

**G. F. W. C.
Delmar Progress Club, Inc.
Delmar, New York**

Organized 1901

Incorporated 1929

Member of

New York State Federation 1904

General Federation of Women's Clubs 1916

**BYLAWS
Revised and Adopted
2018
BYLAWS
of the
GFWC DELMAR PROGRESS CLUB**

ARTICLE I

The Club shall be called "GFWC Delmar Progress Club, Inc."

ARTICLE II

Section 1. The Club is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Further, the purposes of this Club shall be the promotion of an intelligent interest in literature, art, science, philanthropy and the vital questions of the day; also to acquire by grant, gift, purchase, devise or bequest, to hold and to dispose of, such property as the purpose of the Club shall require subject to such limitations as may be prescribed by government.

Section 2. This Club is not organized for pecuniary gain. No part of the net earnings of the Club shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Section 3. No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4. Notwithstanding any other provisions of this document, the Club shall not carry on any

other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue code, or corresponding section of any future federal tax code.

ARTICLE III

Section 1. Eligibility: The membership shall consist of women who are interested in the purposes of the Club, and who will endeavor to promote them.

Section 2. Classes: The membership of the Club shall consist of three classes: active, inactive and life. Long-time members who no longer are able to participate in club activities may be retained as inactive members by vote of the Board of Directors. Life membership may be conferred on an active member with forty-five years of membership by vote of the Board of Directors. Life and inactive members may be exempt from dues.

Section 3. Applications: A candidate for membership shall be required to sign the prescribed form of application. The application shall be accompanied by the first year's dues and presented to the membership chair at least one week prior to the general meeting at which her application will be considered. Dues paid by applicants after March first shall carry over for the next Club year.

Section 4. Election: Applicants approved by the Membership Committee shall be introduced and elected to membership in the club by vote of members attending a regular general meeting.

Section 5. Resignation: Any member who wishes to withdraw from the Club shall send written notice of her intention to the Corresponding Secretary.

Section 6. Reinstatement: A former member who resigned in good standing may be reinstated by vote of the members attending a regular general meeting, provided she has made application in writing to the Membership Committee at least one week prior to the general meeting at which her reinstatement will be considered. Such application must be accompanied by the current year's dues.

ARTICLE IV

Dues

Section 1. Amount: The annual dues for members shall be determined by the Board of Directors subject to the approval by majority vote of the membership at a general meeting.

Section 2. Date of Payment: Dues are payable at the annual meeting in May and must be paid by October first.

Section 3. Forfeiture of Membership: Any member failing to pay dues after two notices, may be dropped from the Club by action of the Board of Directors. Members who have been so removed may be reinstated by application in writing to the Membership Committee, and upon approval of that committee, by a three-fourths vote of the members attending a regular general meeting. Such application must be accompanied by dues in arrears at the time of forfeiture of membership, and dues for the current year.

Section 4. Qualification for Voting: Only members whose dues are paid at the time prescribed in the Bylaws shall be entitled to vote.

ARTICLE V

Officers

Section 1. Designations: The officers shall be a President, two or more Vice Presidents, Recording Secretary, Corresponding Secretary, Treasurer and Assistant Treasurer.

Section 2. President: It shall be the duty of the President to preside at all meetings of the Club and Board of Directors, be a member ex-officio of Standing Committees, and to have general supervision of the affairs of the Club. She shall attend the planning meeting of all study groups to coordinate the Master Calendar of the Club's events.

Section 3. Vice-Presidents:

A. First Vice-President (President-Elect): It shall be the duty of the First vice-president (President-Elect) to serve as chairman of the Program Committee, perform all the duties of the President in her absence, and render assistance when needed.

B. Second Vice-President: It shall be the duty of the Second vice-president to serve as chairman of the Membership Committee, keep a current list of names and addresses of members, and to assist the President in whatever capacity meets the needs of the Club at that time.

Section 4. Recording Secretary: It shall be the duty of the Recording Secretary to keep a record of the Proceedings of the Board of Directors and of the Club and to present a written record of these meetings at the next general meeting. She shall keep a separate file of motions which affect the operation of the Club.

Section 5. Corresponding Secretary: It shall be the duty of the Corresponding Secretary to conduct and preserve the correspondence of the Club and to notify accepted candidates of their election and provide them a copy of the Club yearbook and Bylaws.

Section 6. Treasurer: It shall be the duty of the Treasurer to collect and receive the dues of the members, to notify members of unpaid dues, to act as a member of the Finance Committee, to keep an account of all funds, to disburse the same when authorized by the Club, to present a written report of the financial condition of the Club, and to deliver to her successor by July 31 following the annual meeting all monies, vouchers, books, and papers of the Club which have been in her custody, together with the annual auditor's report for the fiscal year.

Section 7. Assistant Treasurer: It shall be the duty of the Assistant Treasurer to perform all duties of the Treasurer in her absence, to accept reservations and monies for the Club banquets and to perform throughout the year such duties pertaining to the office of Treasurer as may be assigned to her by the President. The President shall advise the Treasurer of any duties so assigned.

Section 8. Voting: The Officers, Directors, and one member of the Nominating Committee shall be elected at the annual meeting. In case there are two or more candidates for any office, or more candidates for directorships than vacancies to be filled, such contests shall be determined by ballot; otherwise the candidates may be declared elected by a motion seconded and carried by a majority vote.

Section 9. Terms of Office: the officers elected shall assume office on June 1 following the annual meeting at which elected and shall hold for the term of two years.

Section 10. Re-election: No officer shall serve for a longer period than two successive terms in the particular office to which she may be elected, but any person shall be eligible for re-election after the interval of two years from the time she last held the particular office,

Section 11. Vacancy of Officers: Officers are elected at the annual meeting in May to serve two years from that election. If vacancies occur during the term, they are filled as follows:

1. If the office of President becomes vacant by resignation or other reason, the First Vice-President (President-Elect) automatically becomes President.

2. If the office of First Vice-President (President-Elect), Second Vice-President or that of any

other elected officer becomes vacant due to resignation or other reason, the Nominating Committee shall present a slate of candidates for election to that office by a majority of the members present at the next regular or special meeting of the Club.

3. If a temporary or interim appointment is deemed necessary, it may be made by the President.

4. Any six (6) month or longer term served under any of the above conditions shall be considered a full term.

ARTICLE VI

Board of Directors

Section 1. Number: there shall be thirteen voting Directors, including all elected officers, and six additional members of the Club. The immediate Past President shall serve as the Club Advisor and shall be a non-voting member of the Board.

Section 2. Nominating and Voting: Member-at-Large Directors shall be nominated, voted for and elected in the same manner as provided for officers.

Section 3. Terms of Member-at-Large Directors: At each annual meeting there shall be elected two Member-at-Large Directors, each of whom shall hold office for three years.

Section 4. Filling of Vacancies: If a vacancy in the office of Member-at-Large Director shall occur more than six months before their term expires then a majority of members of the Board of Directors shall appoint to fill such vacancy.

Section 5. Duties of Board of Directors: It shall be the duty of Directors to attend all business meetings of the Club. The Directors shall exercise general oversight over the custodianship of the property and affairs of the Club. The Club shall not buy, sell, mortgage or lease real property, unless authorized by a vote of at least three-fourths of the whole number of the members of the Club and also leave of the Supreme Court in the Judicial District wherein the property is located, except that such leave shall not be necessary in the case of a lease for not more than five years.

Section 6. Meetings of the Board of Directors: the Directors shall meet in November, April and at the call of the President or upon call subscribed by five Directors. In case of either call, reasonable diligent effort shall be made to communicate notice of the meetings to all Directors sufficiently before the meeting so they may have opportunity to attend, but notice in writing shall not be necessary. A majority of the Board shall constitute a quorum.

ARTICLE VII

Study Groups

Section 1. There may be created study groups when sufficient interest warrants their creation.

Section 2. Study Group Chairmen: Study Group Chairmen shall be appointed annually by the President.

Section 3. It shall be the duty of each Chairman to appoint her committee, to plan and direct the committee's program, and to prepare an annual written notice of the group's activities and finances to be submitted to the Recording Secretary, the President, and the group's files.

ARTICLE VIII

Standing Committees

Section 1. Standing Committees of the Club shall be designated by action of the Board of Directors as need or interest warrants. Committee chairmen, except as otherwise indicated, shall be appointed by the President

Section 2. Finance: It shall be the duty of the Finance Committee to act in an advisory capacity upon all questions involving appropriations of money, to act as the official agency of the Board of Directors of the Club in all financial transactions. This committee shall present the budget for the coming year at the annual meeting in May. The Committee shall consist of at least five members, two of whom shall be the Treasurer and Assistant Treasurer. The Chairman shall not be an officer.

Section 3. Auditing: the duty of the Auditing committee shall be to audit the accounts of the Treasurer and to present a written report for filing before July 31. This report shall be presented at the first general meeting in the Fall. The Committee shall consist of at least three members.

Section 4. Program Committee: It shall be the duty of the Program Committee to plan the entertainment for the Annual Fall and Spring Banquets and the Holiday Tea. This committee shall consist of at least five members and is chaired by the First Vice-President (President-Elect.)

Section 5. Club History/Scrapbook: It shall be the duty of the Club History/Scrapbook Committee to have charge of the Club scrapbook, inserting therein all programs, newspaper articles, or anything related to the Club and its work which might in the future have historical interest; to preserve two or more copies of each Yearbook and Bylaws. This committee may consist of three members.

Section 6. Nominating: It shall be the duty of the Nominating committee members to present all slates of candidates during the Club year, including Club Officers, Directors, Delegates to State and District Meetings, and one member of the Nominating Committee to serve a term of five years. This Committee shall consist of five members. The member serving her final year shall serve as Chairman and will be responsible for presenting all candidates at the Club's March and April general meetings.

Section 7. Membership: The Second Vice-President, serving as the Membership Chairman, shall receive all applications for membership in the Delmar Progress Club and submit them to the members for consideration. She shall also notify the club of inactive and life members, resignations and deaths of members. This information should be in writing to the Board of Directors and all group chairmen at all general meetings. The membership Chairman and her committee shall arrange an orientation for new members at the end of June assisted, as needed, by the outgoing Membership Chair.

Section 8. Publicity: It shall be the duty of the Publicity Committee to issue all press notices and to handle all publicity for the Club.

Section 9. Social: It shall be the duty of the Social Committee to procure refreshments for any special occasion designated by the President and to make all arrangements for the Annual Fall and Spring Banquets and Holiday Tea, exclusive of the program. The Committee shall consist of at least five members.

Section 10. Community Service: It shall be the duty of the Community Service Committee to recommend and provide leadership for projects which will benefit the local community in need of voluntary assistance; and to contribute as the Club may direct to other educational or charitable institutions. This committee shall consist of at least five members.

Section 11. Remembrance: It shall be the duty of the Remembrance Committee to send appropriate expressions to an ill or bereaved member or her family. The Chairman shall apprise the Club of all communications.

Section 12. Bylaws: It shall be the duty of the Bylaws Committee to receive all proposals for amending the Bylaws; to draft the same in harmony with the purpose of the Club, and to record properly such amendments as may be adopted; and to review the Club's file of motions at least every four years. This Committee shall consist of at least three members.

Section 13. Advisor: It shall be the duty of the Advisor to counsel the President and to

advise on matters of Parliamentary procedure, and serve *ex-officio* on the Board of Directors.

Section 14. Federation: It shall be the duty of the Federation Coordinator to keep the Club informed of activities in the General and State Federations.

Section 15. Legislative: It shall be the duty of the Legislative committee, if so formed, to keep informed of current legislation and bring important measures to the attention of the Club and to present resolutions for consideration by the State Federation. This Committee shall consist of three members.

Section 16. Civic Betterment: It shall be the duty of the Civic Betterment Committee, if so formed, to keep informed of the actions of the Bethlehem Town Board and the Bethlehem Central School Board of Education, and to report significant actions to the Club.

Section 17. Scholarship: It shall be the duty of the Scholarship Committee to confer annually with the proper authorities in the selection of suitable candidates for State, District or other scholarships, and to select recipient or recipients of the Club scholarship. This committee shall consist of at least three members.

Section 18. Environment and Conservation: it shall be the duty of the Environment and Conservation Committee to bring to the attention of the Club important information relating to the conservation of natural resources. This Committee shall consist of at least three members.

Section 19. Yearbook: The Yearbook Committee shall have charge of the publication and distribution of the Yearbook. This Committee shall consist of at least three members.

ARTICLE IX

Duties of Members

Section 1. It shall be the duty of the members to cooperate with the President by promptness in attendance, by transacting business speedily, by observing the rules of the Club and the forms of parliamentary usage, and by abiding by the voice of the majority.

Section 2. Guests: Group meetings not requiring reservations are open to the guests of members. Prospective members and houseguests may attend group and program meetings requiring advance reservations, only if reservations are available.

ARTICLE X

Club Meetings

Section 1. Annual Meeting: the annual meeting of the Club must be held in May.

Section 2. General Meetings: General meetings of the Club shall be held each month October thru May with the exception of December.

Section 3. Program Meetings: Program meetings of the Club shall be held in the Fall, December and the Spring.

Section 4. Study Group Meetings: Study Group meetings may be held at the discretion of the study groups.

ARTICLE XI

Quorum

Section 1. Thirty members of the Club shall constitute a quorum.

Section 2. A majority of members of the Board of Directors shall constitute a quorum.

ARTICLE XII

Club Year

The official and financial year of the Club shall date from June 1 to May 31, and newly elected officers shall assume their duties on June 1.

ARTICLE XIII

Order of Business

The order of procedure of business meetings:

Minutes of Last Meeting

Report of Treasurer

Report of Corresponding Secretary

Report of Committees

Unfinished Business

New Business

ARTICLE XIV

Amendments

These Bylaws may be amended by a two-thirds vote of the members voting at any general or special meeting of the Club provided that notice of the amendment in writing has been given by the Bylaws Chairman at a previous Club meeting, and not more than forty days previously.

ARTICLE XV

The deliberations of all meetings shall be governed by Robert's Rules of Order (Revised).

ARTICLE XVI

Club Leadership Fund

The Treasurer shall maintain a separate fund which shall be known as "The Club Leadership Fund" which shall consist of the monies formerly known as the Club Building fund (originally Housing Fund) and any contributions made thereof by any person and any addition thereto authorized from the general funds of the Club and any increase thereof. The Treasurer shall prudently invest and reinvest such funds in any form of deposit or investment permitted by law for funds of an executor or administrator, and approved by the Board of Directors. At any time when the principal of these funds amounts to \$2,000 or more, it may be used to provide for the expenses of a delegate or delegates to a General or State Federation Meeting.

ARTICLE XVII

State Honor Roll Committee

A Committee shall be appointed each January by the President to consider and approve names submitted to it for placement on the State Honor Roll. This Committee shall consist of three members, two of whom shall be currently on the Honor Roll, and the immediate Past President.

ARTICLE XVIII

Scholarship Fund

Section 1. There shall be a separate fund called the Scholarship Fund consisting of monies originally known as the Scholarship Seed Fund. This fund may be increased by memorial donations, contributions from members, or special fund-raising efforts. The Treasurer shall prudently invest these monies. Funds up to \$500 may be withdrawn annually if necessary, to help make up the local

scholarship.

Section 2. The Delmar Progress Club May and Bill Blackmore Scholarship shall be administered according to the legal will of the donors.

ARTICLE XIX

Emergency Relief Fund

An Emergency Relief Fund shall be maintained for the purpose of responding to local, state, national and international emergencies. The Emergency Relief Fund may be funded through fund raisers or contributions.

ARTICLE XX

In the event of dissolution of the Club, any assets remaining after debts are paid shall be distributed, according to vote of the members, 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 a public purpose. Any such assets not disposed of shall be disposed of by the Supreme Court of the State of New York of the county in which the principal office of such organization is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

G. F. W. C.

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Delmar, New York**