

# **Bylaws of the Woman's City Club of Greater Cincinnati**

## ***Article I — Name***

The name of this organization shall be the Woman's City Club of Greater Cincinnati (hereafter referred to as WCC).

## ***Article II – Purpose***

WCC is a non-profit corporation, per IRS Section 501(c)(3), organized exclusively for charitable and educational purposes.

The mission of WCC is to educate, empower, and engage the citizens of Greater Cincinnati to participate together in promoting the common good. Our vision is a just and sustainable community where all citizens are engaged as informed stakeholders in the shaping of our shared future. Our values are collaboration, citizen empowerment, civic literacy, equity and justice, children and youth on positive trajectories, and a thriving city of the future.

In carrying out its mission, WCC may lobby (attempt to influence legislation) directly or through grassroots efforts within 501(c)(3)-permissible limits. WCC will not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

## ***Article III – Membership***

### *Section 1. Eligibility*

Membership in WCC is open to any individual who supports its purpose.

### *Section 2. Categories of Membership*

The Board of Trustees may establish different levels of membership, including one-year honorary memberships.

All members shall be entitled to vote at WCC general elections.

### *Section 3. Membership Year and Dues*

Membership dues are payable on an annual rolling basis. The Board of Trustees shall determine the amount of annual dues payable by members including different levels of membership that they may designate.

### *Section 4. Diversity, Inclusion and Non-Discrimination*

WCC welcomes as members all individuals who support its purpose and actively seeks diversity in its membership, including but not limited to race, ethnicity, color, ancestry, national origin, citizenship, religion, creed, political affiliation, disability, military or veteran status, financial status, age, sexual orientation, gender or gender identity. The WCC makes its services available without discrimination on these bases. The WCC is an equal opportunity employer.

## ***Article IV– Fiscal Year***

The fiscal year shall extend from June 1 through May 31. Budget and terms of office of Board Members all start on June 1 and end on May 31 unless otherwise specified. General Elections are held in March of each year. The Annual Meeting is held in June.

## ***Article V – Board of Trustees***

### ***Section 1. Composition of the Board***

The governance of WCC shall be vested in a Board of Trustees (hereafter referred to as Board). A member shall be eligible to serve on the Board of Trustees and the Nominating Committee after completion of one year of membership.

The Board shall consist of 15 members elected for staggered 3-year terms. Regardless of elected term, the President and immediate Past President shall also be full voting members of the Board. The Board shall not exceed 17 members in any fiscal year.

### ***Section 2. Terms of Office***

The term of office for a member of the Board elected by the membership is 3 years beginning with the fiscal year on June 1.

No Board member shall serve more than 2 consecutive full 3-year terms. A former Board member having served 2 consecutive full 3-year terms may serve again on the Board after an absence of at least one year. This limitation does not apply to the President or the immediate Past President whose consecutive years of service may exceed six years but not more than eight years.

An unexpired term of 18 months or more shall be construed as a full term; less than 18 months shall not be construed as a full term.

### ***Section 3. Powers and Responsibilities of the Board of Trustees***

The Board shall have full power and authority to transact the business of WCC. The Board shall have the authority to promulgate rules, regulations and policies for the operation of WCC, which shall be binding on all members.

The Board shall have power to fill vacancies for unexpired terms and may request that nominations for vacancies be submitted by the Board or by the Nominating Committee.

The Board may authorize any officer or agent of WCC, in addition to the officers authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of WCC.

The Board shall designate by resolution passed at its first Board meeting after the Annual Meeting the persons who shall be authorized to approve and initiate disbursement of WCC funds by whatever means is appropriate in the name of WCC.

The Board shall have general supervision of the work of WCC and shall:

- a. Transact the business of WCC,
- b. Develop a strategic plan and a program of action that shall carry out the purpose of WCC, and review that plan at least annually,
- c. Establish committees and action groups as necessary to operate and carry out the purpose of WCC,
- d. Approve chairs of committees and action groups as presented by the President.
- e. Report to the members on the progress of WCC's program of activities annually.
- f. Recommend to the membership WCC positions on public issues so that members may take action,
- g. Adopt an annual budget and be accountable for the financial stability of WCC,
- h. Designate financial institutions in which WCC funds shall be deposited,

- i. Approve all investment policies to be implemented by the board or an approved professional investment counselor,
- j. Approve all capital expenditures that are not part of the operating budget,
- k. Develop job descriptions for officers of the Board and committees and action groups of the WCC,
- l. Establish categories of membership and the annual dues for each category,
- m. Obtain approval from the membership for any single WCC expenditure in excess of \$20,000.

*Section 4. Meetings*

The Board shall hold regularly scheduled meetings at least six times a year. The Board will maintain and carry out a policy for Board member attendance. Special meetings of the Board shall be called by the President or three or more members of the Board. Written notification of the time, place and purpose of the meeting shall be given to each board member at least two consecutive days prior to the meeting via electronic communication, mail or hand delivery.

*Section 5. Quorum and Voting*

A majority of the current members of the Board of Trustees shall constitute a quorum to transact business at any Board of Trustees meeting. A majority vote of the Board of Trustee members present shall be necessary for passage of any matter.

*Section 6 Action by the Board without a Meeting*

The Board of Trustees may conduct business outside of a meeting under the following conditions:

- a. After opportunity for discussion, comment and amendment of a specific proposal, a vote may be conducted by mail, email, or video-conferencing.
- b. If there are significant questions, comments or suggested changes, the issue is not appropriate for email vote. In this case, the issue may be held until the next board meeting, or a special board meeting may be called.
- c. The exact language of the proposal shall be presented in writing.
- d. A majority of the current board members responding is required.
- e. A unanimous vote of all those responding within three days is required for passage.
- f. The proposal and results of the vote will be reported in writing in the minutes of the next board meeting.

***Article VI – Officers***

*Section 1. Officers of the Board*

The officers of WCC shall be a President, Vice President for Administration, Vice President for Civic Engagement, Vice President for Programs, Vice President for Membership, Secretary and Treasurer. No officer shall hold the same office for more than two consecutive years. No officer shall be an elected public official or a declared candidate for public office.

*Section 2. Term of Office*

Officers shall be elected for a one-year term and shall remain in office until May 31 or upon completion of officer elections.

### *Section 3. Duties of the President*

The President shall:

- a. Preside at all meetings of the Board, Executive Committee and WCC membership,
- b. Authorize disbursements and sign WCC contracts or other documents pertaining to WCC business,
- c. See that all orders and resolutions of the Board are carried out,
- d. Oversee administrative and operational activities to ensure effective governance of WCC,
- e. Appoint chairs of standing committees and action groups in consultation with the Board,
- f. Serve as the representative of WCC to the public,
- g. Perform all duties delineated in the job description approved by the Board.

### *Section 4. Duties of the Vice President for Administration*

The Vice President for Administration shall:

- a. Coordinate the administrative functions of the WCC and supervise paid office staff,
- b. Develop administrative procedures and maintain policy and procedures manuals,
- c. Authorize disbursements in accordance with approved Finance Policy,
- d. Recommend an administration budget to the Treasurer annually, and manage expenditures related to administration consistent with the budget,
- e. Preside at meetings in the absence of the President,
- f. Perform all duties delineated in the job description approved by the Board,
- g. Monitor progress on achieving the goals in the Strategic Plan.

### *Section 5. Duties of the Vice President for Programs*

The Vice President for Programs shall:

- a. Plan and present educational public programs to members and the general public. Work with a Program Committee to assist in planning and carrying out programs,
- b. Plan programs in coordination with the VP for Civic Engagement and with partner organizations as appropriate,
- c. Recommend co-sponsorship for events with other organizations approved by the Board,
- d. Recommend a program budget to the Treasurer annually, and manage and approve expenditures related to programming consistent with the budget,
- e. Preside at meetings in the absence of the President and Vice President of Administration.
- f. Perform all duties delineated in the job description approved by the Board.

### *Section 6. Duties of the Vice President for Civic Engagement*

The Vice-President for Civic Engagement shall:

- a. Oversee, strengthen, and coordinate existing action groups; take leadership in forming new action groups, civic advocacy activities, research and projects as interests emerge,
- b. Work with Membership and Program Committees to engage WCC members in civic action groups, advocacy and other civic action,
- c. Build links with partner organizations through a system of liaisons,
- d. Oversee the process of recommending for Board approval positions on public issues,

- e. Recommend a civic engagement budget to the Treasurer annually, and manage and approve expenditures related to civic engagement consistent with the budget,
- f. Preside at meetings in the absence of the President, Vice President for Administration and Vice President for Program,
- g. Perform all duties delineated in the job description approved by the Board.

*Section 7. Duties of the Vice President for Membership*

The Vice-President for Membership shall:

- a. Work with a Membership Committee to plan and carry out member recruitment, retention, and engagement activities,
- b. Oversee processing of membership applications, dues collections and maintenance of membership records,
- c. Maintain an accurate list and count of members for purposes of dues collection, voting and determining a quorum,
- d. Recommend a membership recruitment and retention budget to the Treasurer annually, and manage and approve expenditures related to membership recruitment and retention consistent with the budget,
- e. Preside at meetings in the absence of the President, Vice President for Administration, Vice President for Program and Vice President for Civic Engagement,
- f. Perform all duties delineated in the job description approved by the Board.

*Section 8. Duties of the Treasurer*

The Treasurer shall:

- a. Chair the Finance and Development Committee,
- b. Assess and develop financial strategies to maintain and support the organization,
- c. Supervise the payment of all bills when due, authorize disbursements and assure that all payments are made from the appropriate funds,
- d. Assure that all funds of WCC are deposited in banks or depositories authorized by the Board,
- e. Monitor financial activity and accounts on a regular basis to oversee bookkeeping functions and maintain detailed familiarity with the club's finances,
- f. Present an accurate financial report at each meeting of the Board,
- g. Recommend to the Board providers and amounts of insurance and bonds as required by the Board,
- h. Monitor and ensure the preparation and filings of all documents required by governmental entities relating to WCC's operation, activities, and corporate status,
- i. Present an annual budget for the coming year for approval by the Board prior to the end of the current fiscal year; report on the approved budget to the membership at the Annual Meeting,
- j. Perform all duties delineated in the job description approved by the Board.

*Section 9. Duties of the Secretary*

The Secretary shall:

- a. Record and maintain at the WCC office the permanent minutes of the meetings of the Board, Executive Committee, and business meetings of WCC,
- b. Provide to the Vice President for Administration a record of policy decisions made by the Board,
- c. Receive, respond to, and report on incoming correspondence,
- d. Coordinate the voting process for Board actions outside of meetings,
- e. Perform all duties delineated in the job description approved by the Board.

## ***Article VII – Membership Meetings***

### ***Section 1. Annual Meeting***

WCC shall hold a general membership meeting in June of each year that is open to all members. Written notification of this meeting shall be given to the membership at least ten days in advance via email, facsimile or postal delivery.

At the Annual meeting, members of the Board and officers shall be introduced, and reports on the year's activities, annual budget, and the financial condition of WCC will be presented. Other business may be transacted.

### ***Section 2. Special Meetings***

A special meeting of WCC membership may be held upon the call of the Executive Committee, the Board, or at the written request of 15 or more members. The call shall state the purpose of the meeting. Written notification of the time, place and purpose of the meeting shall be given to each member at least five consecutive days prior to the meeting via electronic communication, mail or hand delivery. No action may be taken on any issue not specified in the notice.

### ***Section 3. Quorum and Voting***

Fifteen percent of WCC members shall constitute a quorum for the transaction of business at an annual meeting or special meeting. A majority vote of those present shall be necessary for passage of any matter. One week prior to the meeting, the vice president for membership shall determine the count of WCC members and how many are necessary to constitute a quorum.

## ***Article VIII – Nominations and Elections***

### ***Section 1. Nominating Committee***

A nominating committee of five members shall be elected for a term of one year corresponding to the fiscal year, June 1 through May 31. The Nominating Committee shall consist of three members elected by the membership at the general election, and two members of the Board selected at the Board's first meeting of the fiscal year.

Each proposed nominating committee member shall have been a member of WCC for one year prior to the date of election. No member of the Nominating Committee shall serve more than two consecutive terms.

The Nominating Committee shall choose its own chairperson at its first meeting, which shall be called by the outgoing chairperson.

The Board shall fill a vacancy on the Nominating Committee from candidates submitted by the Nominating Committee.

The Nominating Committee shall prepare slates for general election and for officers, shall count returned ballots to certify elections, shall make nominations to fill vacancies when they occur, and shall vet Board candidates for conflict of interest.

#### *Section 2. Nominations for General Election*

In February each year, the Nominating Committee shall present a slate of five nominees eligible for election to the Board and three nominees eligible for the Nominating Committee.

Nominations may also be made by petitions signed by the candidate and by not fewer than fifteen members of WCC. Petitions shall be filed with the Secretary no later than February 20. The names of each person nominated by petition shall be included on the ballot mailed to the general membership.

Each proposed candidate must be a member in good standing and must have been a member of WCC for one year prior to the date of the election.

#### *Section 3. General Election*

General elections by the membership shall be held annually in March to elect five members of the Board and three members of the Nominating Committee.

A ballot containing all valid nominations shall be sent in writing via electronic communication, mail or hand delivery to each member of WCC no later than March 1 with a two-week deadline for response.

In the case of a contested election, ballots must be sent by postal delivery with a three-week deadline for response and with instructions to return the completed ballot by mail in an unmarked envelope inside the envelope that bears the voter's name.

After the posted deadline, the Nominating Committee shall count valid ballots. Nominees shall be elected by a majority of the votes cast. In the case of a tie for any position, the candidate having seniority in WCC membership shall be declared elected.

The Nominating Committee will report the results to the Board at the first Board meeting after the election. Elected Board members shall take office June 1.

#### *Section 4. Election of Officers*

Following the General Election, the Nominating Committee shall prepare a slate of officers in consultation with the board. Each proposed candidate for Vice President, Secretary or Treasurer shall be a continuing member of the Board or a new Board member. The candidate for President may be any current WCC member who is a current or past member of the Board.

Nominations may be made by petitions signed by the candidate and not fewer than five members of WCC. Petitions shall be filed with the Secretary no later than April 1. The names of each person nominated by petition shall be included on the election ballot.

A ballot containing all valid nominations shall be sent in writing via electronic communication, mail or hand delivery to each member of the Board whose term continues into the next year and to each newly elected member of the Board. There will be a two-week deadline for response.

In the case of a contested election, ballots must be sent by postal delivery with a three-week deadline for response and with instructions to return the completed ballot by mail in an unmarked envelope inside the envelope that bears the voter's name.

After the posted deadline, the Nominating Committee shall count valid ballots. Nominees shall be elected by a majority of the votes cast. In the case of a tie for any position, the candidate having seniority in WCC membership shall be declared elected.

The Nominating Committee will report the results to the Board at the first Board meeting after the election.

The elected officers shall take office June 1 or immediately following the election if the election is completed after June 1.

## ***Article IX –Committees***

### *Section 1. The Executive Committee*

The officers of the WCC shall constitute an Executive Committee. The President or Board may designate additional members of the Board to sit on the Executive Committee. A majority of the members shall constitute a quorum for the transaction of the business. An affirmative vote of a majority of those present shall be required to take action on any matter. The Executive Committee shall record its meetings and report its decisions and recommendations at the next Board meeting.

The Executive Committee shall set the agenda for the Board meetings. It shall act only in the intervals between meetings of the Board and shall have the power to request an emergency special meeting of the Board as provided herein. The Executive Committee is subject to the control and direction of the Board.

The Executive Committee shall handle all personnel matters for the Board and shall:

- a. Recommend to the Board the employment of paid staff,
- b. Negotiate staff contracts,
- c. Recommend the responsibilities and conditions of employment of paid staff,
- d. Review and recommend to the Board job descriptions of paid staff,
- e. Provide for an annual performance evaluation of paid staff.

### *Section 2. The Finance and Development Committee*

The Finance and Development Committee shall:

- a. Maintain the organization's financial stability,
- b. Advise the Board regarding investment of funds and any other financial matters as requested,
- c. Help identify funding sources to support mission without dipping into the endowment,
- d. Monitor and grow investments,
- e. Draft budget for year going forward weighing projected income against projected expenditures,
- f. Recommend to the Board on an annual basis as to the need for and benefit of an independent review of the financial books and records of WCC. When requested by the Board, the Finance and Development Committee shall coordinate that review.

### *Section 3. Other Committees of the Board*

The Board may establish other standing committees. All such standing committees shall consist of a Chair and at least two other members of the Board appointed by the President.

### *Section 4. Committee Membership*

Membership on any committee established to carry out the operation and purpose of WCC shall be open to all members of WCC.



***Article X – Removal***

Any elected or appointed officer, member of the Board or committee chair may be removed by an affirmative vote of two-thirds of the total Board whenever, in its judgment, the best interest of WCC would be served.

***Article XI -- Relationship to Other Organizations***

***Section 1. Membership, Sponsorship, Participation***

The Board shall determine the civic organizations and citywide committees to which WCC shall regularly send representation. The Board may authorize special collaborative activities with designated organizations, which may include sharing the WCC roster, payment of membership fees, sponsorship fees or participation fees. WCC shall not contribute money to other organizations unless authorized by the Board.

***Section 2. Membership Roster***

The membership roster shall not otherwise be given to any business, company or organization without the consent of the Board or the Executive Committee.

***Section 3. Merchandizing, Soliciting and Petitions***

No tickets or merchandise may be sold at WCC meetings or other functions for other organizations, nor may speakers from other organizations be permitted to solicit contributions, unless authorized by the Board or the Executive Committee. Petitions shall not be circulated during a WCC meeting unless authorized by the Board or Executive Committee.

***Article XII – Parliamentary Authority***

Robert’s Rules of Order, revised, shall be the parliamentary authority in all matters not covered by these bylaws.

***Article XIII – Bonds***

The Board may require the Treasurer and any other officer or employee of WCC to give a bond for the faithful discharge of her or his duties in such sum and with such surety as the Board shall determine. WCC shall pay the premiums required for such bonds.

***Article XIV – Amendments***

These bylaws may be amended by two-thirds of the members present at any regular, annual or special meeting, provided notice of such a proposed amendment has been sent in writing via electronic communication, mail or hand delivery to each member at least 30 days prior to the meeting.

***Article XV – Dissolution of the Woman’s City Club***

In the event of the dissolution of WCC, no part of the assets or net earnings shall inure to the benefit of any member or individual but shall be distributed to one or more organizations within Hamilton County which qualify under Section 501(c)(3) of the United States Internal Revenue Code as from time to time amended. The decision as to what party or parties receive the assets shall be the responsibility of the Board then serving.

*Approved:*

SECRETARY'S CERTIFICATION

This is to certify that the foregoing Bylaws of the Woman's City Club of Greater Cincinnati have been duly approved by the membership at a meeting held on June 28, 2021.



August 4, 2021

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Secretary

Date