

**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**  
**2022**

**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. The powers of the Club are those enumerated in Section 202 of the New York State Not-For-Profit Corporation Law.

**Section 2.** The purposes of this Club shall be the promotion of works to improve the quality of life in the Town of Bethlehem and beyond, and to promote among its members an interest in art, science, literature, travel, history, wellness, and the vital questions of the day.

**Section 3.** 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 4.** 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. Nothing herein prohibits individual members from participating in such activities.

**Section 5.** 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: All women who are interested in the purposes of the Club, and who will endeavor to promote them, shall be eligible for membership.

**Section 2. Classes:** The membership of the Club shall consist of two classes: active and life. The Board of Directors may also confer Life membership on an active member with forty-five years of membership. Life members may be exempt from dues if financially feasible for the Club and as determined by the Board.

**Section 3. Applications:** A candidate for membership shall be required to sign the prescribed form of application which shall be accompanied by the first year's dues. The application shall be submitted to the Second Vice President, who is the Membership Chair, and be presented to the membership at the next scheduled regular meeting. Dues paid by applicants after March first shall carry over for the next Club year.

**Section 4. Resignation:** Any member who wishes to resign from the Club shall send written notice of her intention to the Corresponding Secretary.

## **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 on June first and should be paid by September first to maintain uninterrupted membership in the Club.

## **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 will be given a gavel and President's pin, passed to her by the outgoing President. Upon election, she shall call a meeting of the Club Officers and chairs of Standing Committees to discuss respective duties and responsibilities, including groups to coordinate the Master Calendar of the Club's events. She shall update the incorporation papers of the Club as necessary. .

**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 chair 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 chair 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, including 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 send notes to members who are seriously ill or bereaved, or to families of deceased members.

**Section 6.** Treasurer: It shall be the duty of the Treasurer to collect and receive the dues of the members, to notify the Membership Chair of dues paid or unpaid, 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 at least on a semi-annual basis, and to deliver to her successor by July 31st 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. The Treasurer acts as the official agency of the Club in all financial matters.

**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 luncheons and to perform such duties as the Treasurer may request.

**Section 8.** Voting: The Officers, Directors, and one member of the Nominating Committee shall be elected at the annual meeting in May. 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 first following the annual meeting at which elected and shall hold the office 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: If vacancies occur during an officer's two year 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) shall automatically become President. She shall serve until the next annual meeting, at which time she may then serve her own term of two years.
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 meeting of the Club.

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

## **ARTICLE VI**

### *Board of Directors*

**Section 1.** Number: There shall be fourteen voting Directors, including all elected officers, and seven additional members of the Club, including the immediate Past President who shall serve as the Club Advisor and shall be a voting member of the Board.

**Section 2.** Nominations 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 general meetings of the Club.

**Section 6.** Such meetings can be held electronically if agreed to by a quorum of the Board.

**Section 7.** The Directors shall exercise general oversight over the custodianship of the property and affairs of the Club.

**Section 8.** 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 9.** Meetings of the Board of Directors: the Directors shall meet at least on a semi-annual basis, 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.** Study groups may be created when sufficient interest warrants their establishment.

**Section 2.** Study Group Chair: Study Group Chairs shall be appointed annually by the President.

**Section 3.** It shall be the duty of each Chair to appoint her committee, to plan and direct the committee's program, and to keep the President and the Treasurer advised of such activities including necessary funding requirements. Any member may join any committee or Study Group.

## **ARTICLE VIII**

### *Standing Committees*

**Section 1.** Standing Committees of the Club are as listed below. The creation of a new standing committee or the determination to eliminate a standing committee, shall be determined by action of the Board of Directors.

**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. 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 Chair shall not be an officer.

**Section 3.** Audit: The duty of the Audit Committee shall be to audit the accounts of the Treasurer and to present a written report for filing before July 31st. 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 is chaired by the First Vice President (President-Elect.)

**Section 5.** Club Archivist: It shall be the duty of the Club Archivist to maintain all records of the Club in accordance with the Club's record retention policy and to work with M.E. Grenander Department of Special Collections and Archives of The University Libraries, University at Albany, State University of New York ("Library"), and ensure that appropriate records are transferred to the Library every four years.

**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 new member of the Nominating Committee. This Committee shall consist of five members, each with a five-year term. The member serving her final year shall serve as Chair and will be responsible for presenting all candidates at the Club's March and April general meetings. It is the responsibility of the Nominating Committee to inform prospective officers and members of the Board of Directors of their duties.

**Section 7. Membership:** The Second Vice President, serving as the Membership Chair, shall receive all applications for membership in the Delmar Progress Club for consideration. She shall also notify the club of individuals converted to life membership, resignations and deaths of members. The Membership Chair and her committee shall arrange an orientation for new members. The Membership Chair shall maintain a file of all members, indicating dates of admission, resignation or termination.

**Section 8. 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.

**Section 9. 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 to other educational or charitable institutions.

**Section 10. 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 Bylaws at least every four years. This Committee shall consist of at least three members. The Bylaws Committee shall also be responsible for amendments of the Standing Rules as deemed necessary, and assuring that the Standing Rules are consistent with the Bylaws.

**Section 11. Federation:** It shall be the duty of the Federation Coordinator to keep the Club informed of activities in the General and State Federations.

**Section 12. Legislative:** It shall be the duty of the Legislative Committee to keep informed of current legislation of interest to the Club and bring important measures to the attention of the Club and to present resolutions for consideration by the State Federation.

**Section 13. Civic Engagement:** It shall be the duty of the Civic Engagement Committee, to keep informed of the actions of the Bethlehem Town Board and the Bethlehem Central School District Board of Education, and to report significant actions to the Club.

**Section 14. 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 15. Yearbook:** The Yearbook Committee shall have charge of the publication and distribution of the Yearbook.

**Section 16. Communications and Technology:** The Communications and Technology Committee shall have the duty to support the internal and external communications of the Club using a variety of methods. The Committee is available as a resource on the use of technology in relation to Club activities.

**Section 17.** Telephone Committee: It shall be the responsibility of the Telephone Committee to contact members on an as-needed basis, for informational purposes and on occasion to keep in touch with members.

**Section 18.** Emergency Relief Fund: The First Vice President shall chair an Emergency Relief Fund for the purpose of responding to local, state, national and international emergencies. The Emergency Relief Fund may be funded through fundraisers or contributions.

## **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 guests 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 through May with the exception of December. A portion of the general meeting shall be set aside to discuss necessary Club business.

**Section 3.** Program Meetings: Program meetings of the Club shall be held in the Fall, December and the Spring. Additional meetings may be called at the discretion of the President.

**Section 4.** Meetings may be held electronically if deemed appropriate by the President.

**Section 5.** Study Group Meetings: Study Group meetings shall be held at the discretion of the study groups.

## **ARTICLE XI**

### *Quorum*

**Section 1.** Twenty-five 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 1st to May 31st, and newly elected officers shall assume their duties on June 1st.

## **ARTICLE XIII**

### *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 Chair at a previous Club meeting, and not more than forty days previously. Notice may be given electronically for all who receive Club information electronically.

## **ARTICLE XIV**

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

## **ARTICLE XV**

### *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 and the Order of the Rose. This Committee shall consist of three members, two of whom shall be currently on the Honor Roll, and the immediate Past President.

## **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 the 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 fund in any form of deposit or investment permitted by law for funds of an executor or administrator and approved by the Board of Directors. The funds shall be used to provide for the expenses of the President and First Vice President at GFWC State Conferences and District Meetings.

## **ARTICLE XVII**

### *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 fundraising 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 XVIII**

### *Dissolution*

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.**  
**Delmar Progress Club, Inc.**  
**Delmar, New York**  
**STANDING RULES**

Reviewed and Accepted November 2022

- 1) Club members are responsible for dinner, tea, luncheon or trip reservations unless canceled by the time specified by the committee. It is also important that payment for reservations reach the Reservation Chair by the date designated.
- 2) No club member will be paid for giving or participating in a program. However, necessary supplies for the program may be covered.
- 3) Group and committee leaders shall be responsible for prudent fiscal expenditures within their budget and shall be required to submit a financial statement, together with an itemized bill and sales receipts, to the treasurer before reimbursement is made.
- 4) A copy of the financial and activity reports from each chair should be passed to her successor.
- 5) The Community Service committee will expend its monies for Capital District needs.
- 6) All monies requested in excess of a budget item must be presented in writing to the Finance committee and voted on by the Board of Directors. The treasurer cannot issue payments until such approval is given.
- 7) The Club will pay for the registration, meals and lodging (if necessary) expenses incurred by the President and the First Vice President, as delegates to GFWC Annual State Conference, and in attendance at GFWC District Meetings.