

**THE WOMAN'S CLUB  
of  
St. Michaels, Maryland Incorporated**

***By-Laws***



**2024**

Bylaws adopted: January 6, 1971  
Bylaws revised: 1976-1977, 1981, 1991, 1999,  
2003, 2004-2008, 2019 and 2024

## INDEX

ARTICLE I - Name and Seal

ARTICLE II - Mission

ARTICLE III - Policy

ARTICLE IV – Membership

ARTICLE V - Dues

ARTICLE VI - Officers and Directors

ARTICLE VII - Nominations and Elections

ARTICLE VIII - Club Meetings

ARTICLE IX - Executive Board

ARTICLE X - Committees

ARTICLE XI - (intentionally left blank)

ARTICLE XII – Amendments

ARTICLE XIII – Parliamentary Procedure

## **ARTICLE 1**

### **Name/Seal**

The name of this organization shall be the Woman's Club of St. Michaels, Maryland, Inc.

The Corporate Seal of the Club shall have inscribed thereon the name and year of incorporation (1942).

## **ARTICLE II**

### **Mission**

The purpose of this Club shall be to organize, maintain and operate a Club for the advancement of community interest and the promotion of education and philanthropic work along practical lines and for pleasure, recreation, and other non-profitable purposes.

## **ARTICLE III**

### **Policy**

Policies which provide guidelines for the operation of the Club, its activities and assets may be established by the Executive Board and made available to the membership.

## **ARTICLE IV**

### **Membership**

**Section 1:** Membership shall be by invitation.

**Section 2:** Any member may propose and endorse new members. The proposed member shall attend two (2) general meetings prior to approval by the Executive Board.

**Section 3:** Proposal of a new member shall be made on a form approved by the Executive Board. The completed form shall be submitted to the Executive Board by the Membership Committee. Election to membership shall be by a majority vote of the Executive Board.

**Section 4:** The applicant shall pay a non-refundable application fee equal to the current dues at the time she presents her application for membership. Membership shall become effective upon Board approval. Annual dues for new members shall be payable in the Club's next fiscal year which follows the new member's election by the Executive Board.

**Section 5:** A member is considered in good standing when her dues and other fees or assessments are currently up to date,

**Section 6:** Any member who resigns in good standing may be reinstated by application to the Membership Committee. Reinstatement shall be approved by the Executive Board.

**Section 7:** By invitation of the Executive Board, a clergywoman or the wife of an active clergyman in St. Michaels may become a member of the Club without the payment of an application fee or dues.

**Section 8:** Honorary membership will be given to any member who has reached 90 years of age. Dues will be waived and they shall have all the privileges of Club membership.

**Section 9:** Membership shall be limited to 260. The Executive Board, with unanimous approval, may limit the number of members at any time, when it is deemed necessary.

## ARTICLE V

### Dues

**Section 1.:** Annual dues shall be set by a recommendation from the Executive Board presented to the membership for a vote. A two-thirds majority vote is required to approve a dues increase. A change in membership dues shall become effective in the next fiscal year. The dues level shall remain in effect until such time as a change is duly recommended by the Executive Board and voted by the membership.

**Section 2.** Dues are payable on or before November 7<sup>th</sup> of each year. Any member whose dues are not paid on time shall forfeit membership. The Executive Board may extend the time for payment in the case of illness or other special circumstances.

**Section 3.** A member who has been dropped for nonpayment of dues shall be eligible to resume her membership in the same fiscal year by paying all amounts in arrears. Members who fail to pay dues in any one fiscal year are considered to have resigned. Members who have resigned for non-payment of dues may re-apply for membership no sooner than one full fiscal year following their resignation year.

## ARTICLE VI

### Officers and Directors

**Section I:** The Officers shall be twelve (12) in number. A President, a First Vice President, a Second Vice President, a Corresponding Secretary, a Recording Secretary, a Treasurer, an Assistant Treasurer, and five (5) Directors. They shall be elected at the May general meeting and hold office for one (1) year or until their successors are elected.

- a. The President shall be responsible for all administrative tasks regarding the Club, shall chair all general meetings and shall preside over the Executive Board.
- b. The First Vice President shall be responsible for maintaining the clubhouse and its grounds, including cleaning, regular and special maintenance, supplies and required insurance and inspections.
- c. The Second Vice President shall be responsible for all Club programs and activities.
- d. The Treasurer shall prepare an annual budget, maintain regular accounts, pay all bills and file all required financial and tax documents.
- e. The Assistant Treasurer shall be responsible for collection of member dues.
- f. The Recording Secretary shall keep minutes of all Executive Board meetings and all General Meetings of the Club.
- g. The Corresponding Secretary shall prepare notes, cards, letters and other correspondence as deemed necessary.
- h. Directors shall attend all Executive Board meetings and be available to take on special assignments regarding Club governance that may be requested by the President.

**Section 2.** No Officer, with the exception of the Treasurer and Recording Secretary, shall be eligible to hold more than two (2) consecutive terms in the same office and no Officer shall hold more than one (1) office at a time. The terms of office shall begin at the close of the fiscal year.

**Section 3:** The Officers and Directors shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Club.

**Section 4:** The Treasurer and Assistant Treasurer shall be bonded by the Club for the faithful performance of their duties.

## ARTICLE VII

### Nominations and Elections

**Section 1:** A Nominating Committee consisting of three (3) members, one of whom shall be designated as Chairman—shall be appointed by the President and approved by the Executive Board. No Officer or Director of the Club shall serve on the Nominating Committee.

**Section 2:** It shall be the duty of this Committee to nominate a candidate for each office to be filled by election at the May general meeting. It shall prepare a slate of these candidates and provide it to each member of the Club no later than two (2) weeks prior to the May general meeting.

**Section 3:** Additional nominations may be made for any office providing the nominee has been endorsed by three (3) members of the Club, and written consent of the nominee has been obtained from the nominee and filed with the Nomination Committee one (1) week prior to the elections. Election shall be by ballot when more than one (1) candidate is proposed for the same office, the candidate receiving the highest number of votes being elected.

**Section 4.** An election shall be held during the May general meeting. The chairman of the Nominating Committee shall place the slate before the members and move that it be adopted. Any member may second this motion. Members shall vote by voice unless more than one nominee is slated for any position, in which case the election shall be conducted by paper ballot. A simple majority of members present during the election shall decide the winners, providing a quorum is present.

**Section 5:** The installation of Officers shall be conducted by the chairman of the Nominating Committee at the annual June luncheon meeting.

**Section 6:** Any vacancy occurring in the Executive Board during the Club year shall be filled by the President recommending a candidate who is then approved by the Executive Board, with the appointee serving until the next annual election.

## ARTICLE VIII

### Club Meetings

**Section 1:** The regular meetings of the Club shall be held at the Clubhouse located at 401 St. Mary's Square in St. Michaels on the first Wednesday of the month from October through June, inclusive, unless otherwise determined by the Executive Board.

**Section 2:** Special meetings may be called by the President with the approval of the Executive Board, or may be called on the written petition of fifteen (15) members, such petition stating the purpose for which the meeting is desired. If the special meeting is requested by petition, such meeting shall be called within thirty (30) days from the date the petition is presented to the Executive Board.

**Section 3:** Thirty-five (35) members shall constitute a quorum at all business or special meetings.

## **ARTICLE IX**

### **Executive Board**

**Section I:** There shall be an Executive Board consisting of the Officers and Directors. The immediate Past President shall be a member of the Executive Board the ensuing year in an advisory capacity only.

**Section 2:** The Executive Board shall perform any and all duties imposed on them by law, by the Articles of Incorporation or by these By-laws. The Executive Board shall have general supervision of the affairs of the Club between its business meetings, fix the hour and place of the meetings, and make recommendations to the Club.

**Section 3:** Regular meetings of the Executive Board shall be held once a month from September through May, with the exception of December.

**Section 4.** The Executive Board may adopt policies which guide the operation of the Club and make those policies available to the general membership.

**Section 5:** Special meetings may be called by the President and shall be called upon the request of three (3) members of the Executive Board. The request shall be presented in writing to the Recording Secretary.

**Section 6:** Any Officer or Director who is unable to be present at a Board meeting shall notify the President prior to the meeting. Any Officer or Director absent from three (3) consecutive meetings without being excused shall be considered to have resigned.

**Section 7.** Seven (7) voting members of the Executive Board shall constitute a quorum for the transaction of business.

## **ARTICLE X**

### **Committees**

**Section 1:** The Standing Committees shall be: Civics, Finance, Grounds, Membership, Publicity and Scholarship.

a: The Civics Committee shall consist of a Chairman and one or more members. It shall be the duty of this committee to study community activities and make recommendations for promoting educational and philanthropic work to the Club membership. Funds for such activities shall be approved by the Executive Board.

b: The Finance Committee shall consist of three (3) members including the Treasurer, the Assistant Treasurer, and one other person to be appointed by the Chairman. The President will appoint one of these members as Chairman of the Committee.

The Committee shall prepare a budget for the ensuing fiscal year which shall run from July 1 through June 30<sup>th</sup> of the following calendar year. The budget shall be approved by the Executive Board at its first meeting. A copy of the budget shall be made available to the Club members for their information at the October meeting.

The Committee shall arrange for the examination/analysis of the accounting records of the Club at the end of the fiscal year. A report of any inconsistencies and/or irregularities in any accounts identified during the examination shall be submitted to the Executive Board and the report shall be included in the President's Book.

No part of the net earnings shall inure to the benefit of any member

c. The Grounds Committee shall consist of a Chairman and other volunteer members. This committee shall oversee and manage the maintenance of the yard, gardens and walkways surrounding the Club house. This Committee reports to the First Vice President.

d: The Membership Committee shall consist of a Chairman and at least two (2) members. This committee shall present the names of candidates proposed for membership to the Executive Board for their approval.

e: The Publicity Committee shall consist of a Chairman and one or more members. It shall be the duty of this Committee to release information to the news media concerning general meetings and special events of the Club as approved by the President.

f. The Scholarship Committee shall consist of a Chairman and four (4) members to be selected by the President for a three-year term on a staggered basis, assuring that not all members are new members in any one year. The Committee shall review scholarship candidates from St. Michaels High School and select the winners who shall be recognized at the Annual Luncheon.

g: Other Standing and Special Committees may be appointed by the President.

h: Committee Chairmen, unless otherwise specified, shall be appointed by the President with the approval of the Executive Board.

i: The President shall be a member, ex officio, of all committees, except the Nominating Committee.

## **ARTICLE XI**

**(INTENTIONALLY LEFT BLANK)**

## **ARTICLE XII**

### **Amendments**

These by-laws may be amended at any regular or special meeting by a two-thirds (2/3) vote of the members present and voting, providing a written notice and text of the proposed amendment(s) or revision shall have been sent to all members at least ten (10) days before such meeting.

## ARTICLE XIII

### Parliamentary Procedure

**Section 1:** Where these by-laws are silent with respect to procedure, Robert's Rules of Order Newly Revised shall be the parliamentary authority and the Club shall be governed thereby.

**Section 2:** The President may appoint a Parliamentarian.

#####