

THE WOMAN'S CLUB OF WINTER PARK, INC.
BY-LAWS [approved 12/2/2015]

Article I - Name and Location

Section 1. The name of this not for profit corporation shall be The Woman's Club of Winter Park, Inc. located at 419 South Interlachen Ave, Winter Park, FL 32789; mailing address, P.O. Box 1433, Winter Park, FL 32790

Section 2. The name of the registered agent will be filed each year with the State of Florida. As of this date, the registered agent is WHWW, Inc., a Florida Corporation. (Winderweedle Haines Ward and Woodman PA).

Article II - Purpose

Section 1. The Corporation is formed exclusively for charitable, educational and club preservation purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, and any subsequent laws governing the distributions to organizations qualified as tax exempt.

Section 2. The Corporation is formed:

1. To associate its members and the public in charitable and educational efforts for the citizens of Winter Park and surrounding areas.
2. To aid worthy students entering or attending institutions of higher learning;
3. To preserve the history and the premises of The Woman's Club of Winter Park, Inc. for future generations of the members and the community.

Article III – Membership Eligibility

Section 1. The Woman's Club of Winter Park, Inc. does not discriminate based on race, creed, religion or ethnicity. Any Woman residing in Winter Park or vicinity shall be eligible for membership. An eligible applicant shall become a member upon payment of a one-time initiation fee and dues for the fiscal year. Members are encouraged to involve themselves in Club activities and promote Club objectives.

Section 2. A member of this corporation is not, as such, personally liable for the debts, liabilities or obligations of the corporation.

Article IV - Board of Directors

Section 1. The business affairs and activities of the corporation shall be managed by the Board of Directors.

Section 2: Responsibilities

The Board of Directors of The Woman's Club of Winter Park, Inc. shall establish the policies of the corporation within the framework of The Articles of Incorporation and these by-laws. The Board shall have the authority to establish committees and to delegate authority to those committees as may be necessary to carry out the projects of the corporation and assist in selecting members to those committees. The board may set out policy guidelines for use by staff and committees. All committees shall report to the Board and shall present the minutes of their meetings. They shall take action only as specified in the By-Laws and not take any action prohibited by law.

Section 3: General Standards for Directors

- A. A director shall discharge her duties as director including her duties as a member of a committee: In good faith; With the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner she reasonably believes to be in the best interest of the corporation.
- B. In discharging her duties, a director may rely on information, opinions, reports or a statement and other financial data, if prepared or presented by:
 - 1. one or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented.
 - 2. Legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's profession or expert competence: or
 - 3. A committee of the BOD of which she is not a member if the director reasonably believes the committee merits confidence
 - 4. A director is not acting in good faith if she has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection 2 unwarranted.
 - 5. Powers and Responsibilities - A director is not liable for any action taken as a director or any failure to take actions, if she performed the duties of this office in compliance with this section. The Woman's Club of Winter Park, Inc. will have in place Directors and Officers Liability insurance to provide protection to directors and officers for defense costs and legal liability incurred for claims brought against them in their role as director or officers.

Section 4. The Board shall consist of the following Officers: President, Vice President/President Elect, Recording Secretary, Corresponding Secretary, Yearbook Editor, Membership Chair, Treasurer, Asst. Treasurer, Scholarship, Programs, House, Grounds, Ways and Means, Charitable Giving, Parliamentarian, Historian,

Hospitality and Finance.

Section 5. All Board Officers will be proposed by the Nominating Committee and elected by the membership.

Section 6. All Officers have voting privileges.

Section 7. Duties of Officers

- A. **President.** The President shall preside at all Business Meetings and Board Meetings. She shall appoint any necessary support positions and the Chairmen of Ad Hoc Committees. She shall be an ex-officio member of all Standing Committees. She shall call special meetings of the Board when necessary. She shall represent the Club on public occasions. She shall perform any other duty appropriate to her office and present a report of the year's work at the Annual Meeting, each April. A retiring President shall be an ex-officio member of the Board for the year following her term of office.
- B. **Vice President/President Elect.** The Vice President shall, in the absence of the President or in the case of her inability to act, perform her duties as assigned by the President and will succeed the current President.
- C. **Recording Secretary.** The Recording Secretary shall keep the minutes of all Board Meetings and the monthly and April Annual Business Meeting. She shall keep, for ready reference, lists of chairmen and members of all Standing and Ad Hoc Committees and see that all reports submitted are properly dated and signed. She shall maintain a library of past minutes and formal reports.
Corresponding Secretary. The Corresponding Secretary shall conduct the Club's correspondence and may be asked to serve as a back-up for the Recording Secretary when the Recording Secretary is absent.
- D. **Yearbook Editor.** The Yearbook Editor shall compile an annual Yearbook listing current members and contact information. This publication will include an outline of the Club's history and mission, as well as lists of former presidents, the women honored in the past year's Memorial Service, current officers, committee chairs and members, and a calendar of events for the year.
- E. **Treasurer.** The Treasurer shall collect all dues and receive all monies belonging to the club, including the Preservation Fund, but not the Scholarship Fund. She shall disburse Club funds by bank check. Large expenditures (\$500.00 or more) may be paid only after having been reviewed by the Treasurer and the Chairman of the Finance Committee and approved by the Board. She shall handle employee payroll. She shall be present or be represented by the Assistant Treasurer at all Board and Business meetings. She shall make a monthly financial report, keep the books, and pay the bills through the 30th day of April, the end of the fiscal year.
- F. **Assistant Treasurer.** The Assistant Treasurer shall be conversant with all duties of the Treasurer and in her absence shall perform her duties, including the signing of checks. She will also conduct all business related to club insurance.
- G. **Finance.** The Finance Chair shall preside over a committee composed of five members: the Finance Chair, the President, the Vice President, the Treasurer, the

Assistant Treasurer. This committee shall prepare a budget for the ensuing year by May 31st to be presented to the Board for approval in June and made available to the membership. She shall present quarterly reports as to the current status of the club and at the Annual meeting in April. She shall review, along with the Treasurer, any expenditure greater than \$500.00 before it is submitted to the Board for approval. She shall keep the Board informed of the status of all monetary accounts and investments, She will secure an estimate for the cost of an annual independent audit or review and report to the board for disposition.

- H. **Membership.** The Membership Chair shall have a committee consisting of 3-5 members of the Woman's Club. The chair shall organize the annual Membership Tea. She shall attend all Board meetings and present a report on the current membership. She and her committee shall contact potential members throughout the year and encourage them to join the club. With the help of the club administrator, she shall keep a membership book containing the names of each member, the date she joined and the date of member's termination of membership.
- I. **Scholarship.** The Scholarship Committee shall consist of the Chair and no fewer than eight or greater than twelve appointed members. The Committee shall select applicants, approve grants, and have charge of raising additional funds. Scholarship and financial records of all transactions shall be kept by this committee and submitted as needed to the Club's attorney and/or CPA for approval and the preparation of the tax report. FUNDS FOR THIS 501(c)(3) COMMITTEE SHALL BE KEPT COMPLETELY SEPARATE FROM THE GENERAL FUNDS.
- J. **Parliamentarian/Historian.** The Parliamentarian shall advise the board on proper procedures for conducting a meeting, using Robert's Rules of Order.
- K. **Historian.** The historian shall oversee the club archives and as needed, conduct historical research.
- L. **Programs.** The Chair of the Program Committee shall appoint all sub-chairmen who arrange programs for the weekly meetings. She shall give an advance report of the [following] upcoming programs at each regular meeting of the Board for its approval. She shall give the necessary information to the Newsletter Editor and arrange for community publicity as needed.
- M. **House:** The Chair of the House Committee shall appoint members as needed. She shall be responsible for the management, maintenance, and enhancement of the Clubhouse, keeping in mind its status as a historical structure. She shall be in charge of the Club maintenance employees. She shall be responsible for the maintenance of the Club House grounds.
- N. **Grounds.** The Chair of the Grounds Committee shall appoint members as needed. She shall be in charge of grounds maintenance and enhancement.
- O. **Ways and Means.** The Chair of the Ways and Means Committee shall appoint members as needed. She shall initiate and oversee fund raising and special events. She shall delegate responsibility for various events to members and committees. She shall report on outcomes of proposed events and outcomes of held events to the Board.
- P. **Charitable Giving.** The Chair of the Charitable Giving Committee shall appoint members as needed. The Committee has the discretion with board approval to choose projects to be undertaken by the

Club. All members are encouraged to participate in charitable projects.

- Q. **Hospitality.** The Chair of the Hospitality Committee shall appoint members as needed and be responsible for coordinating all duties associated with our weekly teas. With the help of a co-chair she will secure volunteers to provide and serve refreshments, to obtain greeters and to help with other duties as needed. The Hospitality Chair shall coordinate with specific luncheon chairs to ensure that all duties are completed.

Section 8. Attendance

A member of the Board of Directors who misses more than three (3) meetings during the year is subject to dismissal by a vote of the Board, thus allowing for extenuating circumstances.

Section 9. Filling a Vacancy

Director may resign at any time by delivering a written notice to the Board of Directors, to the Club or to the Corporation. The resignation is effective when delivered or at the specified date. Should a vacancy in any Board of Director position occur, the Nominating Committee may assist in finding a candidate for the vacancy. The Board with or without a quorum shall fill this vacancy at a regular or called meeting promptly following said vacancy. Nominations may also be accepted from any Board Member with the approval of the member.

Section 10. Removal of a Board Member

Any member of the board may be removed from office with or without cause by a Majority of votes of the board members, if the board member was elected by the club members or appointed by the board. The notice of a meeting to recall a board member shall state the specific board member(s) to be removed. Any board member who is removed shall turn over any and all records in her possession within 72 hours. If a director, who is removed does not relinquish her office or turn over records as required under this section, the circuit court in Orange County may summarily order the director to relinquish her office and turn over corporate records upon application of any member. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on removal.

Article V – Committees of the Board and Ad Hoc Committees

The corporation may designate by resolution of the Board of Directors standing and special committees to direct the business of the corporation. Ad hoc committee chairs and support persons of these special or standing committees shall be appointed by the Board of Directors by resolution and function under the direction of the Board of Directors and may serve as long as the Board of Directors deems necessary. Rules governing these committees shall be established by the Board of Directors. The minutes of their meetings will be presented at the next General Board Meeting for approval by the Board. All committees shall report promptly

to the Board and take action only as specified in the By Laws or the resolution chartering the committee. The Ad Hoc Committee Chairs may be invited to attend Board Meetings, but they do not have voting privileges.

Article VI – Past Presidents’ Council

The Past Presidents Council shall consist of all former Presidents and shall sit in an advisory capacity to the President. The President shall call a meeting of the Council within the first month of her term and thereafter as needed.

Article VII— Meetings

Section 1. Program Meetings shall be held weekly from October through April. A **Business Meeting** will precede the program on the second week of each month unless circumstances require a change.

Section 2. Board Meetings shall be held monthly throughout the year. Special meetings of the Board may be called by the President or any Board Member for sufficient cause.

Section 3. The Annual Meeting shall be the regular Business Meeting in April. Reports from the President, Scholarship Chairman, House Committee Chairman, and Finance Committee Chairman shall be heard at this meeting. A Memorial Service for members who died during the past year will follow.

Article VIII - Nominating Committee

The Nominating Committee shall be composed of five (5) members. Three (3) of these members shall be nominated from and elected by the general membership at the March Business Meeting. The other two (2) members shall be chosen from within the Board at the May Board Meeting. The Nominating Committee shall serve for the full ensuing year. The chair shall be chosen by the committee and should be one of the-members chosen at large. In addition to providing a slate of nominees for consideration at the March Business Meeting, the Committee shall assist the President and the Board in filling vacancies that may occur throughout the year. The Committee shall provide a job description to prospective candidates for office. Officers and Board of Directors may serve two-year terms with half completing their term each year.

Article IX - Elections

The Board of Directors - There shall never be fewer than three Directors. Officers and Standing Committee Chairmen shall be elected at the Business Meeting in March and installed at the last Membership meeting in April. With the exception of the President and Vice President. Directors of the Board may serve up to six years if requested by the nominating committee and approved by the membership. All new terms will begin on May 1.

Article X— Quorums

The quorum for a General Membership Meeting shall be twenty-five (25) and for the Board of Directors it shall be ten (10).

Article XI— Dues

Section 1. Annual dues for active members shall be determined by the Board of Directors and shall be payable immediately after the Annual Meeting. The names of members whose dues are not paid by October 1 will be omitted from the Yearbook. If dues remain unpaid by November 1, membership will be forfeited. Dues for new members accepted after February will be applied to the following year. .

Section 2. In addition to dues, an initiation fee to be determined by the Board of Directors shall be charged all new members. This shall be a flat fee, not to be pro-rated.

Article XII— Dissolution of the Corporation

Upon the dissolution of the Corporation, the Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the Corporation, to the Scholarship Endowment Fund of The Woman's Club of Winter Park, Inc. At that time, this Fund shall be established in perpetuity as the Woman's Club of Winter Park Scholarship Endowment Fund or Foundation

Article XIII— Amendments

These by-laws may be amended, altered, or rescinded by a majority vote of the Board of Directors present at any regular meeting called for that purpose, provided not less than ten (10) days' notice of such proposed changes shall have been given to all members of the Board.

Article XIV— Fiscal Year

The fiscal year shall be May 1 through April 30 of the calendar year.

Article XV – Charitable Organization Requirements

Section 1. The Woman's Club of Winter Park, Inc. shall comply with the Internal Revenue Code 501(c)(3) requirements for exempt organizations as stated in IRS Publication 4221, Compliance Guide for 501(c)(3) Public Charities and Florida Statutes Business organizations Title 36, Chapter 617 Not For Profit Corporations. Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

- A. The Club shall not indirectly or directly participate in or intervene in any political campaign on behalf of, or in opposition to a candidate for public office nor a substantial legislative activity (lobbying).

- B. The Club must, in a timely manner, file Form 990 with required Schedules based on the Organization's gross receipts and total assets.
- C. The Club shall maintain books and records to show it complies with the tax rules, to document the sources of receipts and expenditures reported on Form 990 to summarize transactions and to demonstrate that grants serve charitable purposes.
- D. The Club shall maintain an active and meaningful missions statement, set of purposes and corporate guidelines.
- E. The Club shall maintain proper financial records to adhere to budgetary guidelines and prepare annual financial statements for audit or independent review if approved by the Board and be publicly available.
- F. The Club must keep records for the requisite Statute of Limitations for each return. Permanent Records include Application for recognition of tax-exempt status, the Determination Letter, Articles of Incorporation and By-laws with Amendments as well as Board Minutes.
- G. The Club shall adopt and monitor procedures to ensure information about their mission, activities, finance and governance is made publicly available.
- H. The Club shall make documents available for inspections and copying upon request and may charge a reasonable amount for copying.
- I. Donors shall receive a contemporaneous written acknowledgement to be used for tax purposes. The Club shall provide a description and good faith estimate of any goods and services provided in return for the contribution.

Article XVI - Annual Report to the Department of State

Section 1. The Woman's Club of Winter Park, Inc. shall maintain current registration on sunbiz.org

Section 2. The Woman's Club of Winter Park, Inc. shall deliver to the Department for filing a sworn annual report with all required information in accordance with Florida Chapter 617.1622.

Article XVII - Staff Termination

The President or Vice-President with input from the Board may hire and terminate staff.

Article XVIII - Conduct of Meetings

Board meetings and Club meetings shall be conducted by Robert's Rules of Order.

Article XIX – Conflict of Interest

The Woman's Club of Winter Park, Inc. as a federal exempt 501(c)(3) charitable organization and under Florida statutes as a Not For Profit Corporation shall adopt a policy regarding conflict of interest transactions. The policy shall require an annual Certification of Compliance signed by all directors, officers and trustees of this organization.

Section 1. A copy of the signed annual certification the must be submitted to the Florida Department of Agriculture and Consumer Services with the organization's annual registration as required by Florida Statute.-

Section 2. By the September board meeting, each board member shall be presented with a copy of the Conflict of Interest Policy and a Certificate of Compliance for her signature.

Section 3 A copy of this Conflict of Interest Policy and Certificate of Compliance form is attached to these By-Laws and is incorporated by reference as Attachment A.

Attachment A
Conflict of Interest Policy
(Revised 09/03/2014)

The purpose of this conflict of interest policy is to protect The Woman's Club of Winter Park, Inc. and its interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, chairman, or committee member of said club or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal law governing conflict of interest applicable to non-profit and charitable organizations.

Definitions

1. **Interested Person-** Any director, chairman or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest-**A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
 - a. An ownership or investment interest in any entity with which said club has a transaction or arrangement,
 - b. A compensation arrangement with said club or with any entity or individual with which said club has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which said club is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under procedures, item 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Procedures

1. **Duty to Disclose-** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the governing board. The duty to disclose is ongoing and applies to all Officers.
2. **Determining whether a Conflict of Interest Exists-** After disclosure of all the financial interest and facts, and after any discussion with the interested person, he/she shall leave the governing board meeting while a determination of a conflict of interest is discussed, voted upon, and decided whether a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest-

- a. Duty to Disclose:
The duty to disclose is ongoing and must be raised within a reasonable time of discovering any actual or potential conflict of interest.
All Directors and Officers shall be required to disclose actual or potential conflicts of interests and certify compliance in writing with this Conflict of Interest Policy no less than annually on the attached form (Attachment A) or on a form provided by the Florida Department of Agriculture and consumer Services. The certifications shall be submitted to the Florida Department of Agriculture and Consumer Services as provided by law and applicable procedures proscribed by such agency or the state of Florida.
- b. Procedures for Addressing the Conflict of Interest
- c. Any interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- d. The chairperson of the governing board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- e. After exercising due diligence, the governing board shall determine whether said club can obtain with reasonable efforts more advantage out of the transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- f. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board shall determine by a majority vote whether the transaction or arrangement is in said club's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict of Interest Policy

- a. If the governing board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis of such a belief and afford the member the opportunity to explain the alleged failure to disclose.

- b. If after hearing the member's response and after making further investigation, if warranted, the governing board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action.

Recordings of Proceedings

The minutes of the governing board shall contain the names of the persons who disclosed or otherwise were found to have a financial interest in connection with the conflict of interest, the nature of the financial interest, any action taken, the governing board's decision as to whether a conflict in fact existed, the names of persons who were present for discussions, the content of the discussion including any alternatives to the proposed transaction or arrangement, and a record of the votes taken in connection with the proceedings.

Annual Statements

Each director, chairman, or member with governing board delegated powers shall annually sign a statement which affirms such person: has received a copy of the conflicts of interest policy, has read and understands it, has agreed to comply with the policy, and understands that the said club is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

The Woman's Club of Winter Park, Inc.

Annual Conflict of Interest Certification

Name _____ Date _____

Position _____ Voting Director? Yes No

I hereby affirm the following:

I have received a copy of the Conflict of Interest Policy. _____ (initial)

I have read and understand the policy. _____ (initial)

I affirm that I am in compliance with the policy. _____ (initial)

Signature of Director

Date