BYLAWS

ARTICLE I

The name of this organization shall be the Benton Woman's Club of Marshall County, Kentucky.

ARTICLE II

This said club is organized exclusively for charitable, literary, and educational purposes, to provide programs for the improvement of the cultural and general life in the community and throughout the state; to provide an opportunity for the women of the community to secure a better understanding of their country and the world in which they live; and to provide an opportunity for the women to organize their ideas and actions for the general improvement of the community; and for assistance for its recognized charitable institutions; to recognize and satisfy the need for lectures, exhibitions, classes, conferences, and public forums for the purpose of education not only in the cultural fields but in the professional, technical and general affairs of the community.

ARTICLE III
MEMBERSHIP

Section 1. Eligibility

The qualifications for membership shall be intelligence, character, ability, and the willingness to serve the club according to the stated purposes.

Section 2. Types of Membership

The membership of the Benton Woman's Club shall consist of active, associate, and emerita members. The number of active, associate, and emerita members shall not be limited.

A. Active Members
   1. Members who are current with their dues
   2. Persons become Active Members and receive all rights and privileges by acknowledgement by the Board of Directors and the return of application and payment of dues and subsequent yearly dues.
      a. New Members throughout the year shall pay dues until the 8th Month (March) of the current club Year (July - June) Club dues will be waived for the current club year, if members join after the 8th month.
   3. Members must actively participate in the programs and projects of the club. This includes:
      a. Attending general scheduled meeting as often as possible.
      b. Participating in the major fundraisers and other club projects.

B. Associate Membership

1. Associate Member must pay annual dues
2. A club member will become an associate member if she fails to attend more than 3 meetings and/or participate in major fundraisers and other club projects.
3. The number of associate members shall not exceed 25% of the total dues paying membership.

C. Emerita Membership
1. Candidate must be a member is good standing of the Benton Woman's Club.
2. Members who can no longer actively participate fully in the activities of the club can be nominated for Emerita status.
3. Nominees are to be submitted through the Membership Chair to the Board of Directors for consideration and approval by the General Membership.
4. Emerita members do not pay annual dues and will have all rights and privileges of Active Membership except the right to vote or hold office.

Section 3. Membership Application and Eligibility

A. Membership shall be by invitation or by transfer from another federated club.
B. Candidates must attend a general meeting and/or a club sponsored event before receiving a Membership application.
C. A candidate for membership will receive an application from the Membership Chair and/or Board of Directors to be completed and returned with the appropriate amount of dues within 30 days of receipt.
D. Applications will be submitted to the Board of Directors for approval by majority vote. If denied, the Membership Chair shall notify applicant in writing that the application has been denied. If reason is stated, it should be handled delicately.

Section 4. Fees and Annual Dues

A. Dues shall be Fifty dollars ($50.00) per annum payable by August 1, the beginning of the Club's fiscal year. A new member shall pay Sixty dollars ($60.00) for initial club membership. This amount includes a club t-shirt.

Section 5. Delinquency of Dues

Members in arrears on September 1st shall be notified of such delinquency and may constitute reason to be dropped from membership and notification of this fact shall be made by the Treasurer.

Section 6. Resignations

A. Members who are not in arrears may resign in good standing.
B. Resignations shall be made in writing to the Membership Chair by September 1. The Membership Chair shall present the resignation to the Board for appropriate action.

Section 7. Reinstatement of Membership

A. A former member who resigned in good standing shall be reinstated upon payment of current dues, provided the application for reinstatement is made within 2 years following the date of resignation. Return after 2 years (or more) absence shall require the same procedures as a new member's requirements.
B. Once dropped from membership for non-payment of dues, applicants may be reinstated by a majority vote of the Board of Directors, provided the application is accompanied by payment of current dues, plus dues from the year when dropped from membership.

ARTICLE IV
OFFICERS

Section 1. THE OFFICERS SHALL CONSIST OF:

President, Vice-President, Secretary, Treasurer, and Immediate Past President. These officers shall constitute the Executive Committee, and shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Club.

A. Executive Committee Meetings
   Executive Committee Meetings shall be held at the request of the President
B. QUORUM
   Three members present shall constitute a quorum at the Executive Committee meeting.

Section 2. ELECTION OF OFFICERS

A. Officers shall be elected during the April General Meeting. If uncontested the Chair may take a voice vote or may declare the nominees elected. If there is to be a contested office, the election shall be held by ballot with a major vote of the members present determining the winner.
B. Officers shall be elected for a term of two years. They shall be installed at the next General Meeting following the election and take office on July 1st.

Section 3. Powers and Duties of Officers

A. President
   It shall be the duty of the President to preside at all General Meetings of the Club and at Board of Directors meetings. She shall be a member ex-officio of all Committees of the club, except the nominating committee. In all matters of business, the current President shall act as the Processing Agent of the Benton Woman's Club unless authorized by the Board of Directors. Processing Agent is defined as authorized signatory for all legal documents and business transactions related to the Club. She shall sign all orders of the Treasurer, (defined as approval for all payment of all bills, invoices, and request for reimbursements) and perform such other duties as required by her position.

B. Vice-President
The Vice-President shall assume all the duties of the President in her absence. The Vice-President shall act as Co-Chair of the Membership Committee.

C. Secretary
It shall be the duty of the Secretary to keep the minutes of all General, Special, and Board of Directors Meetings. It shall also be the duty of the Secretary to conduct administrative correspondence of the Club as requested by the President; she shall issue all notices, newsletters, and shall call special meetings of the Club when requested to do so by the President.

D. Treasurer
The Treasurer shall collect all fees and dues, and have charge of all funds of the Club; the Treasurer shall disburse said funds with approval of the President. Disbursements shall be made in accordance with the club's approval budget, or by motions approved by the General Membership. Emergency disbursements of less than $200.00 may be made with the approval of 3 members of the board of Directors. Such emergency disbursements must be reported at the next General meeting of the club. The Treasurer shall make itemized reports and present them in written form at the General Meetings of the Club. The fiscal year, in accordance with the Club's IRS tax year will be July 1st of the year through June 30th of the following year. In an election year, the current Treasurer shall turn the Club's books over to the newly elected treasurer by July 1st in the year of election.

E. Immediate Past President
Immediate Past President is the Consultant to the President as is a member of the Executive Board of Directors.

Section 4. Vacancy in Office

A Vacancy in office will be filled by member recommendation from the Club Executive Committee to the General Membership. Nominations from the floor will be permitted and a choice made by written vote.

ARTICLE V
MEETINGS

Section 1. General Club Meetings

The General Club Meeting shall be held the second Tuesday of each month, August through May unless otherwise specified by the Executive Committee. All officers shall attend general meetings.

Section 2. Special Meetings

The Secretary, at the request of the President, may call a special meeting of the club. Notice of this meeting may be posted to our club Facebook account and/or made by mail, telephone, or

E-mail correspondence. The time, date, place, and purpose of the meeting shall be stated in the Call.

Section 3. Annual Meeting

The annual Club meeting shall be held in May, at which time officers will be installed (if an elections year), and awards presented.

Section 4. Quorum

A. The quorum necessary for the transaction of business at a General Meeting shall be the members present.
B. The quorum necessary for the transaction of business at a special meeting shall be two-thirds of dues paying membership. The use of a Proxy may be necessary to facilitate a quorum.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the Executive Committee and the Standing Committee Chairman. All officers shall attend Board of Directors Meetings.

Section 2. The Board of Directors shall have the power to transact any business of an emergency nature, which may arise between general or special meetings.

Section 3. The meetings of the Board of Directors can be called by the President or by any 2 members of the Board of Directors. The President is to reside and 6 members of the Board of Directors shall constitute a Quorum.

Section 4. The President, with the approval of the Executive Board, shall appoint a member(s) to fill vacancies to the Board of Directors, with the exception of the Executive Board Members which is filled by election procedures of the general membership.

Section 5. The Board of Directors shall report any recommendations to the club for appropriate action.

Section 6. The Board of Directors shall be subject to the orders of the Club and none of its acts shall conflict with the action taken by the Club.

ARTICLE VII
COMMITTEES

Section 1. Standing Committees

The President with the approval of the Executive Committee shall appoint Committee Chairs. The Chair of each Committee shall submit a written report of pertinent information to the

President and the Secretary as soon as possible following the event. When presenting a report to the General Membership, the Chair shall give a written report to the President and the Secretary.

A. Arts. This committee shall consist of a Chair who shall select a committee as needed. This committee shall be designed to enable members to create and contribute to art education and activities in their communities.

B. Conservation. This committee shall consist of a Chair who shall select a committee as needed. This committee shall be designed to enable members to gain an understanding and appreciation for all aspects of the environment and the world's resources, natural and man-made.

C. Education. This committee shall consist of a Chair who shall select a committee as needed. This committee shall be designed to promote literacy - individual's ability to read, write, speak, compute and solve problems at levels necessary to function on the job, in the family, and in society.

D. Home Life. This committee shall consist of a Chair who shall select a committee as needed. This committee shall be designed to inform members of issues that affect the well-being of individuals, families and communities by providing opportunities and resources to meet and to address such needs through volunteering.

E. International Outreach. This committee shall consist of a Chair who shall select a committee as needed. This committee shall be designed to enable members to become better world citizens through advocacy, education, and action.

F. Public Issues. This committee shall consist of a Chair who shall select a committee as needed. This committee shall be designed to enable members to advocate and get involved in legislation and policies.

G. Special Projects. This committee shall consist of a Chair who shall select a committee as needed. This committee shall be designed as deemed by GFWC and GFWC Kentucky President's each term.

H. Membership. This committee shall consist of the Vice President and Chair who shall select a committee as needed. This committee shall be designed to process invitations, coordinate membership drive activities, acceptances, transfers, coordinate prospective member orientations in addition to attending current Members' personal concerns or celebrations. Club members shall be responsible for contacting the Membership Chair regarding personal concerns or celebrations. The Membership Chair(s)/Committee shall be responsible for contacting all members about these concerns.

I. Press Book. This committee shall consist of a Chair who shall select a committee as needed. This committee shall be designed to maintain an accurate record of the club activities published

in either newspaper or social media for the club Press Book which documents the ongoing history of the club.

Section 2. Special Committees

The Special Committee Chairmen shall be appointed by the President with the approval of the Board of Directors, except the Nominating Committee.

A. Nominating Committee. This committee shall consist of 5 members elected from the floor at the February General Meeting preceding the club election year. This committee shall submit a slate of officers at the March General Meeting with the election at the April General club Meeting.

ARTICLE VIII
FINANCES

Section 1.

No part of the earnings of the Club shall be distributed to, or for the benefit of its members, officers, or other private persons, with the following exceptions: The Club is 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 II.

Section 2.

The Club shall not participate in activities not permitted to be carried on by:

A. A Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Service Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

B. By a Corporation, contributions which are deductible under Section 170(c)(2) of the Internal Revenue Service Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV
DISSOLUTION OF THE CLUB

If at any time the Benton Woman's Club of Marshall County should cease to exist, after paying or making provision for the payment of the liabilities of the Club, all the assets of the Club shall be disposed of exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Law, as designated by the Board of Directors with the approval of the Club Members in good standing.

ARTICLE X
PARLIAMENTARY AUTHORITY

The rules contained in "Robert's Rule of Order-Revised" (recent edition) shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XI
AMENDMENTS TO THE BYLAWS

The Bylaws may be amended by a two-thirds vote of the members present at the Special Meeting, notice of the proposed amendment(s) having been distributed to the voting membership by email, mail and/or posted to our private (members only) Facebook account at least 10 days before the meeting at which the vote is to be taken.

STANDING RULES

The Benton Woman's Cub of Marshall County shall be governed by certain Standing Rules. These rules may be created, amended, suspended, or deleted by a majority vote of members present at any general or special meeting without previous notice.

1. Delegates and Club members that attend GFWC Kentucky district meetings are to have the registration fee paid by the Club.
2. Delegates: the club shall be entitled to send two delegates or two alternates to the State meetings and conferences. Delegates shall be selected by the members with President and Vice President given first option to attend. The club shall pay up to $300 ($150 each delegate).
3. The President or a chosen representative may attend the Southeastern Regional Conference (SER) or the General Federation Women's Clubs' (GFWC) Annual Convention and may have a portion of her expenses paid if the club budget allows. The amount to be determined by the Board of Directors.
4. Club Treasurer must receive receipts before reimbursements can be made. Bills must be submitted to the treasurer within 1 month of the expenditure.
5. Major Charity Fund Raiser member participation requirements;
    A. Every active member will be asked to participate in this event. Members will be asked to support this event with their time and talents to help insure a successful event for our local charities.

B. Each Chair shall coordinate a special committee and present a statement of her responsibilities during the project at a general meeting(s) prior to the fundraising event. A project portfolio shall be maintained by the chair and passed on to future chairmen. These portfolios may be updated as needed by proceeding committees.
C. Charity funds are available for lump sum or periodic payment contributions. The Board of Directors has final say on whom or what amounts will be awarded. Members must accept that not all suggested recipients would receive an award. Funds shall be dispersed by December 31, unless otherwise specified.

6. The President may authorize Cancellation of a General or Board Meeting in case of inclement weather. The hostess of the cancelled meeting may be asked to hostess a separate meeting at a later date.
7. There shall be an "Outstanding Clubwoman of the Year" Award presented to a member (annually) of BWC. This will be chosen by a committee consisting of the President, the last recipient of the award, and another clubwoman as chosen by the President. The Award is based upon the following criteria and procedures:

   All Active members are eligible for the "Outstanding Clubwoman" Award except for the selection committee, associate members and emeritus members. A past recipient of the award shall not be considered for this award again for three (3) year period of time.

   The judgement procedure will be based on active involvement at meetings and at activities of the club. Reported Service Hours will also be considered.

   The service hours to be considered will be from January 1st to December 31st of the immediately preceding year in keeping with those used in preparing the President's Reports.

   All committee members must keep the discussion at the selection meeting(s) confidential.