

The GFWC Maryland Federation of Women's Clubs, Inc. Articles of Incorporation

KNOW ALL MEN BY THESE PRESENT: That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the Laws of the State of Maryland, and to that end do hereby adopt Articles of Incorporation as follows:

ARTICLE I: The incorporators, Mrs. Mary Kaufman, 4 McHenry Avenue, Pikesville, Baltimore 8 Maryland, Mrs. Margaret Spring, 403 Oak Forest Avenue, Baltimore 28, Maryland, and Mrs. Ruth Bowie, 3914 Calverton Drive, College Heights Estates, Hyattsville, Maryland, are at least twenty-one years of age and do associate together with the intention of forming a corporation.

ARTICLE II: The name of the corporation is: THE MARYLAND FEDERATION OF WOMEN'S CLUBS, INC.

ARTICLE III: The objects and purposes to be carried on by the corporation shall be to unite the women's clubs of Maryland for purposes of mutual benefit and for the promotion of their common interest in educational, civic, social and moral measures for individual and community efficiency. The corporation may in its course of business accept and receive any property, real or personal, quitted to it and shall have full power and authority to dispose of the same, but no part of the proceeds of the sale of any such property shall insure to the benefit of any officer, director or member of the corporation, but may be used only for the purpose of the corporation as defined in its bylaws and in this Charter.

ARTICLE IV: The post office address of the principal office of the corporation in the State of Maryland is Old Post Road, P.O. Box 89, Elkton, Cecil County, Maryland. The name and post office address of the Resident Agent in the State of Maryland is Dorothy Gregg, 3123 Telegraph Road, Elkton, Maryland 21921-2334, and said resident agent is an individual actually residing in the State of Maryland.

ARTICLE V: This corporation shall be non-stock and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE VI: The number of directors of the corporation shall be three (3), which number may be increased pursuant to the bylaws of the corporation, but shall never be less than three (3). The names of the persons who shall act as directors of the corporation until the first annual meeting are: Mary Kaufman, Margaret Spring, and Ruth Bowie.

ARTICLE VII: This corporation is to have perpetual existence.

ARTICLE VIII: The general officers of the corporation shall be a president, a vice-president, a secretary, and a treasurer and such other officers as may be determined by the bylaws. The offices of secretary and treasurer may be combined in one person.

ARTICLE IX: The directors shall adopt bylaws for the government and management of the corporation, including provision for election of directors and officers, their terms of office, the mode of succession in office, eligibility for membership, meeting dates, annual dues if any, fiscal year, executive committee, parliamentary authority, committees, and such other regulations as may be required. Such bylaws may be amended an any time after adoption by a two-thirds vote of those present at any annual meeting, provided the amendment has been proposed by the committee on bylaws or by a federated club, has been submitted to the board of directors for consideration, and a copy of the proposed amendment has been sent to the president of each club in The Federation at least six weeks before the annual meeting.

ARTICLE X: This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law and all right conferred on officers, directors, and stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we the herein named incorporators have signed these Articles of Incorporation on this 14th day of April 1964.

WITNESSES:

s/Jane C. Renald	s/Mary Kaufman
s/Jane C. Renald	s/Margaret Spring
s/Jane C. Renald	s/Ruth Bowie

The GFWC Maryland Federation of Women's Clubs, Inc. Restatement of Incorporation

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Maryland, do hereby certify:

ARTICLE I: As a constituent division of the General Federation of Women's Clubs (GFWC), the name of the corporation shall be: THE GFWC MARYLAND FEDERATION OF WOMEN'S CLUBS, INC.

ARTICLE II: The place in this state where the principal office of the corporation is to be located is Linthicum, Maryland.

ARTICLE III: The corporation is organized exclusively for charitable, religious, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV: The names and addresses of the persons who are the initial trustees of the corporation are as follows: Mrs. Mary Kaufman, 4 McHenry Avenue, Pikesville, Baltimore, Maryland; Mrs. Margaret Spring, 403 Oak Forest Avenue, Baltimore, Maryland; and Mrs. Ruth Bowie, 3914 Calverton Drive, College Heights Estates, Hyattsville, Maryland, are at least twenty-one years of age and do associate together with the intention of forming a corporation.

ARTICLE V: The corporation shall be non-stock. No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) and political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI: The name and post office address of the resident agent in the State of Maryland is Mrs. Dorothy Gregg 3123 Telegraph Road, Elkton, Maryland 21921. Said resident agent is a citizen of this State and actually resides herein.

ARTICLE VII: The number of trustees of the corporation shall be three (3), which number may be increased pursuant to the bylaws of the corporation, but shall never be less than three (3).

ARTICLE VIII: This corporation is to have perpetual existence.

ARTICLE IX: The general officers of the corporation shall be a president, a vice-president, a secretary, and a treasurer and such other officers as may be determined by the bylaws. The offices of secretary and treasurer may be combined in one person.

ARTICLE X: The members shall adopt bylaws for the government and management of the corporation, including provision for election of directors and officers, their terms of office, the mode of succession in office, eligibility for membership, meeting dates, annual dues if any, fiscal year, executive committee, parliamentary authority, committees, and such other regulations as may be required. Such bylaws may be amended at any time after adoption by a two-thirds vote at any annual meeting, provided the amendment has been proposed by the committee on bylaws or by a federated club, has been submitted to the board of directors for consideration, and a copy of the proposed amendment has been sent to the president of each member club of the corporation at least six weeks before the annual meeting.

ARTICLE XI: Upon the dissolution of the corporation, the board of trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization of organizations under 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law), as the board of trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the city or county in which the principal office of the corporation is the located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE I: Name

As a constituent division of the General Federation of Women's Clubs (GFWC), the name of this corporation shall be The GFWC Maryland Federation of Women's Clubs, Inc., hereinafter referred to as The Federation.

ARTICLE II: Object

The object of The Federation shall be to unite the women's clubs of Maryland. The Federation is organized exclusively for charitable, religious, 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 of 1954 (or corresponding provision of any future United States Internal Revenue Law).

ARTICLE III: Members

Section 1. Any woman's club or other organization in the State of Maryland, which has ten or more members, which has stated meetings, and which is in sympathy with the objects of The Federation, is eligible to membership in The GFWC Maryland Federation of Women's Clubs, Inc., provided that its application shows that it is not a secret society and that it does not tolerate, either by practice or teaching, violation of national or state laws. Any club whose membership drops below ten, shall be retained on the membership roll of The Federation.

Section 2. Membership in The Federation shall consist of two classes: active and associate membership.

Active membership shall consist of clubs paying per capita dues to The Federation and participating in its projects and programs of work.

Associate membership shall consist of clubs which pay dues in another state or national organization and of organizations which have statewide membership.

Section 3. An application for active or associate membership in The Federation shall consist of the letter of application together with two copies of the bylaws of the club or organization which have been reviewed by the district bylaws chairman, three copies of names and addresses of the officers, the number of its members, and the annual dues for the first year. The application and lists shall be sent to the president of the district in which the club or organization is located. She shall present the application, together with her comments, to the membership committee of The Federation for investigation. The application, with this report of the membership committee, shall be referred to the board of directors for action. If there is favorable action, the club shall be recommended for acceptance into the geographical district in which the club is located.

A club applying for active membership also shall submit three lists of names and addresses of its members and the required stencil fee for each member for THE MARYLAND CLUBWOMAN magazine.

Section 4. Any member club or organization may resign from The Federation by written notice to the corresponding secretary who shall present it to the executive committee for action. No resignation shall be accepted until all dues are paid. Member clubs or organizations resigning from The Federation shall within sixty (60) days of submitting their resignation letter to The Federation, submit to the executive committee of The Federation a plan for distributing their assets, real, personal and cash on deposit to The Federation or any other qualified organization as defined by section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

Section 5. Upon application to the corresponding secretary any organization which has resigned from The Federation may be reinstated by the executive committee.

Section 6. Any member club or organization which has been dropped from membership in The Federation for non-payment of dues may, upon payment of the dues for the current year and of all dues owing to The Federation at the time the club or organization was dropped, be reinstated by the executive committee.

ARTICLE IV: Officers Section 1. The officers of The Federation shall be a president, a president-elect, a vice-president, the presidents of the three geographical districts, who shall be ex-officio vice-presidents of The Federation, a corresponding secretary, a recording secretary, a treasurer, and a director of junior clubs. In the event that any of the geographical district presidents should be serving as co-presidents, that district must name only one of the co-presidents to be the district's representative on the Federation Executive Committee for that term and only they may represent that district as the ex-officio vice-president of the Federation. Only members of active clubs shall be eligible to these offices.

Section 2. At the annual meeting held in the odd number calendar year a nominating committee shall be announced. The committee shall consist of four members: the chairman appointed by the president with the approval of the executive committee and one member to represent each district selected by the district. No member shall be eligible to serve two consecutive terms on this committee.

It shall be the duty of this committee to nominate a candidate for each office to be filled at the annual meeting. At least eight weeks prior to the election, the chairman of the nominating committee shall send the list of nominees, designating the clubs which they represent, to the president of The Federation for inclusion in the call to the annual meeting. Additional nominations

may be made from the floor, except for the director of junior clubs, provided the consent of the nominee shall first have been obtained.

Section 3. These officers, with the exception of the vice-presidents ex-officio whose terms shall be prescribed by the districts which they represent, shall be elected at the annual meeting of the Federation held in even numbered calendar years. The chair, after ensuring that no members present wish to make further nominations, shall call for voting by ballot for an officer when there is more than one candidate for an office. A majority vote shall elect. In the event that there is only one candidate for an office, ballots may be dispensed with and the chair may simply declare that the candidate is elected, thus effecting the election by unanimous consent or "acclamation."

Section 4. Officers, with the exception of the treasurer, shall serve from close of the annual meeting at which they are elected until the close of the annual meeting at which their successors are elected. The treasurer's term shall begin on July 1 of the election year and shall end June 30 of the next election year.

No member shall be eligible to the office of the president-elect and the office of the vice-president who has not served at least one term on The Federation executive committee. Members that possess the appropriate skills and experiences in areas of finance, business management and computer technology shall be eligible to the offices of recording secretary, corresponding secretary and treasurer.

Section 5. In case of a vacancy in the office of president, the president-elect shall accede to the office and shall serve until the next election.

In case of a vacancy among the other officers, the executive committee shall elect a person to serve until the next election by unanimous consent or "acclamation" when there is only one candidate and by ballot when there is more than one candidate for the office in question.

Section 6. The retiring president shall become automatically an honorary president of The Federation for life. As an honorary president she shall be a member of the board of directors with all the privileges pertaining thereto.

ARTICLE V: Duties of Officers

Section 1. The officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by The Federation. They shall prepare an annual report for presentation at the annual meeting.

Section 2. The president shall preside at all meetings of The Federation and shall be its chief executive officer, exercising a general supervision over the interests and welfare of The Federation. Subject to the approval of the executive committee, she shall appoint the coordinators/chairmen of departments and programs, shall appoint the staff of THE MARYLAND CLUBWOMAN magazine, shall appoint all standing and special committees not otherwise provided for by these bylaws, and shall appoint a parliamentarian. She shall be ex-officio member of all committees except the nominating committee. The president shall be the official medium of communication between the General Federation of Women's Clubs, and The Federation, shall endeavor to promote in Maryland interest in the General Federation of Women's Clubs, and shall perform such other duties as may be required by the board of directors of The Federation and the board of directors of the General Federation of Women's Clubs, for increasing the efficiency of both federations. She shall be chairman of the Maryland delegation, report and receive awards at the convention of the General Federation of Women's Clubs in the odd number year. However, the outgoing president shall be chairman of the Maryland delegation, report, and receive awards at the convention of the General Federation of Women's Clubs in the even number year.

Section 3. In the absence of the president, the presidents-elect or the vice-president, in this order, shall perform the duties pertaining to that office. In case of the absence of the president, the president-elect and the vice-president, one of the vice-presidents ex-officio (district presidents) present shall be elected to preside.

Section 4. The vice-presidents ex-officio (district presidents) shall keep a directory of the clubs of their districts, shall assist in the organization of new clubs, shall endeavor to foster the club spirit, and shall have general supervision of the work of The Federation within their respective districts.

Section 5. The recording secretary shall keep a record of the proceedings of the meetings of The Federation, the board of directors, and the executive committee. She shall be the custodian of all records of The Federation, except such as shall be assigned to others. She shall be a member of the records committee.

Section 6. The corresponding secretary shall send out notices of meetings and shall conduct such other correspondence as may be requested by the president or by The Federation. She shall receive the information for the annual directory of The Federation, for which purpose she shall maintain the official list of The Federation, including the name and location of clubs,

members of the board of directors, chairmen of committees, and such other information as may be authorized by The Federation. She shall have charge of the printing and stationery required by The Federation.

Section 7. The treasurer shall receive all funds of The Federation and deposit the same in such bank or banks as may be designated by the board of directors. She shall disburse these funds according to the budget approved at the annual meeting, provided that no bill shall be paid until approved by the president and the chairman of the finance committee. She shall keep a separate record of the various funds of The Federation, including – a general fund, memorial endowment fund, THE MARYLAND CLUBWOMAN magazine, or others. The treasurer shall render reports to the regular meetings of the board of directors and to the annual meeting. Her accounts and books shall be open to inspection by the board of directors. The treasurer's accounts shall be audited/reviewed annually by a certified public accountant selected by the executive committee. For this purpose the accounts of the treasurer shall be closed annually June 30. The report of the certified public accountant shall be given at the September meeting of the board of directors. This office of treasurer shall be bonded.

Section 8. The director of junior clubs shall perform the duties prescribed in Article XIII, Section – Junior Clubs.

ARTICLE VI: Meetings

Section 1. A convention, hereinafter referred to as the annual meeting, shall be held by The Federation in April or May of each year on a date and at a place to be determined by the executive committee. It shall be for the purpose of electing officers, of receiving reports of such officers and committees as may be required by The Federation, of adopting the proposed budget, and of transacting any other business that may arise. Notice of this meeting shall be sent to all clubs that are members of The Federation at least six weeks before the meeting. The annual meeting shall be open to all members of the federated clubs.

Section 2. The voting members of The Federation shall be the members of the board of directors and the accredited delegates. A voting member shall have but one vote, although entitled to vote in either of several capacities. No delegate shall represent more than one club.

Section 3. The federated clubs shall be entitled to be represented at the annual meeting of The Federation by delegates to be selected by the individual clubs in proportion to the number of members, as follows:

Clubs of active membership, of 25 members or less, one delegate and one delegate for every additional 25 members or major fraction thereof.

Clubs of associate membership, of 100 members or less, one delegate and one delegate for every additional 100 members or major fraction thereof, except clubs having more than 500 members, one delegate for each 100 members, up to 500 members, and representation to be based only on that number.

Section 4. At least ten days before the annual meeting, the president of each general club shall forward to the chairman of credentials of The Federation a certified list of the delegates and their alternates selected by her club.

At least ten days before the annual meeting, the president of each junior club and of each juniorette club shall forward to the chairman of credentials of The Federation a certified list of the delegates and their alternates selected by her club.

Changes in the roll of delegates must be authorized by the chairman of credentials and/or the president of The Federation prior to being seated in the annual meeting.

An alternate delegate, properly registered, may exercise the privileges and duties of the regular delegate in the latter's absence from the annual meeting.

Section. 5. Special meetings of The Federation shall be called by order of the board of directors or upon the written request of a majority of the districts. At least 15 days notice shall be given. The business to be transacted at any special meeting shall be limited to that mentioned in the call. The delegates at a special meeting of The Federation shall be those who are seated in the preceding annual meeting, provided they have not been disqualified by termination of membership in the club which they represented or on the board of directors.

Section 6. Eighteen voting members of The Federation shall constitute a quorum.

ARTICLE VII: Dues

Section 1. Annual dues for active clubs shall be \$4.50 per capita in addition to the required General Federation of Women's Clubs dues and these dues shall be apportioned through the budget to The Federation and the General Federation of Women's Clubs.

Annual dues for associated clubs shall be five dollars for the first 100 members or less and one dollar for each additional 50 members or major fraction thereof, up to 500 members.

Section 2. Dues are payable to the treasurer on or before December 1 of each year. Additional dues shall be remitted monthly. Clubs in arrears for dues shall not be entitled to be represented at meetings of The Federation. Clubs in arrears for dues for one full year shall be dropped automatically from representation in The Federation.

Section 3. The fiscal year shall begin on July 1 and end on June 30.

ARTICLE VIII: Districts

Section 1. To facilitate the work of The Federation, it shall be divided into three geographical districts as follows:

The Western District, Inc. shall consist of Garrett, Allegany, Washington, Frederick, and Carroll Counties

The Chesapeake District, Inc. shall consist of Baltimore City, Baltimore, Hartford, Anne Arundel, Howard, Calvert, Charles, St. Mary's, Prince Georges, Cecil, Kent, Queen Anne's, Talbot, Caroline, Dorchester, Wicomico, Somerset and Worcester Counties.

The Montgomery County Federation of Women's Clubs, Inc. shall consist of Montgomery County.

Section 2. Districts may elect officers and may adopt bylaws, which shall not be inconsistent with the bylaws of The Federation. Seven copies of a proposed revision of the bylaws of any district shall be submitted to the bylaws committee of The Federation for approval in order to avoid conflict with The Federation bylaws. The date of the annual meeting of a district shall be decided by the district after consultation with the president of The Federation.

Section 3. Districts are permitted to admit to membership associate organizations, which are not members of The Federation.

ARTICLE IX: Board of Directors

Section 1. The board of directors shall consist of the officers of The Federation, the honorary presidents, the presidents of the active and associated clubs, the coordinators/chairmen of departments and programs, the junior department chairmen, the chairmen and members of standing and special committees, and the staff of THE MARYLAND CLUBWOMAN magazine. In the absence of the director of junior clubs, she may be represented by a member of the junior board. In the absence of its president, a district or a club may be represented by another elected official.

Section 2. The board of directors shall have all power and authority over the affairs of The Federation during the interim between the meetings of The Federation, except that of modifying any action taken by The Federation other than amendments to the budget. It shall make appropriations in accordance with the budget and be responsible for all operations involving financial obligations on the part of The Federation, provided that no debt or liability shall be incurred in excess of the regular income of The Federation and provided that the investment of the endowment and other funds shall be in such securities as are specified by the laws of the State of Maryland relating to trust funds and savings bank monies. It may delegate to the executive committee such duties involving financial affairs as shall be deemed advisable. It shall act upon proposed projects of The Federation. It shall make an annual report to The Federation.

Section 3. Regular meetings of the board of directors shall be held at a place to be determined by the executive committee on the third Tuesday in September, February unless otherwise ordered by the executive committee. A meeting may be held also at the call of the president, immediately before or after the annual meeting of The Federation. At least seven days notice of the time and place of meeting shall be given.

Section 4. Special meetings of the board of directors may be called by the president and shall be called upon the written request of ten members of the board.

Section 5. The board of directors is authorized to adopt rules for the transaction of its business, provided they do not conflict with these bylaws.

Section 6. Eighteen members of the board of directors shall constitute a quorum.

ARTICLE X: Executive Committee

Section 1. The officers of The Federation shall constitute the executive committee. In an election year, during the interim between the date of election and June 1, the treasurer-elect shall also be a member of the executive committee.

Section 2. The executive committee shall transact the business of The Federation between meetings of the board of directors, except that the executive committee may not change policies adopted by The Federation or by the board of directors, other than amendments to the budget. In an emergency, the executive committee may approve expenditures not provided by the budget up to the amount of \$500. In an emergency, the executive committee may transact business by telephone or email.

Section 3. The executive committee shall control the policies, the finances, and the management of THE MARYLAND CLUBWOMAN magazine; shall consult with the staff of the magazine about any change in the policy of the magazine, prior to

any change in the policy; and shall require the editor to make an annual report and such other reports as may be required by the board of directors.

Section 4. The executive committee shall meet at the call of the president. It shall make a complete report at each regular meeting of the board of directors.

Section 5. Five members of the executive committee shall constitute a quorum.

ARTICLE XI: Programs

Section 1. The programs of work shall be authorized by The Federation or by the board of directors and shall conform as nearly as possible to those of the General Federation of Women's Clubs.

Section 2. The chairmen of programs shall advise the dean of chairmen of their plans of work, which shall be approved by a committee composed of the dean of chairmen, the president, and one other member of the executive committee. The program chairmen shall make an annual report and such other reports as may be required by the board of directors.

ARTICLE XII: THE MARYLAND CLUBWOMAN

The official publication of The Federation shall be THE MARYLAND CLUBWOMAN.

ARTICLE XIII: Junior Clubs

Section 1. Clubs whose membership is composed of young women may be classified as junior clubs. Junior clubs shall hold active membership in The Federation and shall have all the privileges and obligations of such membership.

Section 2. Any junior club, which has ten or more members, may apply for membership in The Federation. An application for membership together with two copies of the bylaws; three copies of the names and addresses of its officers; the number of its members; and the annual dues for the first year, together with the required stencil fee for each member for THE MARYLAND CLUBWOMAN magazine; and names and addresses of its members shall be sent to the district who shall present it with her comments to the membership committee of The Federation for consideration. The application, together with the report of the membership committee, shall be referred to the board of directors for action.

Section 3. There shall be a director of junior clubs, who shall be elected at the annual meeting of The Federation held in the even number years. The director of junior clubs shall direct the activities of the junior membership; serve as liaison between The Federation and the junior membership; appoint junior program chairmen, subject to the approval of the executive committee of The Federation; promote the interests of The Federation; have full voting privileges in the meetings of the executive committee, the board of directors, and the annual meetings of The Federation; and preside at meetings of the junior membership.

Section 4. There shall also be a director-elect of junior clubs, a secretary, and a treasurer for the junior membership. They shall be elected at the junior meeting preceding the annual meeting of The Federation in the even number years. They shall perform the duties of their offices and assist the director of junior clubs.

Section 5. In case of a vacancy in the position of director of junior clubs, the director-elect of junior clubs shall accede to the office of director of junior clubs and shall serve until the next election.

In the case of a vacancy in the position of director of junior clubs and the director-elect of junior clubs is unable to accede to the office of director of junior clubs, the executive committee of The Federation, upon recommendation of the junior board, shall elect a member of the junior board to serve the unexpired term.

Section 6. The junior membership shall hold two meetings annually; one meeting, known as the fall meeting, shall be held in September or October; one meeting, known as the spring meeting, shall be held preceding the annual meeting of The Federation. The junior membership may adopt standing rules, which shall be submitted to the executive committee of The Federation for approval.

Section 7. There shall be a director of junior clubs for each district where there are junior and/or juniorette clubs. The method of securing this director shall be determined by the district.

Section 8. The junior board shall consist of the director of junior clubs, the director-elect of junior clubs, the secretary of junior clubs, the treasurer of junior clubs, the junior club presidents, the district directors of junior clubs, the junior department chairmen, and the junior special committee chairmen. This board shall promote the activities of the junior membership and assist in the formation of new junior clubs. In the absence of the director of junior clubs, the director-elect shall represent the junior membership at meetings of The Federation, except at meetings of the executive committee of The Federation.

Section 9. Juniorette clubs (to be a special committee of the junior clubs). Clubs whose membership is composed of young women in middle school and high school may be classified as juniorette clubs. Juniorette clubs shall hold active membership in The Federation and shall have all the privileges and obligations of such membership.

Section 10. Any juniorette club, which has ten or more members may apply for membership in The Federation. An application for membership together with two copies of the bylaws; three copies of the names and addresses of its officers; the number of its members; and the annual dues for the first year, together with the stencil fee for each member for THE MARYLAND CLUBWOMAN magazine and names and addresses of its members shall be sent to the district president who shall present it with her comments to the membership committee of The Federation for consideration. The application, together with the report of the membership committee, shall be referred to the board of directors for action.

ARTICLE XIV: Committees

Section 1. There shall be the following standing committees: Bettie M. Sippel Memorial Endowment Fund, bylaws, finance, membership, records, and resolutions.

Section 2. The Bettie M. Sippel Memorial Endowment Fund committee shall consist of a chairman appointed by the president with the approval of the executive committee and one member from each district to be appointed by the district president. It shall be the duty of this committee to increase the Memorial Endowment Fund for enlarging and broadening the work of The Federation. The interest accruing from this Fund and an amount from the principal of the Fund not to exceed \$5,000, may be used each year for whatever purpose the board of directors of The Federation deems most necessary.

Section 3. The bylaws committee shall consist of a chairman and a vice-chairman appointed by the president of The Federation with the approval of the executive committee, the presidents of the three districts, the director of junior clubs, and the parliamentarian in an advisory capacity. The vice-chairman shall act as secretary. It shall be the duty of this committee to receive and put into parliamentary form proposed amendments to the bylaws of The Federation. The committee shall approve a proposed revision of the bylaws of any district in order to avoid conflict with The Federation bylaws.

Section 4. The finance committee shall consist of a chairman, the president-elect, the treasurer, and three members appointed by the president with the approval of the executive committee. It shall be the duty of this committee to prepare a budget of the year's receipts and expenditures, which it shall submit to The Federation for adoption. It may recommend to the board of directors and/or the executive committee the investment of the endowment and other funds.

Section 5. The membership committee shall consist of a chairman to be appointed by the president with the approval of the executive committee, the director of junior clubs, and one member from each district to be appointed by the district president. It shall be the duty of this committee to stimulate interest in the value of The Federation; increase club membership; promote new clubs; and investigate applications for membership, recommend classification, and prepare a report of its findings which it shall submit with the application to the board of directors for action.

Section 6. The records committee shall consist of the recording secretary, a chairman, and two members to be appointed by the president with the approval of the executive committee. The committee shall file or destroy, as the case may be, and in accordance with the guide for the records committee, the records and documents of The Federation. The committee shall maintain a permanent file as to the procedures to be followed, the work to be done, recommendations made, etc.

Section 7. The resolutions committee shall consist of a chairman to be appointed by the president with the approval of the executive committee and one member from each district to be appointed by the district president. It shall be the duty of this committee to receive, consider, investigate the accuracy of the contents, consult sponsors on editorial changes, put into proper parliamentary form, and present to The Federation all resolutions as are pertinent to the work and objectives of The Federation. Resolutions must be received by the committee on or before January 15. Resolutions may be presented by any one of the following: the executive committee; the resolutions committee; a district; a federated club; a chairman of a program or committee of The Federation. Copies of the proposed resolutions shall be sent with the call to the annual meeting at which they are to be considered for adoption.

Emergency resolutions required by conditions arising subsequent to January 15 may be brought before the annual meeting upon written request of any constituent authorized to propose resolutions. All emergency resolutions shall be presented by the resolutions committee to the executive committee for consideration and emergency status before being presented to the annual meeting.

Resolutions establishing the general policy of The Federation shall remain active until rescinded by the delegate body. All resolutions, which have been active for two-years, shall be reviewed automatically by the resolutions committee or timeliness, change of opinion, or need.

Action taken by The Federation at its annual meeting shall be binding on all officers and members when they are representing The Federation.

Section 8. Such other committees, standing or special, shall be appointed by the president with the approval of the executive committee, as shall be authorized by The Federation or by the board of directors.

ARTICLE XV: Indemnification

The directors, officers, and members of The GFWC Maryland Federation of Women's Clubs, Inc., a corporation under the laws of the State of Maryland, shall be indemnified for any costs. Expenses, or liabilities incurred as result of the performance of their duties as prescribed in the bylaws of said corporation.

ARTICLE XVI: Parliamentary Authority

The rules contained in Roberts' Rules of Order Newly Revised, latest edition, shall govern The Federation in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XVII: Amendments to the Bylaws

The bylaws may be amended by a two-thirds vote at any annual meeting, provided the amendment has been proposed by the bylaws committee, the executive committee, or by a federated club; and a copy of the proposed amendments has been sent with the call at least six weeks before the annual meeting. Proposed amendments must be received by the chairman of the bylaws committee on or before February 1.

ARTICLE XVIII: Emergencies

In the case of national emergency, state emergency, or any type of event (man-made or natural) that would potentially put members in danger to meet, the president with the executive committee, may order that elections be held or any other necessary business be conducted by USPS mail or electronic means. A ballot or the matter under consideration will be sent to each club and the club will return their response to the Federation in the manner in which it was sent by the designated deadline. Each club will be entitled to as many votes as the number of delegates it is allotted when a convention is held.

Bylaws as amended through August 27, 2020

THE FEDERATION STANDING RULES

1. Club Presidents

- a. Each club president shall have all communications from the district, The Federation, and the General Federation of Women's Clubs officers or coordinators/chairmen presented to her club or to the proper chairmen, stress the purpose of such communications, and insure a prompt reply when needed.
- b. During the club year, any changes in club officers shall be reported to the district president, to The Federation president, and to The Federation corresponding secretary.
- c. A copy of each club program or year book shall be sent to the district president and The Federation president.

2. Club Treasurers

- a. Club treasurers shall pay The Federation dues by December 1. Additional dues shall be remitted monthly, dues received after April 1 shall be applied as dues for the next club year. Make checks payable to the Treasurer, The GFWC Maryland Federation of Women's Clubs. The Federation and the General Federation of Women's Clubs delegates will be based only upon those members whose dues shall have been paid by February 1.
- b. Club treasurers shall send by December 1 of each fiscal year to The Federation treasurer and to the circulation manager of THE MARYLAND CLUBWOMAN magazine a complete alphabetical membership list, including zip codes.
- c. Club treasurers shall report monthly any deletions, address changes, and new members and shall forward stencil fee of 50¢ for each address change and new member to the circulation manager of THE MARYLAND CLUBWOMAN magazine. Make checks payable to the Treasurer, The GFWC Maryland Federation of Women's Clubs.
- d. Contributions to the Bettie M. Sippel Memorial Endowment Fund shall be sent to The Federation treasurer prior to April 1 and checks shall be made payable to the Treasurer, The GFWC Maryland Federation of Women's Clubs.
- e. Contributions to the Youth Art Fund shall be sent to The Federation Youth Art chairman prior to April 1 and checks shall be made payable to the Treasurer, The GFWC Maryland Federation of Women's Clubs.

3. Club Chairmen

News items shall be sent by club communications chairmen to the district editor of THE MARYLAND CLUBWOMAN magazine.

4. The Federation

- a. The president-elect and vice-president shall be dean of coordinators/chairmen and meetings chairmen as designated by the president with approval of the executive committee.
- b. The Federation coordinators/chairmen of departments and programs shall send their plans of work promptly to corresponding district coordinators/chairmen.
- c. A chairman of reservations shall be appointed. She shall accept reservations for meals for all meetings of The Federation. She shall maintain a checking account for deposit of reservation receipts and for payment of bills. She shall be bonded under the bond policy for the treasurer of The Federation.
- d. A directory chairman shall be appointed. She shall obtain necessary information from the corresponding secretary and compile it for the directory of The Federation. She shall have it printed and distributed, collect the required fee, and account to the treasurer of The Federation.
- e. The executive committee shall set the price of the directory. It is the property of the club or individual to whom it is sold. Additional copies of the directory may be secured from the chairman of the directory and shall be accessible only to club members and to those authorized by The Federation executive committee.
- f. Endorsements for candidates for office in The GFWC Maryland Federation of Women's Clubs shall be in the hands of the chairman of The Federation nominating committee postmarked on or before November 1 of the year proceeding the election, with a duplicate copy being sent to the candidate's district representative to The Federation nominating committee.
- g. The budget shall be presented to the executive committee for information before it is presented to The Federation for adoption.
- h. Delegates of The Federation to the Southeastern Region meeting shall be the officers of The Federation. Additional delegates shall be appointed by the president to fill the quota established by the Southeastern Region.
- i. The Federation has the flexibility of mounting her president's pin on a more substantial base.
- j. The executive committee shall plan the convention agenda in the odd-numbered years to be as concise as possible in order to reduce the cost and time for members to attend meetings of The Federation.
- k. These standing rules may be adopted, amended, or rescinded at any meeting of The Federation or the board or directors.

STANDING RULES FOR THE FEDERATION JUNIOR MEMBERSHIP

The standing rules for the junior membership of The Federation may be amended by a two-thirds vote of the accredited delegates at any junior state meeting, pending approval by the Federation executive committee.

1. Members shall be encouraged to continue federation work through membership in a federated woman's club.
2. The time and place of the junior spring and fall meetings shall be approved by The Federation executive committee.
3. Voting representation at junior meetings shall be as follows: the director of junior clubs, past directors of junior clubs, the director-elect of junior clubs, the junior secretary, the junior treasurer, junior department chairmen, junior special committee chairmen, district directors of junior clubs, junior club presidents, juniorette club presidents, and junior club delegates and juniorette club delegates in accordance with Article VI, Section 3 of The Federation bylaws.
4. An annual written report shall be given by the director of junior clubs, the associate director of junior clubs, the district directors of junior clubs, the junior club presidents, and the juniorette club presidents at the junior spring meeting.
- 5.a. There shall be a director-elect of junior clubs, a secretary, and a treasurer for the junior membership. They shall be elected at the junior spring meeting in the even number years. Nominations for these offices shall be received by the director of junior clubs prior to the junior fall meeting in the odd number calendar year. Additional nominations may be made from the floor of that junior fall meeting, provided the consent of the nominee shall first be obtained. All nominations shall be presented to the meeting. The names of all nominees will be presented at the spring meeting and the vote shall be by ballot; a majority shall elect. In the event that there is only one (1) candidate for an office, ballots may be dispensed with and the chair may simply declare that the candidate is elected, thus effecting the election by unanimous consent or "acclamation." In the event of a vacancy in the office, the vacancy shall be filled by an appointee of the director of junior clubs to serve until the close of the administration.
- 5.b. The director-elect of junior clubs shall perform the duties of dean of chairmen and program chairman. In the absence of the director of junior clubs, the director-elect of junior clubs shall perform the duties of that office with the exception of attending meetings of The Federation executive committee.
- 5.c. The junior secretary shall keep a permanent record of the minutes of all meetings of the junior membership of The Federation and the annual reports of the current administration and of the immediately preceding administration after which they shall be

transferred to the director of junior clubs who shall transfer them along with other records of the junior membership to the records committee for permanent preservation. She shall mail the Call to the junior fall conference and to the mid-winter rally meetings and other correspondence as requested by the director of junior clubs.

5.d. The junior treasurer shall receive all funds of the junior membership and shall disburse these funds according to the budget approved by the junior membership. She shall render reports at the fall and spring junior meetings. She shall keep a permanent record of all junior financial records for the current administration and present them for an audit before June 1 in the even number calendar years. This audit shall be performed by two people appointed by the director of junior clubs. They shall render a report at the first junior fall conference of a new administration. The financial records of the junior membership shall be kept in the possession of the junior treasurer for a period of four (4) years and then transferred to the director of junior clubs who shall transfer them along with other records of the junior membership to the records committee for permanent preservation.

6. Recommendations and adoptions of projects or programs shall be made by the junior membership and submitted to The Federation executive committee for final approval.

7. The director of junior clubs shall be elected in the follow manner:

a. All junior clubs wishing to submit the name of a candidate for director of junior clubs shall send a club endorsement and a written record of qualifications not to exceed 500 words to the director of junior clubs.

b. All endorsements of candidates received by the director of junior clubs no later than one week before the junior fall meeting in the odd number calendar year shall be submitted to that meeting. Additional nominations may be made from the floor provided the consent of the nominee shall first have been obtained. Vote shall be by ballot; a majority shall elect. In the event that there is only one (1) candidate, ballots may be dispensed with and the chair may simply declare that the candidate is elected, thus effecting the election by unanimous consent or "acclamation."

c. The name of the candidate elected shall be sent to the chairman of The Federation nominating committee with the written endorsement of the junior membership. If no endorsement for the office is received by the nominating committee from the junior membership, it shall be the responsibility of the nominating committee, upon recommendation of the junior board, to select a candidate from the junior membership for the office of director of junior clubs.

8. The director of junior clubs shall visit each of the junior clubs once during the two-year term. These visits shall be supplemented by a newsletter from the director of junior clubs as deemed necessary.

9. Junior clubs and juniorette clubs shall pay yearly assessment of \$3.00 per member for junior activities.

10. The director of junior clubs may appoint junior program chairmen to correspond with those of The Federation. The chairmen shall coordinate the programs of junior clubs. The director of junior clubs also may appoint junior special committee chairmen as needed. Each chairman shall make an annual report and such other reports as may be required.

11. At least \$300 shall remain in the junior treasury at the close of an administration to be used equally by the incoming and outgoing directors of junior clubs for attendance at the General Federation of Women's Clubs convention.

12. One-third of the total voting strength shall constitute a quorum.

13. Each junior club may yearly pledge a percentage of its annual earnings to a fund in the junior treasury, earmarked for the director of junior club's expenses.

Adopted by Juniors: February 22, 2020

Approved by MFWC EC: July 23, 2020
(per MFWC Bylaws Article XII, Section 6)