on the Board of Directors, either by election or appointment.

Section 6.2 Composition. The Board of Directors shall consist of:

- A. Elected Personnel: GFWC MT Officers, District Presidents, Club Presidents, Past State Presidents, and Past State Directors of Junior Clubs.

- B. Appointed Personnel: Chairmen of Community Service Programs, Chairmen and committee members of Special Projects, Special Assignments and Standing Committees, Parliamentary Advisor, Corresponding Secretary, Chairman of Budget & Finance Committee, and *The Montana Woman* editor.

Section 6.3 Vacancies. Vacancies among appointed members of the board shall be filled by appointment by the President. When a vacancy occurs among elected members of the board, the person selected by the appropriate district or club shall become by virtue of her office, the person to fill the vacancy on the Board of Directors. When a vacancy occurs in the office of GFWC MT then Article 5.4 of the GFWC MT Bylaws will be in effect.

Section 6.4 Duties. The Board of Directors shall:

- A. Transact business of GFWC MT between biennial conventions.
- B. Delegate to the Executive Committee such power as it deems necessary, provided that such power does not entail expenditure of more than what is within the limits of the budget and policy of GFWC MT.
- C. Approve the budget and the financial institutions recommended by the Budget and Finance Committee.
- D. Adopt standing rules. Such rules may be adopted by a majority vote at any meeting without previous notice, may be suspended by a majority vote, amended or rescinded by a two-thirds (2/3) vote.
- E. Authorize contracts when necessary for the business of GFWC MT

Section 6.5 Meetings, The Board of Directors shall:

- A. Meet in the fall of each year with six-week notification.
- B. hold other meetings shall at the call of the President or upon written request of three members of the Executive Committee.
- C. Pay the required registration fee.

Section 6.6 Quorum. Twenty members shall constitute a quorum.

ARTICLE VII – EXECUTIVE COMMITTEE

Section 7.1 Composition. The Executive Committee shall consist of:

- A. Elected Personnel - President, President-elect, First Vice President, Recording Secretary and Treasurer.
- B. Appointed Personnel: Corresponding Secretary, Chairman of the Budget and Finance Committee, and Parliamentary Advisor.

Section 7.2 Duties. The Executive Committee shall:

- A. Transact business of GFWC MT between meetings of the Board of Directors.
- B. Authorize contracts when necessary for the business of GFWC MT.
- C. Select financial institution(s) in whose custody securities shall be placed.
- D. Report to each meeting of the Board of Directors.
- E. Approve a certified public accountant.
- F. Review and approve the budget recommended by the Budget and Finance Committee; to present said budget to the Board of Directors for final action.
- G. Approve the registration fees for the convention and Board of Directors meetings.
- H. Create and dissolve special committees.
- I. Prepare and submit standing rules to the Board of Directors for final approval.
- J. Review proposed amendments to the bylaws and resolutions and present them to the Board of Directors for final approval.
- K. Ensure bonding of the President, Treasurer and Chairman of the Budget and Finance Committee.

Section 7.3 Meetings. The Executive Committee shall meet prior to the Board of Directors meetings and Convention. Other meetings shall be held at the call of the President or upon written request of any three members of the Executive Committee. Emergency business may be conducted by mail, telephone, fax or e-mail.

Section 7.4 Quorum. Five members shall constitute a quorum.

ARTICLE VIII –COMMUNITY SERVICE PROGRAMS

Section 8.1 Definition. The Community Service Programs shall correspond to those of the General Federation of Women's Clubs.

Section 8.2 Size and term. Each program shall be administered by a chairman. The Community Service Program chairmen shall be appointed for a term of two years.

Section 8.3 Duties. The Community Service Program chairmen shall:

- A. Be responsible for the implementation of the designated programs consulting with the Vice- President or President to plan, outline and promote programs of work and study.
- B. Work with their corresponding General Federation of Women's Clubs Chairmen.
- C. Submit reports as requested.
- D. Keep a complete record of work done and turn it over to their successors at the close of the administration.

ARTICLE IX – COMMITTEES

Section 9.1 Standing Committees. The members of the standing committees shall be appointed by the President with the approval of the Executive Committee for a term of two years.

A. Budget and Finance This committee shall be composed of five members: The Chairman, the President and Treasurer as ex-officio members and two appointed members who shall not be members of the Executive Committee and who would represent each of the districts not represented by the Budget and Finance Chairman. The remaining members of the Executive Committee shall be invited to attend meetings without vote. It shall be the duty of this committee to: (a) prepare a budget and submit it with recommendations to the Executive Committee for presentation to the Board of Directors and to report thereafter as requested as to the status of the budget; (b) review the financial affairs of GFWC MT, making recommendations regarding dues and investments as necessary; (c) consider and make recommendations for expenditures not provided for in the budget; (d) employ the services of a Certified Public Accountant and (e) complete an internal audit at the end of each fiscal year with an audit committee consisting of the Budget and Finance Committee Chairman and appointed committee members.

B. Bylaws This committee shall number not more than seven members with at least one member representing each district in the state. The Parliamentary Advisor shall serve as an advisor to the committee. This committee shall submit proposed amendments to the Bylaws as provided in Article XIII (amendments). It shall submit proposed bylaw amendments to the Executive Committee for review. The committee shall submit standing rules to the Executive Committee for consideration.

C. Convention and Meetings It shall be the duty of the chairman to coordinate the work of the various committees necessary for the proper conduct of the biennial convention.

D. Credentials It shall be the duty of the committee to certify the eligibility of delegates and nonvoting members and to furnish to the Elections Committee a list of accredited delegates entitled to vote.

E. Elections This committee shall be composed of one member from each district and the Corresponding Secretary who will serve as Chairman. It shall be the duty of this committee to notify local clubs of the procedures to be followed in submitting an endorsement of a candidate for GFWC MT office. The chairman shall receive nominations of candidates for office and notify the President of receipt of the endorsements and submit the names of the candidates to *The Montana Woman*, to be published prior to the GFWC MT Convention. The names of all candidates who meet the requirements for eligibility shall be placed on the ballot. The committee shall conduct the election.

F. Legislation/Public Policy There shall be a Chairman of Legislation/Public Policy working directly under the President. Her duties shall be to implement the legislative program of GFWC, keep the members informed of the status of pending legislation, develop and promote an educational program concerning legislation and serve as a member of the Resolutions Committee.

G. Resolutions This committee shall be composed of three members, one of whom shall be the chairman of Legislation/Public Policy. It shall be the duty of this committee to receive and consider resolutions pertinent to the work and objectives of GFWC MT and to determine when the purpose of the resolution has been accomplished. Resolutions suggested by clubs or districts shall be submitted to the Resolutions Committee Chairman on or before February 1 of even numbered years. Proposed resolutions shall be submitted to the Executive Committee for review and presented to the convention for action. Standing rules governing resolutions shall be adopted by the Board of Directors.

H. Women's History and Resource Center (WHRC) It shall be the duty of this committee to promote the preservation and compilation of the history of women. The mission and focus of the WHRC shall be governed by its mission statement and collections policy, which shall be reviewed annually by the Executive Committee.

Section 9.2 Other Committees. Other committees may be created as deemed necessary by the President, Executive Committee, or the Board of Directors. Appointments to these committees shall be made by the President with the approval of the Executive Committee.

ARTICLE X – NOMINATIONS & ELECTIONS

Section 10.1 Nominations. Nominations for the office of President-elect, First Vice President, Recording Secretary and Treasurer shall be made by endorsements and must be for a specific office.

Section 10.2 Endorsements. Endorsements shall be obtained from three clubs in separate cities of the District or from the Board of Directors of the District in which the candidate resides. Documentation of such endorsement shall include the page(s) of minutes of the meeting endorsing the candidate, or when polling by mail, email or phone a statement regarding the outcome of such poll. Endorsements shall be verified by signatures of the presidents and secretaries of the three clubs or the District and be sent to the GFWC MT Elections Chairman, by December 15 of the odd numbered years.

Section 10.3 Nominations from the floor. Nominations may be made from the floor following the report of the Elections Committee. Candidates so nominated shall have consented to be nominees; shall have provided 25

signatures of delegates at the convention and shall meet the bylaws requirements of eligibility, as provided in Section 5.2.

Section 10.4 Elections. Candidates' names and the offices they seek shall be announced in *The Montana Woman* in the even numbered years. A plurality vote shall elect. The President-elect shall automatically accede to her respective office without standing for election.

ARTICLE XI – CONSTITUENT DIVISIONS

Section 11.1 Names. The constituent divisions of GFWC MT should include General Federation of Women's Clubs or GFWC in their name to show their relationship to the international organization.

Section 11.2 Purpose. The purpose of constituent divisions shall be to promote a better understanding of the structure, program and challenge of GFWC.

Section 11.3 Clubs. Women's Clubs in Montana may join together to form the State Federation. In order to be recognized by GFWC MT, clubs shall elect a president and secretary and such additional officers or directors as the club may provide in its bylaws; and hold at least one meeting per two-year administration.

Section 11.4 Districts. Woman's Clubs shall be grouped into Districts by geographical divisions, determined by the Board of Directors and listed herein. In order to be recognized by GFWC MT, districts shall elect a president and secretary and such additional officers or directors as the district may provide in its bylaws. Each District shall hold at least one convention during an administration, the dates to be determined jointly by the GFWC MT President and the District President.

Western District.

Lincoln, Flathead, Sanders, Lake, Mineral, Missoula, Powell, Granite, Ravalli, Deer Lodge, and Beaverhead Counties.

Central District

Glacier, Toole, Liberty, Hill, Blaine, Pondera, Teton, Chouteau, Lewis and Clark, Cascade, Judith Basin, Fergus, Silver Bow, Jefferson, Broadwater, Meagher, Wheatland, Madison and Gallatin Counties

Eastern District

Philips, Valley, Daniels, Sheridan, Roosevelt, Petroleum, Garfield, McCone, Richland, Dawson, Prairie, Wibaux, Golden Valley, Musselshell, Rosebud, Custer, Fallon, Park, Sweet Grass, Stillwater, Yellowstone, Carbon, Big Horn, Treasure, Powder River and Carter Counties.

ARTICLE XII – CONVENTIONS

Section 12.1 Biennial Convention. GFWC MT shall hold a biennial convention in the even numbered years. The Call to Convention shall be issued at least six weeks prior to the convention to all active members.

Section 12.2 Representation. The voting body shall be accredited delegates or alternates from clubs in active membership.

A. One delegate from each club of 10 members or fewer, and one additional delegate for each additional 10 members, or major fraction thereof, based on per capita dues paid by March 20.

B. In addition, the Board of Directors, as defined in Article 6, Section 6.2, shall be entitled to vote by virtue of their office.

Section 12.3 Voting Members. All delegates, including the Executive Committee, shall pay registration fees for the entire convention to be entitled to vote. Though entitled to vote in several capacities, a voting member shall have but one vote. There shall be no absentee or proxy voting allowed.

Section 12.4 Non-voting Members. Any member in active membership in GFWC may attend the biennial convention as a visitor. These members shall be required to pay the registration fee although they have no vote.

Section 12.5 Registration. The Executive Committee shall determine the biennial convention registration fees which shall be used to finance the convention. All in attendance shall pay the registration fee. All voting credentials shall be claimed prior to the vote.

Section 12.6 Quorum. The quorum for a convention shall be 30 delegates representing at least one-third of active clubs.

ARTICLE XIII – AMENDMENTS

These bylaws may be amended at any Board of Directors meeting or biennial convention by a two-thirds vote of those present and voting, provided the proposed amendment has been published 30 days prior to meeting. Amendments of an emergency nature may be considered at these same meetings by three-fourths vote of those present and voting.

ARTICLE XIV – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern GFWC MT in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that GFWC MT may adopt.

ARTICLE XV – DISSOLUTION

If GFWC MT should dissolve, its net assets shall be distributed to one or more organizations qualified under the charitable Internal Revenue Code 501© (3).

Amended October 2019