

GFWC Oregon Bylaws

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GFWC Oregon Bylaws

Article I Name

The name of the organization will be the Oregon Federation of Women’s Clubs, an Oregon Corporation DBA as GFWC Oregon and GFWC Oregon Federation of Women’s Clubs, hereafter referred to as the Federation.

Article II Mission

Dedicated to improving the lives of others through education, community improvement and volunteer service.

Article III Members

Section 1. ELIGIBILITY

Membership in the Federation will consist of those whose work and purposes are similar to the mission of the Federation. Application for membership will show that the club requires no partisan political test for membership, it is not a secret society and it does not tolerate, either by practice or teaching, any violation of state or national laws.

Section 2. CLASSIFICATIONS

Membership in the Federation will be either active or associate.

A. Active membership will be held by:

1. Clubs paying per capita dues to the Federation and to the General Federation of Women’s Clubs (GFWC).
2. Members at Large (individual members with no club affiliation) paying per capita dues to the Federation and to the General Federation of Women’s Clubs (GFWC). These members will constitute a “Club at Large” for Annual Meeting representation.

B. Associate membership will be held by special honorary clubs having statewide membership.

Section 3. APPLICATION FOR MEMBERSHIP

A. Clubs applying for Active membership and Special Honorary Clubs applying for Associate membership will send the following items to the Parliamentary Advisor:

1. Three (3) copies of a letter of application which includes:
 - a. Name of Club
 - b. Name, address, phone and email for all members.
 - c. List of elected officers
 - d. Request for Active or Associate membership
2. Two (2) copies of the Club Bylaws
3. One (1) year per capita dues for Active membership or (1) year club dues for Associate membership.

The Executive Committee will approve each application.

B. Club applications and Bylaws will be distributed as follows:

1. Parliamentary Advisor: application and Bylaws
2. Executive Committee Minutes: application and Bylaws
3. Second Vice President: application

C. A Charter accompanied by a Club President's Pin and Gavel will be presented to new clubs at the following Board of Director's meeting.

D. Members at Large are granted membership by paying individual Member at Large dues for one (1) year.

Section 4. TERMINATION OF MEMBERSHIP

A. Active and Associate Club Membership

1. A letter of resignation from clubs in good standing will be sent to the State President and approved by the Executive Committee. The letter of resignation will also include detailed information outlining the dispersal of club funds according to the provisions of their club bylaws.
2. Clubs failing to pay dues by the end of the fiscal year will be dropped from membership.
3. The club charter will be returned to the State President.
4. Upon termination, the club surrenders use of GFWC and OFWC from its club name.

B. Member At Large

1. A Member at Large failing to pay dues by the end of the fiscal year will be dropped from membership.

Section 5. RENEWAL OF MEMBERSHIP

Active and Associate membership terminated through either resignation or nonpayment of dues will be renewed by payment of

delinquent dues by January 15 of the following year and accompanied by dues for the current year. Such payment will constitute continuous membership. If membership was terminated for more than 1 year, membership may be renewed by reapplication.

Section 6. JUNIOR WOMAN'S CLUBS

Clubs in active membership composed of young people, may, if they wish, be known as Junior Woman's Clubs. Such clubs will be full members of the Federation and participate in the regular programs of the Federation.

Section 7. JUNIORETTE CLUBS

- A. Active clubs whose membership is composed entirely of youth in grades 1-12 may be formed under the sponsorship of any Club with active membership in the Federation and will be known as Juniorette Clubs.
- B. The State President will appoint a Juniorette Club Coordinator.
- C. Juniorette Clubs will have the same privileges as per capita dues paying clubs, except the right to hold office or serve as members of the Board of Directors, with the exception of the Club President.
- D. Juniorette Clubs will be entitled to one (1) delegate per club at the Annual Meeting.

Section 8. EX-OFFICIO MEMBERS

- A. Distinguished members of the Board of Directors who have served on the Board of Directors at least 10 years and who have reached at least the age of 65 and whose service has been of the highest quality and who no longer wish to serve their Federation as a member of the Board of Directors are eligible for appointment as an Ex-Officio member.
 - 1. Applications of candidates for this prestigious honor will be submitted to the Chairman of the Ex-Officio Selection Committee by February 15. The Committee will review the nominee's qualifications and either accept the application or request more qualifications for the coming year. The application will be checked for accuracy and signed by the nominee.
 - 2. The selected honorees will be permanent members of the OFWC Board of Directors and will be recognized at the annual State Convention.
- B. A committee composed of a Past State President elected by the Executive Committee and a member elected by the Board of

Directors will serve two (2) year terms as the Ex-Officio Selection Committee.

1. Committee members will be elected at the First Executive Committee and Board of Directors meetings of the administration.
2. The report of the Selection Committee with the candidate's resumes will be submitted to the Board of Directors for approval.

Article IV Districts

Section 1. The four (4) Districts of the Federation will be divided geographically as follows:

- A. Southern – Coos, Curry, Douglas, Jackson, Josephine, Klamath and Lake counties.
- B. Valley – Benton, Deschutes, Lane, Lincoln, Linn, Marion and Polk counties.
- C. Western – Clackamas, Clatsop, Columbia, Hood River, Multnomah, Tillamook, Washington and Yamhill counties.
- D. Eastern – Baker, Crook, Gilliam, Grant, Harney, Jefferson, Malheur, Morrow, Sherman, Umatilla, Union, Wallowa, Wasco and Wheeler counties.

Section 2. District Membership will consist of:

- A. Clubs in Active membership with the Federation and GFWC.
- B. Special Honorary Clubs with Associate membership in the Federation.

Article V Dues

Section 1. ANNUAL DUES

A. Active Membership

1. Each club in active membership will pay annual per capita dues, which include Federation and GFWC dues.
2. Members active in more than one Oregon Federation club may designate a primary club and pay Federation and GFWC dues through that club.
3. Dues will be payable annually by October 15th. Clubs failing to pay dues by February 1st will be declared delinquent.

4. Clubs increasing membership after the original dues payment has been made will pay dues on the additional membership by February 1st.
 5. Dues for Members at Large will be decided at the first Executive Committee meeting of each administration.
 6. Clubs whose dues are not paid by February 1st will forfeit representation at the Annual Meeting. Clubs failing to pay dues by the end of the fiscal year will be dropped from membership.
 7. Dues will be sent to the Treasurer, with the name, address, phone and email of each member listed.
- B. Associate Membership
1. Each club with Associate Membership will pay annual Federation dues.
 2. Dues will be payable annually by October 15th. Clubs failing to pay dues by February 1st will be declared delinquent.
 3. Clubs failing to pay dues by the end of the fiscal year will be dropped from membership.
 4. Dues will be sent to the Treasurer.

Article VI Finances

Section 1. FISCAL YEAR.

The fiscal year of the Federation will be July 1st – June 30th.

Section 2. MONIES

General Fund

1. All money paid to the Federation, with the exception of the Scholarship Loan and Fellowship Fund, Fine Arts Scholarship Fund, and Endowment Fund will be deposited in the treasury of the Federation.
2. The treasury of the Federation will be known as the General Fund and will consist of a checking and savings account.
3. General Fund monies will be deposited by the Treasurer in financial institutions selected by the Executive Committee. Such funds will be invested as directed by the Executive Committee.
4. All money deposited or withdrawn from the savings account will be approved by the Executive Committee.

5. Approved signers for the General Fund accounts will be the President, Vice-President and Treasurer.

Section 3. DISBURSEMENTS

- A. Funds of the Federation will be used to further the work of the Federation.
- B. Requests for funds must be made within 30 days after the event and accompanied by a warrant and appropriate receipts. It is not the policy of the Federation to pay estimated expenses in advance.
- C. Disbursements of the General Fund will be made within 30 days of the receipt of a warrant signed by the President and Treasurer.
- D. All disbursements must be in the approved budget or approved by the Executive Committee.

Section 4. BONDING, COMPILATIONS AND TAX RETURNS

- A. BONDING. The President, Treasurer, Endowment Fund Chairman, Fine Arts Scholarships Fund Chairman and Treasurer, and Scholarship Loan and Fellowship Chairman and Treasurer, and all others who handle funds of the Federation will be bonded in an amount determined by the Executive Committee. The cost of bonding will be paid proportionally by the Federation, Fine Arts Scholarship Fund and Scholarship Loan and Fellowship Fund.
- B. COMPILATION. Financial statements will be compiled by a qualified accountant. The cost of compiled financial statements will be shared on a prorated basis by the Federation, Fine Arts Scholarship Fund, and Scholarship Loan and Fellowship Fund. The prorated costs will be determined by the percentage of accountant's time allocated to each Fund.
- C. TAX RETURN. A tax return will be completed each year by a qualified accountant as required by the Internal Revenue Service. The cost of the completed tax return will be shared on a prorated basis by the Federation, Fine Arts Scholarship Fund, and Scholarship Loan and Fellowship Fund. The prorated costs will be determined by the percentage of accountant's time allocated to each Fund.

Article VII Officers

Section 1. Elected officers will be President, First Vice President, Second Vice President, Recording Secretary and Treasurer. Appointed officers will be Corresponding Secretary and Parliamentary Advisor.

Section 2. The regular election of officers will be in even years.

Section 3. ELIGIBILITY REQUIREMENTS

- A. Membership in good standing in a club holding active membership in the Federation, or as an individual having membership as a Member At Large.
- B. All elected officers must have served one term as a voting member on the Board of Directors, have actively participated in Federation projects and activities, and have been a member in good standing of a Federated club for at least four (4) years.
- C. The President must have served on the Executive Committee for at least two (2) administrations.
- D. The First Vice President must have served on the Executive Committee for at least one (1) administration.

Section 4. TERM OF OFFICE

- A. The term of office will be two (2) years or until their successors are elected.
 - 1. The President, Parliamentary Advisor and Corresponding Secretary will serve from the adjournment of the General Federation convention at which the General Federation officers are elected until the adjournment of the General Federation convention at which their successors are elected.
 - 2. The First Vice President and Second Vice President will serve from the adjournment of the Federation Convention at which officers are elected until the adjournment of the Federation convention at which their successors are elected.
 - 3. The Treasurer and Recording Secretary will serve for two (2) fiscal years (July 1 to June 30) after their election at the Federation convention in even years.
- B. The First Vice President will become President Elect of the Federation on September 1 of the odd-numbered year if the convention body has elected her.
- C. No officer will be eligible for two (2) successive terms in the same office, except for the Treasurer and Recording Secretary who may be re-elected, and the Parliamentary Advisor who may be reappointed.
- D. Any officer except a President serving the majority of a term will be considered to have served a term. A President who has completed a partial term may be elected for a successive two (2) year term.
- E. No member will hold more than one office on the Executive Committee at the same time.

- F. A President will become a Past State President for life at the close of her term of office as President, providing that service has been for a majority of a term.

Section 5. VACANCIES

- A. In case of a vacancy in the office of President, the First Vice President will accede to the office of President and will serve until the close of the next Annual Meeting, at which time the office will be filled by vote of the convention body.
- B. Vacancies in any elective office, except that of the President, will be appointed by the Executive Committee. That officer will serve until the close of the next Annual Meeting, at which time the office will be filled by vote of the convention body.
- C. Vacancies in any appointed office will be filled by the President and approved by the Executive Committee.
- D. In filling a vacancy, all provisions of the Bylaws pertaining to nominations and elections will be in force.
- E. Offices will be declared vacant by the Executive Committee when the officer is unable to serve or fails to perform duties of the office.

Section 6. DUTIES.

The duties of officers will be as specified in the Bylaws, Policy and Procedures, and the Parliamentary Authority adopted by the Federation.

Article VIII Nominations and Elections

Section 1. NOMINATING COMMITTEE

- A. The Nominating Committee will be composed of one member from each of the four (4) Districts, and one member at large, elected by the Board of Directors at the first Board of Director's meeting of the new administration.
- B. Three (3) alternates will be elected, each from a different District, and will attend all meetings of the Nominating Committee. Alternates will have a voice and vote only when a member is absent or in the event of a tie vote. Alternates will be substituted in the order of their nomination and election.
- C. Immediately following election of the Nominating Committee, the President will call a meeting of the Committee for the purpose of electing a Chairman.

- D. Endorsements for the nomination of officers will be sent to the Nominating Committee with a postmark no later than January 10th.
- E. The Nominating Committee will submit one or more candidates for each elective office and will be governed by the Bylaw requirements for eligibility and term of office. Candidate names will be announced in the Call to Convention.
- F. In case of a vacancy in the office of President or First Vice President prior to the Annual Meeting in the odd numbered year, the Nominating Committee will select one candidate for election to that office. The election will take place at the Annual Meeting.

Section 2. NOMINATIONS FROM THE FLOOR

Nominations may be made from the floor following the report of the Nominating Committee. Candidates so nominated will meet the Bylaws requirements for eligibility.

Section 3. ELECTION

- A. The officers (except for the President Elect, the Corresponding Secretary and the Parliamentary Advisor) will be elected at the Annual Meeting in even years.
- B. If there is only one nominee for office, election will be by voice vote or by voting card. A majority of the votes will be necessary to elect.
- C. If there is more than one nominee for any office, election for that office will be by written ballot. A majority of votes cast will be necessary to elect.
- D. If there are more than two candidates for any elective office, the candidate with the least number of votes will be dropped from each subsequent ballot until one candidate obtains a majority.

Article IX Executive Committee

Section 1. DEFINITION

The Executive Committee will consist of the elected State Officers, District Presidents, Corresponding Secretary, Parliamentary Advisor, Endowment Fund Chairman, Fine Arts Scholarship Chairman, Scholarship Loan & Fellowship Fund Chairman, Fund Raising Chairman, and Immediate Past President.

Section 2. DUTIES

Duties of the Executive Committee include the following:

- A. To support and implement the existing policies of the Federation.

- B. To issue statements through the President on current or emergency matters between meetings.
- C. To transact the business of the Federation between meetings of the Board of Directors.
- D. To perform duties authorized by the Board of Directors at the Annual Meeting.
- E. To act on all provisions of the Bylaws pertaining to finances that require Executive Committee approval.
- F. To review the budget upon recommendation of the Budget Committee prior to the Annual Meeting.
- G. To approve District:
 - 1. Projects except those of the Federation and General Federation.
 - 2. Bylaws and Standing Rules.
- H. Transact business by mail, phone or email vote when necessary.
 - 1. Voting conducted by mail, phone, or email will require a majority vote of the Executive Committee.
 - 2. Voting conducted by mail, phone, or email will be ratified at the next Executive Committee meeting.

Section 3. MEETINGS

The Executive Committee will meet no less than three times each fiscal year at a central location within the State. Meetings may also be called by the President or upon written request of three (3) members of the Executive Committee with at least five (5) days notice. One of the meetings will be held immediately preceding the Annual Meeting. Both outgoing and incoming Executive Committees will meet following the Annual Meeting in even years.

Section 4. QUORUM

The quorum for Executive Committee meetings will be a majority of its members.

Section 5. REPORTS

- A. Officers will submit reports pertaining to the officer's duties.
- B. District Presidents will submit a report at the Annual Meeting.

Article X Board of Directors (BOD)

Section 1. DEFINITION

The Board of Directors will consist of:

- A. Elected personnel: Federation Officers, District Officers, Scholarship Loan & Fellowship Fund Trustees, Endowment Fund

Trustees, Fine Arts Scholarship Trustees, and Saidie Orr Dunbar Nursing Education Fund Trustees.

- B. Appointed personnel: Corresponding Secretary, Parliamentary Advisor, OFWC Clubwoman Editor, Bylaws Committee, Resolutions Committee, Project and Program Chairmen, Standing and Special Committees, Custodian of Records, and all other appointees deemed necessary by the President.
- C. Club Presidents. In the event the Club President cannot attend, the Club First Vice President may attend in her place.
- D. Past State Presidents
- E. Ex-Officio Members

Section 2. ELIGIBILITY

- A. Only members of active clubs or members-at-large are eligible to serve on the Board of Directors.
- B. A Past State President or Ex-Officio member must be a member in good standing.

Section 3. DUTIES

The Board of Directors will transact business of the Federation between Annual Meetings. It may delegate to the Executive Committee such powers, as it deems necessary.

Section 4. VOTING

- A. The Board of Directors may transact business by mail, phone, or email vote when necessary.
- B. Voting conducted by mail, phone, or email will require a majority vote of the Board of Directors.
- C. Voting conducted by mail, phone, or email will be ratified at the next Board of Directors meeting.

Section 5. MEETINGS

- A. The Board of Directors will meet during the fall and during the Annual Meeting for a business and training seminar. Calls to Board of Directors meetings will be sent no later than thirty (30) days prior to the meetings.
- B. Special meetings of the Board of Directors will be held at the call of the President. Meetings may also be called upon written request of three (3) members of the Executive Committee with at least five (5) days notice.
- C. The Fall meeting will be for the purpose of:
 - 1. Sharing information from GFWC Headquarters with members and chairmen.

2. Providing distribution of the OFWC Directory to members of the Board of Directors.

Section 6. QUORUM

The quorum for meetings of the Board of Directors will be fifteen (15) members including five (5) elected members.

Article XI Annual Meeting

Section 1. ANNUAL MEETING

- A. The Federation will hold an Annual Meeting in conjunction with the convention. The place and date will be planned by the State President or President-Elect at least two (2) years in advance and will be approved by the Executive Committee.
- B. The Call to the Annual Meeting will be issued at least thirty (30) days prior to the Annual Meeting.

Section 2. REPRESENTATION

The voting body will be per capita paying members with dues paid by February 1st who are:

- A. Elected delegates from clubs in active membership as follows:
 1. Two (2) from each club of twenty-five (25) members or fewer; three (3) from each club of twenty-six (26) to fifty (50) members; four (4) from each club of fifty-one (51) to one hundred (100) members; one (1) additional delegate for each additional fifty (50) members.
 2. Club-at-large will be based on the above representation composed of all members-at-large.
 3. Juniette clubs will be entitled to one (1) delegate per club.
 4. Club Presidents will provide names of club delegates to the Corresponding Secretary at least 10 days prior to the Annual Meeting.
- B. Two elected delegates from each District for their first five clubs, and one additional delegate for every ten additional clubs.
 1. District Presidents will provide names of District delegates to the Corresponding Secretary at least 10 days prior to the Annual Meeting.
- C. Members of the Board of Directors
- D. A delegate will represent only one position.

Section 3. REGISTRATION

A registration fee will be required of all members (delegates and non-delegates) with an adjusted fee allowed for any single day or part of a day. A late fee will be imposed after a specific deadline.

A. Participating members of hostess clubs will register.

B. Registration fees will be used to finance the Annual Meeting. Any surplus at the end of an administration will revert to the General Fund.

Section 4. QUORUM

The quorum for the Annual Meeting will be two-thirds (2/3) of the registered voting body.

Article XII Special Funds

Section 1. ENDOWMENT FUND

A. The Endowment Fund will be the Memorial Fund of the Federation. All interest income will be transferred quarterly to the General Fund.

B. The Endowment Fund will be administered by a Board of Trustees of five (5) members consisting of the President, Treasurer and three (3) elected members.

1. The three elected members will each serve a three-year term. Their terms will be staggered so that one member is elected each year at the Annual Meeting.

2. No elected member will serve more than two consecutive terms.

3. The President will appoint a Chairman from one of the three elected members.

4. Any vacancy of an elected position will be filled by election at a Board of Directors meeting.

5. Elected members of the Endowment Fund may not serve concurrent terms as members of the Fine Arts Scholarship Fund or Scholarship Loan & Fellowship Fund.

C. The General Fund will pay expenses of the Endowment Fund.

D. Approved signers for Endowment Fund financial accounts will be the Chairman, State Treasurer and one other elected member of the Fund. Other signers must be approved by the Executive Committee.

Section 2. FINE ARTS SCHOLARSHIP FUND

A. The Fine Arts Scholarships are comprised of Penny Art, Violet Lang Music Vocal, Violet Lang Music Instrumental, and Essay.

- B. The Fine Arts Scholarship Fund will be administered by a Board of Trustees of six (6) members consisting of the President, First Vice President, Second Vice President and three (3) elected members.
 - 1. The three (3) elected members will each serve a three-year term. Terms will be staggered so that one member is elected each year at the Annual Meeting.
 - 2. No elected member can serve more than two consecutive terms.
 - 3. The President will appoint a Chairman from one of the elected members.
 - 4. The Board of Trustees will elect a Secretary-Treasurer from the three (3) elected members who will serve until their term of office expires. The election will be held at the close of the Annual Meeting.
 - 5. Any vacancy of an elected position will be filled by election at a Board of Directors meeting.
 - 6. Elected members of the Fine Arts Scholarship Fund may not serve concurrent terms as members of the Endowment Fund or Scholarship Loan & Fellowship Fund.
 - 7. The quorum of the Board of Trustees will be four (4) members.
- C. Approved signers for the Fine Arts Scholarship Fund financial accounts will be the Chairman, Secretary-Treasurer and State Treasurer. Other signers must be approved by the Executive Committee.

Section 3. SAIDIE ORR DUNBAR NURSING EDUCATION FUND

- A. The Oregon Lung Association will serve as Trustees of the Fund.
- B. The Fund will be administered by a committee on which the Federation will have three (3) members.
 - 1. Each elected member will serve a three year term. Terms will be staggered so that one member is elected each year at the Annual Meeting.
 - 2. The President will appoint a Chairman from one of the elected members.
 - 3. Any vacancy of an elected position will be filled by election at a Board of Directors meeting.
 - 4. No elected member can serve more than two consecutive terms.

Section 4. SCHOLARSHIP LOAN AND FELLOWSHIP FUND

- A. The Scholarship Loan and Fellowship Fund will be administered by a Board of Trustees of nine (9) members consisting of the President, First Vice President, Second Vice President and six (6) elected members.

1. The six (6) elected members will each serve a three-year term. Their terms will be staggered so that two members are elected each year.
 2. No elected member can serve more than two (2) consecutive terms.
 3. The President will appoint a Chairman from one of the elected members.
 4. The Board of Trustees will elect a Secretary-Treasurer from the six (6) elected members who will serve until their term of office expires. The election will be held at the close of the Annual Meeting.
 5. Any vacancy of an elected position will be filled by election at a Board of Directors meeting.
 6. Elected members of the Scholarship Loan and Fellowship Fund may not serve concurrent terms as members of the Endowment Fund or Fine Arts Scholarship Fund.
 7. The quorum of the Board of Trustees will be 5 members.
- B. Approved signers for the Scholarship, Loan and Fellowship Fund financial accounts will be the Chairman, Secretary-Treasurer and State Treasurer. Other signers must be approved by the Executive Committee.

Article XIII Projects, Programs and Committees

Section 1. DEFINITION

- A. Projects and programs will conform to those of GFWC. Special projects of the Federation will be selected by the President and ratified by the Executive Committee to meet the needs and interests of the Federation.
- B. Standing and Special Committees will perform duties as assigned to them by the President and Executive Committee.
 1. Standing Committees include: Budget, Bylaws, Resolutions, Membership and Nominating Committees.
 2. Special Committees will be appointed by the President or Executive Committee.
- C. The Oregon Clubwoman will be the official publication of the Federation.

Section 2. TERM AND VACANCIES

A. The chairman of the projects, programs and committees and their members will be appointed by the President for a term of two (2) years.

B. Vacancies will be filled by the President.

Section 3. DUTIES

A. The Chairmen will conduct work in accordance with plans that have the approval of the President.

B. Each Chairman will present written and oral reports as requested by the President.

Article XIV Parliamentary Authority

The parliamentary authority for the Federation shall be Robert's Rules of Order, Newly Revised, for all matters not covered in the Articles of Incorporation or Bylaws

Article XV

Amendment of Bylaws, Standing Rules and Policy and Procedures

Section 1. BYLAWS

A. Bylaws may be amended at any meeting of the Board of Directors or at the Annual Meeting by two-thirds vote of those present and voting, provided the amendment has been published in the Call or sent by special mailing at least 21 days prior to the meeting.

B. Amendments may be proposed by the Board of Directors, Executive Committee, a District Federation, clubs in active membership, or by the Bylaws Committee; and will be submitted to the Bylaws Committee sixty (60) days prior to any meeting at which they may be amended.

Section 2. STANDING RULES

Standing rules may be adopted, amended, suspended or rescinded by the Board of Directors at any meeting by a two-thirds vote without previous notice or by a majority vote if previous notice is given.

Section 3. POLICY AND PROCEDURES

Policy and Procedures may be adopted, amended, suspended or rescinded by the Board of Directors at any meeting by a two-thirds vote without previous notice or by a majority vote if previous notice is given.

Article XVI Dissolution

Upon the dissolution of this organization, assets shall be distributed 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.