

BY-LAWS AND STANDING RULES
THE WOMEN'S CLUB OF GLEN RIDGE, INCORPORATED

March 6, 2012

TABLE OF CONTENTS

<u>BYLAW ARTICLE NUMBER</u>	<u>SUBJECT</u>	<u>PAGE NUMBER</u>
I	Name	3
II	Purpose	3
III	Members	3
IV	Officers	5
V	Board of Trustees	6
VI	Executive Committee	7
VII	Committees	7
VIII	Departments	9
IX	Advisory Council	9
X	Meetings	10
XI	Nominating Committee	10
XII	Elections	11
XIII	Guests	11
XIV	Girls' Club	12
XV	Seal	12
XVI	Parliamentary Authority	12
XVII	Amendments	12
XVIII	Dissolution	13

STANDING RULES: Pages 14 through 21

BYLAWS

ARTICLE I: NAME

The name of this corporation shall be The Women's Club of Glen Ridge, Incorporated.

ARTICLE II: PURPOSE

The purpose for which this corporation is formed is to create an organized center of thought and action for the women of the community in which ideals of education, culture, and civic and social service may be encouraged and developed.

ARTICLE III: MEMBERS

Section 1. Provision of Membership:

Membership shall be open to residents of Glen Ridge and vicinity, who being in sympathy with the purpose of the Club, wish to be members. They shall pay Club dues as specified in Standing Rules, Section 2, Finances.

Classes of Membership: The classes of membership shall be Basic, Patron, Sponsor, Benefactor, Life, Honorary, Non-resident, In-active, Associate and Girls' Club.

- a. Basic Membership: General members shall be entitled to all the rights and privileges of the Club including the right to vote and hold office.
- b. Patron Membership: Patron members shall have the rights and privileges of a General member.
- c. Sponsor Membership: Sponsor members shall have the rights and privileges of a General member.
- d. Benefactor Membership: Benefactor members shall have the rights and privileges of a General member.
- e. Life Membership: Life members shall have the rights and privileges of a General member.
- f. Honorary Membership: Honorary membership may be offered to women whom the Club desires to honor. These women shall be elected to honorary membership upon the recommendation of the Board of Trustees, and shall be exempt from the payment of dues. If the honorary member was a voting member prior to election, she shall retain voting privileges.
- g. Non-resident Membership: A member who lives 25 miles or more from the Clubhouse, shall have the right to become a non-resident member of the Club. She shall not have voting privileges.
- h. In-active Membership: Members who are members in good standing and have become housebound may apply to the membership chair for classification of In-active membership. Such membership shall be granted at the discretion of the Board of

Trustees. They will be non-voting members.

i. Associate Membership: Associate membership may be offered to all men of the community. Associate members shall have the privilege of attending all club meetings, and may serve on committees, but will be non-voting members of the Club.

j. Girl's Club Membership: Membership shall be open to girls of the ninth, tenth, eleventh and twelfth grades. They shall pay dues determined by the Girls' Club Board.

Section 2. New Members

Upon the payment of dues, the new member shall be entitled to all the rights and privileges of the Club. A new member shall receive a letter welcoming them to the Club and outlining all of the rights, privileges and responsibilities of Club Members

Section 3. Resignation

A member wishing to resign from the Club shall send written notice to the Membership Chair. Written notice of acceptance of resignation shall be sent by the Corresponding Secretary.

Section 4. Delinquents

Any member whose dues are not paid by September 1 shall be notified by the Treasurer that the member will be dropped if dues are not paid by October 1.

Section 5. Reinstatement

Any member who resigns in good standing may be reinstated by payment of dues for the current year. Any member dropped for non-payment of dues may be reinstated upon payment of current dues.

ARTICLE IV:

OFFICERS

Section 1. Personnel: The officers of the Club shall be a President, a Vice-President, a Recording Secretary, a Corresponding Secretary, a Treasurer, an Assistant Treasurer, and Finance Chair. A second Vice-President may be elected for a single two year term upon determination by the Board of Trustees that such additional office is necessitated by reason of unusual responsibilities or circumstances.

Section 2. Eligibility: Any voting member in good standing shall be eligible for office.

Section 3. Term of Office: Officers shall serve for two years and may be elected to serve in the same position for two consecutive terms. The Treasurer may serve for two consecutive terms or until her successor is elected.

Section 4. Nominations: Officers shall be nominated at the March regular business meeting and elected at the April regular business meeting by a majority of voting members present. Officers shall be installed at the annual meeting and shall assume their duties at the close of said meeting.

Section 5. Duties:

a. President: The President shall preside at all meetings of the Board of Trustees and of the Club, sign all legal documents and reports pertaining to the affairs of the Club, sign checks in the absence of the Treasurer, and be an ex-officio member of all committees and departments, except the Nominating Committee. She shall serve also as Chair of the Advisory Council.

b. Vice-President: The Vice-President(s) shall perform the duties of the President in her absence or at her request, and represent the President at committee meetings and at the meetings of other organizations when so requested by the President. The Vice-President shall serve on the Finance Committee. She shall be responsible for the Club by-laws. If a vacancy in the Office of the President occurs, she shall succeed to the Office for the unexpired term. The Vice-President(s) shall be responsible for Henry Chapman Night.

c. Recording Secretary: The Recording Secretary shall keep minutes of the meetings of the Club and of the Board of Trustees, file all reports and be custodian of the Official Seal of the Club, and, when authorized, sign legal documents and reports pertaining to the affairs of the Club.

d. Corresponding Secretary: The Corresponding Secretary shall conduct the correspondence of the Club and of the Board of Trustees, notify members of the acceptance of their resignations and file, in compliance with the law, a certificate with the Secretary of the State of New Jersey at each election of officers or when a vacancy in office is filled.

e. Treasurer: The Treasurer shall supervise all Club funds and securities, except those deposited with persons or institutions as trustees or custodians for the benefit of the Club, deposit the funds in the bank selected by the Board of Trustees, send out all bills for membership dues, keep the official membership list. The books, vouchers, and all reports of the Treasurer shall be submitted to the accountant for review following the annual meeting and shall present the report of the review to the Board of Trustees at their September meeting.

The Treasurer shall also act as Chair of the Rental Committee.

f. Assistant Treasurer: The Assistant Treasurer will aid the Treasurer in her responsibilities.

g. Finance Chair: The Finance Chair shall act as Chair of the Finance Committee, as presented in ARTICLE VII, Section 2,

paragraph a. The Finance Chair, with a committee of at least three members of the Club, shall confer with professional advisors on investments. She shall oversee the long-range financial plans of the club.

ARTICLE V: BOARD OF TRUSTEES

Section 1. Personnel: The Board of Trustees shall consist of the Officers, Committee Chairs and Department Chairs.

Section 2. Quorum: One third of the members of the Board of Trustees shall constitute a quorum.

Section 3. Board Meetings: The Board of Trustees shall hold regular monthly meetings from September to May inclusive. The Board of Trustees shall have general supervision of the affairs of the Club between regular monthly business meetings.

Section 4. Term of Office: Committee and Department Chairs shall serve for two years. They may be elected to serve in the same position for two consecutive terms.

Section 5. Nominations: Trustees shall be nominated at the March regular business meeting and voted on at the April regular business meeting by a majority of voting members present. Trustees shall be installed at the annual meeting and shall assume their duties at the close of said meeting.

Section 6. Office Manager: The Board of Trustees shall have the responsibility for approving the hiring of an Office Manager who shall be responsible for all matters pertaining to the Club office as well as being the primary contact for Club bookings and rentals.

ARTICLE VI: EXECUTIVE COMMITTEE

There shall be an Executive Committee, composed of officers of the Club, which shall have the power to act as the Board between regular Board meetings in cases of emergency. This committee shall make a report of its activities, if any, at regular Board meetings.

ARTICLE VII: COMMITTEES

Section 1. Standing Committees: There shall be the following committees: Finance, Girls' Club Advisory, Grounds, Hospitality, House, Membership, Nominating, Public Relations, "Signpost", Social, and Ways and Means.

Section 2. Duties:

a. Finance: This committee shall prepare a budget for the next fiscal year and present it to the Board of Trustees for approval at the February Board meeting. It shall be presented to the Club for adoption at the April meeting. This committee shall supervise and be responsible for all financial matters and Club insurance. It shall prepare long-range finance planning covering properties maintenance, investment strategies and salaries. The Finance Committee shall establish rental schedules governing the use of Club facilities by outside individuals and organizations and the fees to be charged for such use. To this end, a Rental Committee shall be formed and will be chaired by the Treasurer. The Rental Committee shall work with the House and Treasurer to oversee all work pertaining to outside rentals.

b. Girls' Club Advisory: This committee shall assist the Girls' Club in establishing and maintaining policies, rulings, programs, and projects. It shall be governed by ARTICLE XIV.

c. Grounds: This committee shall be responsible for the maintenance of the Club grounds.

d. Hospitality: This committee shall be responsible for:

- 1) Overseeing the maintenance of Club linens, tableware and kitchen supplies including house beverages and all non-perishables.
- 2) Hosting the Annual Luncheon.

e. House: This committee shall be responsible for the maintenance of the Clubhouse and its furnishings. It shall also supervise the Custodian.

f. Membership: This committee shall provide application cards for applicants for membership and shall present the names of applicants to the Board of Trustees. They shall provide support for new members.

g. Nominating: This committee shall function in accordance with ARTICLE XI.

h. Social: This committee shall plan non-fundraising, social activities and events for club members.

i. Public Relations: This committee shall be responsible for promotional development of the Club and for keeping a favorable image of the Club before the community.

j. "Signpost": This committee shall be responsible for keeping the membership informed of Club activities on a regular basis.

k. Ways and Means: This committee shall be in charge of major

and social fund-raising projects for the Club.

1. Rental Committee: This committee shall be responsible for overseeing all aspects of our rental business. The Rental Committee, with the permission of the board, shall set rental policies and fees. The Rental Committee shall work with the House and Treasurer to oversee all work pertaining to outside rentals.

Section 3. Other Committees: The President, in consultation with the Board of Trustees, may appoint other committees when necessary.

ARTICLE VIII: DEPARTMENTS

Section 1. Personnel: There shall be the following departments: Art, Religions and Spirituality, Children, Community Service, Drama, Home and Garden, International Affairs, Literature, and Music.

Section 2. Duties of Chairs: The chair of each department (excluding Children's) shall arrange the program and hospitality for one Regular Monthly Meeting/Open House per year.

Section 3. Finances: Each department shall receive an appropriation from the Board of Trustees for conducting its work. Departments may charge a fee for guests but shall not contract debts or raise money without the approval of first the Finance Committee followed by approval of the Board of Trustees.

ARTICLE IX: ADVISORY COUNCIL

The Advisory Council shall be composed of at least two past Presidents and three members-at-large who shall be appointed by the President with the approval of the Board of Trustees. One of these appointees shall be chosen from the Board of Trustees and shall serve as Vice-Chair of the Advisory Council. The President shall serve as Chair.

ARTICLE X: MEETINGS

Section 1. Regular Monthly Meetings and Open House: This meeting shall be held on the first Tuesday of each month from October through April, inclusive. The Board of Trustees shall report to the membership at this time. Following the business meeting, the departments shall present an Open House program.

Section 2. Annual Meeting: The annual meeting shall be held on the first Tuesday in May at which time annual reports shall be presented and the new members of the Board of Trustees installed.

Section 3. Special Meetings: Special meetings may be called by the President or upon the written request of five members of the Board of Trustees.

Section 4. Quorum: Ten percent of all active members shall constitute a quorum.

ARTICLE XI: NOMINATING COMMITTEE

Section 1. Personnel: The membership of the Nominating Committee shall be composed in accordance with the Standing Rules. Any member of this committee may be nominated for office.

Section 2. Duties: The duties of this committee shall be to secure candidates for vacancies to be filled. The slate shall be presented at the February Board meeting, printed in the March "Signpost", and presented at the March regular business meeting.

Section 3. Vacancies on the Board of Trustees: Vacancies occurring on the Board of Trustees, other than the Office of President, shall be filled by this committee and ratified by the Board at its next meeting.

Section 4. Quorum: One third of the committee members shall constitute a quorum.

ARTICLE XII: ELECTIONS

Section 1. Annual Election: The annual election shall be held at the regular business meeting in April.

Section 2. Biennial Election: The biennial election shall be held in the even calendar years at which time the following shall be elected: President, Vice-President, Corresponding Secretary, one half of the departments and committees listed in the Standing Rules.

Section 3. Alternate Election: The alternate election shall be held in the odd calendar years at which time the following shall be elected: Recording Secretary, Treasurer, Finance Chair, one half of the departments and committees listed in the Standing Rules.

Section 4. Voting Procedure:

When there is only one candidate for an office, the election may be by voice, electronic ballot, e-mail or United States Postal

Service. When there is more than one candidate for an office, voting shall be by ballot. When the vote is by ballot, the President shall be authorized to appoint a Board of Elections, composed of a Chair and five members. The candidates receiving the majority of votes for an office shall be declared elected to that office.

Section 5. Additional Nominations: Nominations may be made from the floor at the April regular business meeting. Nominations may be made also by petition to the Nominating Chair at least ten days before the April regular business meeting, and must have the approval of the candidate and the signatures of ten members. These nominations shall be presented with the slate at the April regular business meeting.

ARTICLE XIII: GUESTS

Section 1. Monthly Meetings: Non-members of the club may attend advertised Regular Monthly Meeting/Open Houses and shall pay guest fees when specified. Returning guests shall be encouraged to join the Club.

Section 2. Other Meetings: Regular department meetings may be open to all Club members and guests. Non-members of the Club may attend lectures and special courses upon payment of the fee specified for said non-members.

Section 3. Guest Fees: A guest fee shall be charged at all club events with the exception of events designated as membership drives.

ARTICLE XIV: GIRLS' CLUB

The Girls' Club shall be open to the girls of the ninth, tenth, eleventh, and twelfth grades. It shall be under the supervision of the Girls' Club Advisory Committee according to rules adopted by their membership as approved by the Board of Trustees. The Girls' Club shall be responsible for its own financial obligations. A copy of its rules and membership list, including changes as they occur, shall be kept on file in the Club office.

ARTICLE XV: SEAL

The Corporate Seal of the Club consists of two concentric circles between which is the name: "The Women's Club of Glen Ridge". In the center of said seal is inscribed: "Corporate Seal, 1911, New Jersey".

ARTICLE XVI: PARLIAMENTARY AUTHORITY

The rules contained in "Robert's Rules of Order Newly Revised" shall govern the Club in all cases in which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XVII: AMENDMENTS

The by-laws may be amended by a vote conducted via e-mail, electronic balloting, United States Postal Service or during a regular monthly business meeting provided that notice of such amendment has been presented at the previous regular business meeting, announced in the Signpost and posted on the Women's Club bulletin board not less than four weeks previous to said vote. The Board of Trustees shall choose the method of voting in accordance with the Standing Rules.

If voting takes place during a regular business meeting the bylaws may be amended by the affirmative vote of two-thirds of the voting members present so long as a quorum has been met.

If voting is to take place without a meeting, the bylaws may be amended by the affirmative vote of two thirds of those members voting by e-mail, electronic ballot, or by the United States Postal Service, so long as the total number of votes cast constitutes a quorum.

The Standing Rules may be amended at any regular monthly business meeting by a majority vote without previous notice.

ARTICLE XVIII: DISSOLUTION

Section 1. Voting Procedure: The Women's Club of Glen Ridge may be dissolved by the affirmative vote of two thirds of all members entitled to vote at a special meeting held for that purpose upon a thirty-day notice in writing stating the purpose of such a meeting.

Section 2. Distribution of Assets: In the event of the dissolution of The Women's Club of Glen Ridge, Incorporated, all assets remaining, after the payment of all debts and obligations of this corporation, shall be distributed to such charitable, scientific, literary, educational, and cultural purposes as may be voted upon by the members at the special meeting held for the purpose of dissolving this corporation.

STANDING RULES

Section I: Board of Trustees

1. Chair of special committees may attend Board meetings by invitation of the President, without the right to make motions or vote.
2. Non-Board members may attend Board meetings by invitation of the Board but may not remain during deliberations.
3. Each member of the Board of Trustees shall receive a binder, with complete information pertaining to her job, not later than the May business meeting.
4. Each binder shall contain a copy of (1) Club Bylaws and Standing Rules, (2) Chair's job description, (3) Guidelines for Trustees, and (4) current year's budget.
5. Keeping the binder up-to-date shall be the responsibility of the trustee.
6. Entries to be made by each trustee in the binder shall include:
 - a. Record of committee or department budget expenditures
 - b. Copy or reports made to the Board and Club
 - c. Copies of committee or department publicity
 - d. List of committee or department members, including name of member assigned to handle publicity
 - e. Records of classes or study courses sponsored
 - f. Meeting dates of committee or department
 - g. Motions pertaining to committee or department
 - h. Any other details or suggestions that might help successor

Note: All reports and notes should be dated.

Section II: Finances

1. The fiscal year shall be from May 1 to April 30.
2. The Membership year shall be from September 1 to August 31.

Membership dues shall be as follows:

General:	\$75.00
Patron:	\$100.00
Sponsor:	\$125.00
Benefactor:	\$200.00
Life:	\$1500.00 (one time fee)
Non-resident:	\$25.00
In-active:	\$25.00
Associate:	\$25.00

3. All surplus amounts from **assigned appropriation** shall revert to the treasury of the Club at the end of a chair's term, except for an unexpired term. A chair's successor may not receive committee or department funds left from the previous chair.

Please refer to **Bylaws Article VIII Section 3** for rules regarding surplus funds from other sources.

4. Chairs shall check balance in budget with Treasurer before contracting bills.
5. Club members spending their own money for authorized Club expenses shall present sales slips or receipted bills to the treasurer for reimbursement.
6. The Club tax-exempt number is 22-1453-735.
7. Bills should be made out and sent to The Women's Club of Glen Ridge, marked "ordered by", and followed with purchaser's name and name of committee or department for which purchase was made.
8. All bills shall be approved promptly and a record kept in the Trustee's Binder.
9. Checks for speakers, caterers, orchestras, etc., shall be arranged for at least one week in advance.
10. All expenses incidental to programs shall be charged against the committee or department in charge of the meeting.
11. Any expenses above \$40,000 shall be approved by the general membership by a two thirds vote.
12. Fees for study courses and classes should be sufficient to cover expenses.
13. Any funds or gifts offered to the Club shall be referred to the Finance Committee for consideration and recommendation to the Board.

14. An Investment Committee of three members of the Club shall be appointed by the Finance Chair with the approval of the Finance Committee and the Board of Trustees. The members shall serve for three years. One member shall retire each year.
15. Any fund-raising project shall be presented with a budget to the Finance Committee, and, if approved, presented to the Board for approval.
16. The Finance Committee shall meet from September through May as needed.
17. Each department shall receive an appropriation from the Board of Trustees for conducting its work.
18. The Community Service Department shall make a thorough investigation of the financial needs of local organizations. This department shall make recommendations for the distribution of the Club's Social Services budget. These recommendations shall be presented to the Finance Committee and the Board for approval.
19. A new member joining on or after January 31 shall be entitled to membership through the current and following membership year.

Section III: Committees and Departments

The composition of committees and departments shall be as follows:

- a. The Finance Committee shall be composed of the Chair; two past Presidents (to the extent available); the Vice-President; the Treasurer; the Assistant Treasurer; a Member-at-large; the Chairs of Community Service, Grounds, House, and Ways and Means Committees;
 - b. The Girls' Club Advisory Committee shall be composed of the Chair and three members appointed by her.
 - c. The Nominating Committee shall be composed of a Chair; a Vice-Chair; a representative of each committee and department, appointed by the Chair of each committee and department. The names of the Nominating Committee members shall be presented to the Club on or before the December regular meeting.
 - d. The composition of all other committees and departments shall be at the discretion of the chair.
2. Names of committee and department members shall be given to the Office Manager in May.
 3. Regular meetings of committees and departments shall be held

as needed and shall be scheduled with the Office Manager. Any changes shall be cleared with the Office Manager.

4. If a trustee is unable to attend a Board meeting, she shall send a member of her department or committee.
5. Chairs shall assign a committee or department member to prepare publicity releases.
6. The Club shall provide bulk mailings as needed. Separate mailings shall be paid for by individual departments.

Section IV: Programs and Speakers

1. The calendar for the Club year shall be set up in May.
2. Any changes in dates made after the May Calendar meeting shall be cleared through the Office Manager.
3. All expenses incidental to programs shall be paid by the committee or department in charge.
4. Check for the speaker shall be ready on the day of the program. This should be arranged with the Treasurer at least one week in advance.

Section V: Arrangements for Program and Party Meetings

1. Committees and departments in charge of meetings, including Open Houses, shall be responsible for refreshments and decorations for said meetings, and shall consult with the Custodian and the Office Manager regarding arrangements.
2. Committees and departments in charge of refreshments and decorations at meetings shall ensure that all equipment used is cleaned and stored following said meetings.
3. Instructions for the Custodian shall be written on forms found in the office.
4. Rooms and arrangements for study classes and rehearsals shall be written on forms found in the office and given to the Custodian.
5. The Office Manager shall be notified of all dates and changes. The Office Manager shall keep the office calendar.

Section VI: Classes and Paid Courses

1. In paid courses, classes may be opened to non-Club members

for an additional fee.

2. Dates for courses shall be cleared at the calendar meeting and with the Office Manager.
3. Charges for all classes shall be enough to cover expenses. Profits shall be turned over to the Treasurer or Executive office Manager and a receipt given.

Section VII: Special Groups Where No Fee is Charged

1. Special groups requesting space for regular, ongoing meetings for which no fee is charged need to submit a request to the Board.
2. Groups must be comprised of no less than five members in good standing.
3. The request should include proposed dates, times and locations for the group's meetings.
4. The Board will appoint a liaison who will be responsible for use of the Club by the group.
5. Such groups must be open to all members in good standing.
6. Non-members attending such groups can attend one meeting at no charge and thereafter shall be charged a guest fee of no less than \$5/meeting.

Section VIII: Exhibits and Sales of Articles

1. Permission to sponsor an exhibit shall be obtained from the Board.
2. Permission for public sales shall be obtained from the Board and the Township of Glen Ridge Borough.

Section IX: Resignations

1. Long-time members of the Club who have become incapacitated through age or illness shall be considered Resigned rather than Dropped for non-payment of dues at the discretion of the Board of Trustees.

Section X: House Rules

1. Clubhouse dates and hours
 - a. The Club shall be closed on Saturdays, Sundays

and holidays for Club activities, except by special permission of the Board of Trustees.

- b. Ways and Means shall have priority over all rentals and other affairs.
- c. The Club Office shall be closed from July 1 to Labor Day. During this time, there shall be an answering service from 9:00 AM to 5:00 PM weekdays.
- d. Any changes in dates listed on the Club calendar for Club activities shall be cleared through the Office Manager.
- e. Changes in rental dates shall be cleared through the Office Manager.

2. Club property

- a. No Club property shall be removed from the Clubhouse without permission of the Board of Trustees.
- b. Committees and departments shall be responsible for returning silver and cloths in good condition.
- c. Any documents or papers removed from the Clubhouse or safe deposit box shall be signed for when taken and returned.

3. Keys

- a. When the Clubhouse is closed, arrangements for a key shall be made with the Office Manager.
- b. Keys shall be kept in the Club office and shall be signed for when taken and returned.

4. Lights and stage curtains

- a. Lights shall be turned off when not in use, particularly after committee or department meetings and rehearsals.

5. The Club shall not be responsible for articles left on the premises. Lost and found articles should be reported to the Club office.

6. Decorations

- a. When planning to decorate, arrangements shall be made with the Office Manager for a designated time to put up and take down decorations.
- b. Paper decorations must be Flame-proof. Dried arrangements may be used in vases.
- c. Decorations shall not be attached to curtains in the Clubhouse, including all stage curtains and window draperies.
- d. Nothing shall be nailed or stapled or fastened by any other means, which would leave permanent markings or damage to any surfaces, including the stage, floors, and woodwork.

7. In all set ups, all state and local fire safety regulations shall be adhered to.

8. The Women's Club of Glen Ridge is a NON SMOKING facility.

9. The use of Club membership list and e-mail addresses shall not be

made available to outside organizations, except by permission of the Board of Trustees.

10. The telephone in the Club office is to be used for Club business only.
11. The lined parking spaces on the driveway east of the building shall be reserved for the President, Treasurer, Program Chair, and Office Manager only. These regulations shall be suspended when the Club is rented.
12. Each Club member shall be responsible for any article she loans to the Club.