

Table of Contents

	Page
Incorporation	2
Articles of Association	2
Membership	3
Dues	3
Officers	4
Duties of Officers	4
Nominations and Elections	5
Meetings and Quorum	5
Power and Meetings of Board of Directors	6
Club Monies	6
Standing Committees	7
Special Committees	8
Departments	8
Sub-Committees Duties and Description	9
Amendment of Bylaws	11
Parliamentary Authority	12

GREATER MUSKEGON WOMAN'S CLUB

INCORPORATION

We, the undersigned, desiring to become Incorporated under the provisions of an act of the Legislature of the State of Michigan, entitled "AN ACT to authorize the formation of corporations for intellectual, scientific, aesthetic, spiritual, liberal culture or enquiry", and to repeal an act entitled "An act to authorize the formation of associations for intellectual, scientific, aesthetic, spiritual, religious or liberal culture or enquiry", approved May twentieth, eighteen hundred seventy nine, being chapter one hundred forty-seven of Howell's Annotated Statutes, approved March 30, 1899, do hereby make execute and adopt the following: (Corporation re-issued in March 1902)

ARTICLES OF ASSOCIATION

ARTICLE I

The name of this corporation shall be Greater Muskegon Woman's Club; its office for the transaction of business shall be located in the City of Muskegon, County of Muskegon, and State of Michigan.

ARTICLE II – A DIRECTORY OF MEMBERS

The names and places of residence of the persons associating under these articles shall be incorporated in the club yearbook.

ARTICLE III – PURPOSE

The purpose of this club is to provide for the preservation and maintenance of our Registered Michigan Historical Site, creating a welcoming environment for a wide variety of meetings, functions and events. The purpose also includes developing programming of philanthropic, social, educational, scholarship and cultural activities for enhancement of the entire Muskegon Community, as interpreted and implemented by established policy.

ARTICLE IV – MEMBERSHIP

The membership in this club shall be open to any person interested in promoting the purpose of the club.

ARTICLE V – PROPERTY

The title to all property, funds, and assets of the Greater Muskegon Woman's Club shall at all times be vested in the club for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. The club shall have complete control over the acquisition, administration, and disposition of this property.

BYLAWS

ARTICLE I – MEMBERSHIP

Section 1. Membership categories shall be active, honorary, and associate.

Section 2. (a) A candidate for the active membership in the Greater Muskegon Woman’s Club shall submit a completed application form to the Membership Committee, accompanied by applicable dues.

(b) The Membership Chairman shall present the application to the Board of Directors so the applicant’s name can be added to the membership roster; the dues turned in to the Treasurer and arrangements made to introduce the new member to the general club.

Section 3. Active members shall consider themselves honor bound, as far as possible, to promote the interests of the club, and to perform any club work assigned to them. Active members whose current year dues are paid in full have voting privileges.

Section 4. (a) Members who have belonged to the former Muskegon Woman’s Club, the former Muskegon Heights Woman’s Club, the Muskegon Juniors and/or the Greater Muskegon Woman’s Club continuously for a total of fifty years shall become honorary members.

(b) Non-resident Past Presidents shall also be granted honorary membership.

(c) Honorary members have full voting privileges.

Section 5. Associate membership designation will be available to formerly active members in good standing who are no longer able to attend meetings regularly but who wish to continue their membership in the club. Associate membership dues will be reduced by twenty-five percent (25%) of active dues and will include a copy of the Yearbook and monthly newsletters. Associate members will be non-voting members.

Section 6. All resignations must be sent in writing to the Membership Chairman.

ARTICLE II – DUES

Section 1. The fiscal year shall be from July 1 to June 30.

Section 2. (a) The annual dues of active members shall be determined by the Board of Directors and membership at the May meeting.

(b) New members shall pay full dues prorated for the fiscal year. New members joining after March 31st will pay full dues and become an active member beginning July 1. They are welcome to attend club functions in the interim but will not be able to vote in the May election.

(c) Annual dues may be paid beginning April 1st and are due by June 30th for continual membership. Dues paid after July 1 will be assessed a late fee of 10%. Dues may be paid in two installments, the first by June 30 and

the second by December 31.

(d) The membership Chair shall notify members in arrears. Those who have not paid dues by August 1 may be dropped from the membership roll.

Section 3. (a) A member dropped for non-payment of dues may be re-instated upon the payment of delinquent dues, in addition to dues for the current fiscal year.

(b) Years of continuous membership shall be based on years of paid membership.

ARTICLE III – OFFICERS AND CONSULTANTS

The officers of this club shall be President, Vice-President, Recording Secretary, and Treasurer. These officers with the immediate Past President, the Chairs of Standing Committees, and one elected Member at Large shall constitute the Board of Directors. Members unable to attend may send a written report with notice to the President, or they may send a representative from their committee or department. Consultants shall be any active past president of the club and may attend any board meeting. They shall not be elected but shall have voting privileges when in attendance.

ARTICLE IV – DUTIES OF OFFICERS AND CONSULTANTS

Section 1. The President shall preside at all Board and General Club meetings, shall appoint chairmen of all standing and special committees, and shall be an ex-officio member of all committees except the nominating committee.

Section 2. In the absence of the President, or at President's request when both are present, the Vice President shall perform the duties of the President. In the absence of these officers, the chair shall be filled by the most recent past president in attendance. If the absence or disability of the President is permanent, the Vice-President shall become President for the unexpired term.

Section 3. The Vice-President may represent the club at department meetings and may present a monthly report of the meetings of the Board of Directors to the general club.

Section 4. The Recording Secretary shall keep an accurate record of all business transacted at the meetings of the club, and of the Board of Directors, shall notify members of the Board of Directors of regular and special meetings, and shall be custodian of all permanent records of the club including the Club Gift and Memorial Book.

Section 5. The Treasurer shall receive all club monies, shall pay such bills as have been approved by the club or by the Board of Directors, and shall keep an itemized account of all receipts and disbursements. Such account shall be reviewed annually and audited as required by law by an auditor appointed by the President.

Section 6. A schedule position bond covering Treasurer and Assistant Treasurer may be purchased by the club in such sum as the Board of Directors shall elect.

ARTICLE V – NOMINATIONS AND ELECTIONS

Section 1. A slate of candidates shall be presented at the regular meeting in April, having been accepted at the March Board meeting.

Section 2. (a) The annual election of this club shall be held on the regular meeting day in May, at which meeting the officers, the member at large, and one member of the Nominating Committee shall be elected.

(b) The officers shall be elected for a term of one year

(c) The board member at large shall be elected for one year

(d) The member of the Nominating Committee shall be elected for a term of two years.

Section 3. Nominations may be made from the floor, provided the consent of the nominee has been previously obtained and the nominee is an active member.

Section 4. A majority of all valid votes cast shall be necessary to constitute an election. Voting may be by voice.

Section 5. No member shall hold more than one elected office at the same time, and no officer shall be eligible for the same office for more than two consecutive terms except at the discretion of the Board.

Section 6. No person shall be eligible for office unless they are an active member of the club in good standing.

Section 7. Installation of officers shall follow the regular business at the annual meeting in June with new officers assuming duties immediately upon installation.

ARTICLE VI – GENERAL CLUB MEETINGS AND QUORUM

Section 1. A membership tea shall be held the first Wednesday after Labor Day. The regular meetings of this club shall be held in the Greater Muskegon Woman's Club House in the city of Muskegon on the first Wed. of the month. Exceptions are to be at the discretion of the Board and will be announced in the newsletter and on the website.

Section 2. Special general club meetings may be called by the President or by the written request of ten members of the club. The object of the meeting shall be stated in the call. No business shall be transacted except that specified in the call. Minutes of special meetings shall be recorded and filed with regular meeting minutes.

Section 3. The annual meeting of this club shall be held on the first Wednesday in June.

Section 4. A quorum (majority of members present) is necessary for the transaction of business at any meeting.

ARTICLE VII – THE POWER AND MEETINGS OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall transact the business of the club and shall keep general oversight of its interests.

Section 2. The Board of Directors, upon assuming the duties of office, shall hold regular meetings each month, the day and the hour to be selected by them.

Section 3. Special meetings of the Board of Directors may be called either by the President or by any three members of the Board of Directors. The object of the meeting shall be stated in the call, which shall be by individual notification to every Board member. No business shall be transacted except that specified in the call. Minutes of special Board meetings shall be recorded and filed with regular Board minutes.

Section 4. Permission to poll the Board to cover business between regular meetings shall be requested of the President or, in President's absence, three members of the Board must approve the poll. A quorum of Board members agreeing to the business being polled is necessary to continue the suggested business. The results of the poll, the date, the name of the person or persons authorizing the poll and the names of the supporting voters shall be presented to the Recording Secretary to be incorporated in that month's minutes. A simple majority of the board members is required for action.

Section 5. The Board of Directors shall have the power to fill any vacancy occurring in elected officers. Such appointment shall continue in force until the annual election.

Section 6. A parliamentarian shall be appointed by the President for a term of one year.

Section 7. The Corresponding Secretary shall be appointed by the president: Shall attend to all necessary correspondence, Shall contact members who are ill or shut-in, send appropriate tributes in the event of a member's death and shall present a monthly report to the Board.

ARTICLE VIII – CLUB MONIES

Section 1. Motions for making gifts of club monies shall first be submitted to the Board of Directors for consideration and approval.

Section 2. Any expenditure or gifting of more than five hundred dollars shall be presented by the Board of Directors to the general club members for discussion and for approval.

ARTICLE IX - STANDING COMMITTEES AND APPOINTMENTS

Section 1. (a) The Past Presidents Advisory Committee shall consist of those past presidents of the Greater Muskegon Woman's Club, of the former Muskegon Woman's Club, the former Muskegon Jr.s and the former Muskegon Heights Woman's Club. This Committee shall meet annually in May.

(b) The duties of this committee shall be to take under advisement, and to give counsel on each subject as shall be referred to it by the immediate Past President or by the Board of Directors.

Section 2. The Membership Committee –it shall be the duty of the committee to constantly work to interest candidates for membership and to do all the necessary follow-up. The chairman presents applications to the BOD and introduces new members to the general membership. The Membership Committee shall organize and implement an Orientation Tea annually and as needed. The Chairman also accepts letters of resignation and reports to the Board.

Section 3. The Corresponding Secretary shall contact members who are ill or shut-in and send appropriate tributes in the event of a member's death as well as handle all necessary correspondence.

Section 4. The following standing committees are appointed by the President for a term of one year to carry on the work of the club; (a) Activities, (b) Communications, (c) Membership (d) House and Grounds (e) Finance.

(a) Activities—the Activities Chair shall have voting rights on the Board of Directors. The Committee includes the following subcommittees:

- 1) Evening Department
- 2) Music and Art Department
- 3) Literature and Drama Department
- 4) American Home Department
- 5) Hospitality Committee
- 6) Service and Philanthropy

(b) Communications — the Communications Chair shall have voting rights on the Board of Directors. The Committee includes the following subcommittees:

- 1) Newsletter
- 2) Website
- 3) Publicity
- 4) Historian
- 5) Genealogy/Archiving

(c) Membership—the Membership Chair shall have voting rights on the Board of Directors.

(d) House and Grounds—the House and Grounds Chair shall have voting rights on the Board of Directors. The Committee includes the following subcommittees:

- 1) Rentals
- 2) Interior Maintenance
- 3) Exterior Maintenance
- 4) Women of Achievement Hall of Fame

(e) Finance—the Finance Committee Chair shall have voting rights on the Board of Directors. The Committee includes the following subcommittees:

- 1) Budget
- 2) Insurance and Taxes
- 3) Ways and Means
- 4) Strategic Planning
- 5) Major Gifts and Bequests

ARTICLE X – SPECIAL COMMITTEES

Special committees appointed by the President shall be: Auditing, Bylaws Revision, Christmas Decorations, Yearbook, and Committees as needed for special activities. They shall not be voting members of the Board of Directors.

ARTICLE XI – DEPARTMENTS

Section 1. The club shall be divided into the following departments: (1) Music and Art, (2) American Home; (3) Literature and Drama; and (4) Evening Group.

Section 2. Active, honorary and complimentary members shall be privileged to belong to one or more departments of the club.

Section 3. (a) The Department Chair must be an active member in good standing of the Club.

(b) Department members shall elect their officers not later than May of each year; such election to take effect at the close of the club year. A majority of valid votes cast shall be necessary to constitute an election.

Section 4. The general plan of work, the programs of each department and all new measures proposed in the departments and by standing committees shall be submitted to the Activities Chair who will bring the idea to the Board of directors for approval. No work shall be undertaken nor program presented to the Club that has not been approved.

Section 5. Each department may, with the approval of the Board of Directors, open department programs to the public.

Section 6. No department nor class shall occupy any part of the clubhouse later than twelve noon on regular club meeting days.

Section 7. Department treasurers shall submit a financial report at the close of the club year and retain only such funds as are recommended by the club Treasurer and approved by the Board of Directors.

ARTICLE XII—SUBCOMMITTEES

Section 1: The standing subcommittees shall be those listed in article IX.

Section 2: The responsibilities of the subcommittees shall be as described below.

A) Hospitality Committee

- Arrange Callers for each general Club meeting and special events
- Arrange Greeters if not provided by host of the event
- Guest book

B) Service and Philanthropy

- Responsible for selecting recipients of monthly donations
- Inform newsletter editor of monthly causes
- Provide year-end report for the Yearbook Committee

C) Newsletter

- Establish a set deadline for article submissions
- Create newsletter monthly
- Submit finished newsletter to Communications chair and President at least two days prior to publishing
- Print and mail newsletter to members (via USPS or website)
- Keep archived editions electronically

C) Website

- Create and maintain a viable website
- Maintain and publicize WebLink

D) Publicity

- Maintain publicity roster (print, tv, radio, our website, etc.)
- Distribute publicity request form (website)
- Post all events on public calendars (Chamber of Commerce, Library)

E) Historian

- Be responsible for keeping an ongoing permanent record of the activities of the Club
- The records shall be retained at the Club for safe-keeping.
- Shall submit articles for the Newsletter.
- Shall appoint club members for assistance

F) Interior Maintenance

- Maintain the supplies
- Oversee necessary repairs and maintenance
- Oversee cleaning of the club building
- Perform and annual inventory of club possession
- Make recommendations for replacement
- Oversee record and distribution of club's keys

G) Exterior Maintenance

- Maintain landscaping
- Oversee necessary repairs and maintenance
- Maintain appearance of club sign

H) Rentals

- Have charge of all rentals for club house
- Maintain calendar of all club and rental dates
- Responsible for the performance of all rental contracts
- Report annually on use of club, making recommendations for the best use of space (rentals vs. club activities) in day/evening
- Shall have calendar of all club and rental dates posted at the Club.
- Chair shall appoint at least one member to assist in Rental duties.
- Policy regarding rentals will be reviewed each year by the board and will be added as an addendum to the Bylaws

I) Women of Achievement Hall of Fame

- Promote the use and viewing of Hall of Fame for Muskegon Community

- Maintain and update the Hall of Fame

J) Budget

- Works to create the annual club budget for the coming year
- Supervises the work of the treasurer and assistant treasurer
- Reports monthly to the BOD on the status of the fund accounts of the club

K) Insurance and Taxes

- Monitors and assures necessary insurance for the club
- Maintains records of contents of club
- Monitors club tax liability and possible exemptions

L) Ways and Means

- Investigate and pursue grants for historic buildings
- Create a community connection for fund raising (Parties in the Park, etc.)
- Creates, distributes and ensures use of accountability forms for all club fund raising activities
- Oversee and assist with club fund raising activities

M) Strategic Planning

- Assists the BOD and Committee chairs with annual Strategic Plans
- Shall oversee an annual fundraiser (such as the Spring Fling dance)

N) Major Gifts and Bequests

- Create and maintain a Foundation account for bequests
- Publicize said account
- Solicit donations

ARTICLE XIII – AMENDMENT OF BYLAWS

Section 1. These bylaws may be amended at any regular meeting of the club by a two-thirds vote of the members present, provided the Board of Directors studied and approved any and all changes, have notified the general membership one month prior to the meeting at which the amendments shall be acted upon and have made proposed changes available for review.

ARTICLE XIV – PARLIAMENTARY AUTHORITY

Section 1. The rules of parliamentary practice comprised in “Robert’s Rules of Order, Revised” shall govern the proceedings of this club, subject to the special rules which have been or may be adopted.

ARTICLE XV—AMMENDMENTS UNDER IRS SECTION 501(c)

Section 1. The GMWC may be dissolved only with authorization by its Board Of Directors given at a special meeting called for that purpose with subsequent approval by a two-thirds (2/3) vote of the active members. (Status determined by membership committee). Upon dissolution or other termination of the GMWC all remaining assets of the GMWC, after payment in full of all it’s debts, obligations, and necessary final expenses, or after making adequate provision therefore, shall be distributed to such tax exempt organizations (with purpose similar to GMWC) shall be chosen by the then existing BOD of the GMWC.

Section 2. GMWC shall remain a 501(c) organization in perpetuity.

The above copy incorporates all of the following revisions:

Revised and approved by Board of Directors Feb. 22, 1995; Gen Club 4-5-95

Additional revisions approved 10-2-96

Dues increased 6-97

Revised and approved by Board of Directors Feb. 22, 2000; Gen. Club 4-11-00

Revised and approved by Board of Directors Feb. 28, 2001; Gen. Club 4-03-01

Revised and approved by Board of Directors Apr. 16, 2008; Gen. Club 5-07-08

Revised and approved by Board of Directors Aug. 17, 2009; Gen Club 9-2-09

Revised and approved by Board of Directors March 7, 2010; Gen Club 4-7-10