



# Constitution & By-Laws of The Women's Club of Norwell, Inc.

## Article I Articles of Organization

**1.1. Name** The name and purposes of the Corporation shall be as set forth in its Articles of Organization. These By-laws, the powers of the Corporation and of its Directors and all matters concerning the conduct and regulation of the affairs of the Corporation shall be subject to the Articles of Organization in effect from time to time. The name of the organization shall be The Women's Club of Norwell, Inc. Established 1959. The organization does business as The Norwell Women's Club.

## Article II Corporate Purpose

**2.1. Non-Profit Purpose** The Women's Club of Norwell is organized exclusively for charitable and educational purposes, including, for such purposes of making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**2.2. Objectives** The object of the Women's Club of Norwell, Inc. shall be philanthropic, educational and social with the stated mission to "support our community through volunteerism and inspiring meaningful engagement with a fun, diverse, and welcoming group of women." Funds raised will be used to provide financial support primarily to local, non-profit organizations; scheduled and "as needed" help to individuals and groups in the community such as families or individuals struggling with illness, loss or other challenges; scholarships for high school graduates who live in Norwell for higher education; and remembrance and support for club members at appropriate times, in each case as voted on by a majority of club members at an annual meeting or decided by the President in consultation with the other board members, as detailed in Article VII of these by-laws. Said purpose is in accordance with the requirements of tax exempt, not-for-profit organizations.



### **Article III Officers and Board**

**3.1. Powers** The general management of the affairs of the Corporation shall be vested in a Board of Directors, which Board may exercise all the powers of the Corporation, subject to any limitations set forth in the Articles of Organization, these By-laws and the Massachusetts General Laws.

**3.2. Number** The Board of Directors shall be of such number as a majority of the Directors shall determine from time to time, but such number shall not be fewer than three (3) and not more than thirteen (13).

**3.3. Election, Term of Office, and Vacancies** At the year-end meeting of the Board of Directors, the Women's Club of Norwell shall elect new Directors to replace those Directors whose terms are expiring. The term of office for each Director shall be two years and until such Director's successor shall be elected and accepts election. Any person may be re-elected, without limitation, to serve successive terms as a Director. The Directors may fill any vacancy in the Board of Directors and may elect additional Directors at any meeting, annual or special; provided, however, that the term of office for a Director elected between annual meetings shall be for the period remaining until the next annual meeting. Should the resignation or removal of a Director result in there being fewer than three (3) Directors, the Directors shall elect such number of new Directors necessary to bring the number of Directors into compliance with these By-laws.

**3.4. Resignation** Any Director may resign at any time by giving written notice of such resignation to the President or Secretary. Such resignation shall be effective upon receipt of such notice by the President or Secretary, unless the notice specifies a later effective date acceptable to the Corporation.

**3.5. Removal** A Director may be removed or suspended for cause by an affirmative vote of two-thirds of the Directors present or serving at a special meeting called for that purpose after such Director has been given reasonable notice and an opportunity to be heard.



**3.6. Delegation** The Board of Directors may delegate such of their powers as they consider advisable, except those powers which by law, the Articles of Organization or these By-laws may not be so delegated, to any Officer or agent of the Corporation or to such committees as may from time to time be activated as provided herein.

#### **Article IV Officers and Agents**

**4.1. Officers & Executive Board** The Officers of the Women's Club of Norwell, Inc., elected annually by December, shall include President, Vice-President, Secretary, and Treasurer. Other Board Members beyond the Executive Board may include Committee Chairs or At-Large Board members at the discretion of the Executive Board. Board Members serve a two-year term.

**4.2. Budget** A budget shall be prepared by the Executive Board for each fiscal year and presented for Board Member approval by a majority vote in November.

**4.3. President** The President shall be the official representative of the club and have full authority to act in the name of the club (in consultation with other board members) when time constraints require a decision prior to the next monthly club meeting. The President shall preside at all monthly meetings and Executive Board meetings. She shall prepare a written agenda for all general and board meetings. She shall oversee all club activities.

**4.3. Vice-President** The Vice-President shall assist the President and preside in the absence of the President at general and board meetings. She will assist the President in the oversight of all activities. She shall also be the chairperson for the allocation of grants. She will succeed the President once the President's term expires.

**4.4. Secretary** The Secretary shall keep a record of the minutes of all meetings. She shall collect/store detailed event information provided by existing chairpersons at year's end. If unavailable to attend a general or board meeting, the secretary shall delegate such responsibilities to another member. The Secretary will send out communications to donors and supporters after events, providing an official tax receipt for cash and in-kind donation in consultant with the Treasurer. She shall serve as a repository of information about individuals and businesses that have provided support of Club events in the past and make these lists available to Committees seeking fiscal support for events.



**4.5. Treasurer** The Treasurer shall pay all bills, have charge of the accounts, deposits and signing of checks. She will reimburse Club members for budgeted expenses incurred and allow for judicious use of the tax-exempt shopping certificate. She will file taxes and the Annual Report to the IRS and the Commonwealth. She shall maintain our Liability Insurance. She shall present a financial report at each general and board meeting. She shall be responsible to store and keep the cash box and ensure the availability of adequate change for appropriate events. She shall provide resources to conduct collection of funds. She shall delegate such responsibilities to another member if unavailable to attend a general or board meeting or event.

**4.6 Nominations** The Executive Board, in conjunction with existing chairpersons, shall appoint or seek volunteers for board and chair seats for the upcoming year beginning in September. Nominations should be finalized and voted on by members (by majority vote) no later than December.

## **Article V Members**

**5.1. Eligibility** for individual membership requires only that the applicant be either a current resident of Norwell over 18 years old or a former member of Norwell Women's Club in good standing who may now reside in another town/city. Business membership is open to businesses that operate in Norwell or that serve Norwell residents. The Executive Board has the right to deny membership to any business. deemed inappropriate.

**5.2. Dues** shall be determined each year by the Board. Renewing members must pay the full membership dues at any time they renew during the year. Dues for individual members may be different than Business Membership dues.

**5.3. Membership Benefits** Members may participate in all social, educational and fundraising activities of the club, as outlined by guidance determined by the Board. Activities and events may differ for Business members. Some events may be offered exclusively to members.

## **Article VI Meetings**

**6.1. General meetings** of the Women's Club of Norwell shall be held at least twice annually, from January to December, as decided by the Executive Board.



**6.2. Grants Meeting** The December Year-End meeting shall be deemed the Club's "Grants Meeting," at which Club members will determine (by majority vote after discussion) where the majority of the funds raised during that year will be allocated, as well as confirming the slate of Directors for the following term, when needed.

**6.3 Board Meetings** will be held on a regular basis on a schedule proposed by the President and approved by a majority of the Board.

**6.4. Method of Voting** Voting at all meetings shall be by voice vote. The President or her appointee shall cause a role call or written vote to occur in the instance where the outcome of the voice vote is questioned by anyone in attendance.

**6.5. Proxy Votes** When a quorum is in attendance at the beginning of a meeting, additional votes may be made by proxy when submitted to the President (or her designee), prior to the vote, by Members who are unable to be in, or remain in, attendance during any meeting, in a manner and format to be described by the Secretary or her designee.

**6.6. Outcome of Voting** Except as otherwise specified elsewhere in these bylaws, all votes shall require a simple majority of the sum of those present plus all proxy votes.

## **Article VII Grants**

**7.1. Grants Committee** will be formed for each club year, to include Members who have actively contributed to fundraising efforts, to be chaired by the Vice-President, or other member of the Executive Committee.

**7.2. Grant Eligibility** Grant applicants must be a Norwell Citizen, an organization assisting a Norwell citizen(s), or a Norwell based club or sport. The applicant must also meet a demonstrated need. All requests for donations will be through the Grants Committee, which will present such requests and their recommendations thereon to the club for a majority vote at the Year-End meeting. Although the club will consider grant requests at any monthly meeting during the year, the club will postpone most decisions until the December Grant. In the event that the club receives off-cycle requests for donations that must be addressed before the year-end meeting, the Grant Committee and the Executive Board will have the authority to approve such donations in the amounts of \$250 or



less by a simple majority vote of the combined committees.

**7.3. Grant Allocation** The Grant Committee will deliver their recommendation to the full membership two weeks before the year-end meeting for feedback prior to the meeting. Final Grant Committee recommendations will be presented by the chairperson (or her delegate) for a membership vote at the year-end meeting.

## **Article VIII Scholarships**

**8.1. Committee** A Scholarship Committee will be formed for each club year and will include at least three and no more than nine members.

**8.2. Amount and Number** In April each year, the Board will decide the number and amounts of scholarships for high school seniors who reside in Norwell for that year.

**8.3. Requests** All requests for scholarships will be through The Scholarship Committee, which will present their recommendations thereon to the club for a majority vote at the May meeting.

## **Article IX Committees**

**9.1. Committees** shall be established and do such work as directed by the Executive Board.

**9.2. Terms and Eligibility** Except as provided by these By-laws, the chairperson and members of each active committee shall serve one-year terms on the committee to which they are appointed, unless removed and replaced prior to the end of such term at the discretion of the Board of Directors, and may be re-appointed, without limitation, for successive terms. Any committee to which the powers of the Board of Directors are delegated shall consist solely of Directors.

**9.3. Succession Planning** All officers and committee chairpersons shall provide information in the fourth quarter to their successors for the following year. Written and digital information shall also be given to the next President and the club Secretary for safekeeping.

**9.4. Eligibility** All members are eligible to Chair or to serve on a committee. Committees may be open to non-members, as determined by the Board or Committee, for a certain event.



## Article X General

**10.1. Fiscal Year** The fiscal year of the Corporation shall end on the 31st day of December of each year, unless otherwise determined by the Board of Directors.

**10.2. Execution of Instruments; Receipt and Disbursement of Funds** Except as otherwise provided in these By-laws or as the Board of Directors may generally or in particular cases authorize, all instruments, documents, deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the President or Treasurer. Unless so authorized or so ratified by the Board after the fact, no Officer, Director, employee or agent of the corporation shall have any power to bind the Corporation. Facsimile signatures may be used in the manner and to the extent authorized generally or in particular cases by the Board of Directors. The Board of Directors may designate such other Officer or Officers who, in addition to or instead of the Treasurer, shall be authorized to receive and receipt for all moneys due and payable to the Corporation from any source whatever, to endorse for deposit checks, drafts, notes or other negotiable instruments, and to give full discharges and receipts therefore. Funds of the Corporation may be deposited in such bank or banks or with such other corporations, firms or individuals as the Board of Directors may from time to time designate.

## Article XI Conflict of Interest and Indemnification

**11.1. No Conflict** Except as otherwise provided by law or in the Articles of Organization, no contract or other transaction of the Corporation shall, in the absence of fraud, be affected or invalidated by the fact that any Director or Officer of the Corporation or any corporation, firm or association of which she may be a Director, Officer, stockholder, member, employee or agent may be a party to or may have an interest, pecuniary or otherwise, in such contract or other transaction.

**11.2. Indemnification for Directors and Officers** The Corporation shall, to the extent legally permissible, indemnify each person who serves or has served as a Director or Officer of the Corporation, and each person who is or was serving at the request of the Corporation as an Officer or Director of another organization (including any trust or other entity maintained pursuant to a retirement plan for employees of the Corporation), against all liabilities, costs and expenses (including, but not limited to, amounts paid in satisfaction of judgments, in settlement or as fines and penalties, and counsel fees and disbursements) reasonably incurred by or imposed upon her in



connection with the defense or disposition of or otherwise in connection with or resulting from any action, suit or other proceeding, whether civil, criminal, administrative or investigative, before any court or administrative, legislative or investigative body, in which such person may be or may have been involved as a party or otherwise or with which such person may be or may have been threatened, while in office or thereafter, by reason of her being or having been such an Officer or Director, or by reason of any action taken or not taken in any such capacity; except that no indemnification shall be provided with respect to any matter as to which such person shall have been finally adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or, if applicable, of the other organization of which he or she is or was serving as an Officer or Director at the Corporation's request. Expenses, including, but not limited to, counsel fees and disbursements, so incurred by any such person in defending any such action, suit or proceeding, may be paid from time to time by the Corporation in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of the person indemnified to repay the amounts so paid if it shall ultimately be adjudicated that indemnification of such expenses is not authorized hereunder, which undertaking shall be accepted without reference to the financial ability of such person to make repayment

**11.3. Insurance** By action of the Board of Directors, notwithstanding any interest of the Directors in such action, the Corporation will purchase and maintain insurance, in such amounts as the Board of Directors may from time to time deem appropriate, on behalf of any person who is or was an Officer, Director, employee or other agent of the Corporation or who is or was serving at the request of the Corporation as an Officer, Director, employee or other agent of another organization, or with respect to any employee benefit plan, against any liability incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability.

**11.4 Personal Liability** The Directors and Officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.





## **Article XII Amendments**

**12.1 By-Law Amendments** These By-laws may be amended or repealed, in whole or in part, by a two-thirds vote of the Directors present and voting at any meeting of the Board of Directors, provided that notice describing the proposed amendment has been given in writing pursuant to the provisions hereof.

## **Article XIII Non-Discrimination**

**13.1 Non-Discrimination** The Corporation is committed to a policy of equal opportunity. The Corporation complies with all applicable laws and regulations regarding employment and ensures that there will be no discrimination on the basis of race, color, religion, gender, sexual orientation, national origin, age, disability, ancestry or any other legally prohibited basis in its selection of Directors, Officers, employees or agents, applicants for employment, grant recipients or students. The Board of Directors and all Officers and employees are required to implement this policy.

## **Article XIV Interpretation**

**14.1. Interpretation** Any reference in these Bylaws to any gender or number shall not, unless the context otherwise requires, affect the construction hereof and the same shall be interchangeable with any other gender or number, as the case may be.

## **Article XV Dissolution**

**15.1. Provisions for Dissolution** Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.