

DELHI WOMEN'S CLUB, INC.
BY-LAWS

Article I: Organization

1. The name of this organization shall be the Delhi Women's Club, Inc.
2. The organization shall have an official seal.
3. The organization may at its pleasure of a vote of the membership body change its name.

Article II: Purposes

The following are the purposes for which this organization has been organized;

The purposes set forth in paragraph 3 (a) through (d) of the Certificate of Incorporation which provisions are incorporated herein by reference.

The mission of the Delhi Women's Club, Inc.:

The Delhi Women's Club, Inc. will be an advocate for community activities and growth with an emphasis on promoting opportunities for women.

Article III: Membership

Membership in this organization shall be open to all who are competent adults and who are interested in the civic affairs of the Delhi community.

Article IV: Meetings

The annual membership meeting of this organization shall be held on the third Tuesday of September each and every year except if such a day is a legal holiday then and in that event the Executive Committee shall fix the day, but it shall not be more than two weeks from the date fixed by these by-laws. The secretary shall cause to be mailed to every member in good standing at his or her address as it appears in the membership roll book of this organization a notice telling the time and place of such annual meeting.

Regular business meetings shall be held monthly on the third Tuesday evening of each month, September through June, unless otherwise ordered by the Executive Committee.

The presence of not less than 10 members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser number may adjourn the meeting for a period of not less than four weeks from the dates scheduled by these by-laws, and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

Special meetings may be called by the president when deemed for the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least seven but not more than sixty days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called.

At the request of two members of the Executive Committee or ten members of the organization the president shall cause a special meeting to be called but such request must be made in writing at least seven days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

Article V: Voting

At all meetings, except for the election of officers and directors, all votes shall be viva voce, except that for election of officers ballots shall be provided, and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot.

At any regular or special meeting if a majority so required any question may be voted upon in the manner and style provided for election of officers and directors.

At all votes by ballot the chairman of such meeting shall immediately prior to the commencement of balloting appoint a committee of three who shall act as "Inspectors of Election" and who shall at the conclusion of such balloting certify in writing to the chairperson the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

Article VI: Order of Business

1. Call to order.
2. Approval of the minutes of the preceding meeting
3. Reports of committees.
4. Reports of officers.
5. Old and unfinished business.
6. New business.
7. Good and welfare.
8. Adjournments.

Article VII: Executive Committee

The business shall be managed by the Executive Committee of the Delhi Women's Club, Inc., consisting of four members who shall serve for one year.

The Executive Committee shall have the control and management of the affairs and business of this organization. Such Executive Committee shall only act in the name of the organization when it shall be regularly convened by the president after due notice to all the members of such meeting.

Three of the members of the Executive Committee shall constitute a quorum and the meetings of the Executive Committee shall be held regularly on the second Tuesday of each month.

Each member shall have one vote and such voting may not be done by proxy.

The Executive Committee may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

In the event of death, resignation, or incapacity of the president, the vice-president shall become president for the unexpired term by order of the Executive Committee. Other vacancies in the Executive Committee shall be filled by a vote of the majority of the remaining members of the Executive Committee for the balance of the year.

The president of the organization by virtue of the office shall be the chairperson of the Executive Committee. The secretary shall be the committee secretary.

A member may be removed when sufficient cause exists for such removal. The Executive Committee may entertain charges against any member. A member may be represented by counsel upon any removal hearing. The Executive Committee shall adopt such rules as it may in its discretion consider necessary for the best interests of the organization, for this hearing.

Article VIII: Officers

- A. The officers of the organization shall be as follows:
President
Vice-president
Secretary
Treasurer
- B. Duties of the officers:
1. The president shall be the principal officer of the local organization and shall:
 - a. Preside at all meetings of the club and the Executive Committee.
 - b. Present at the each meeting, a report of the work of the organization
 - c. Appoint standing and special committees as needed.
 - d. See that all books, reports and certificates as required by law are properly kept or filed.
 - e. Be one of the individuals who may sign checks or drafts of the organization.
 - f. Serve as ex-officio member of all committees except the nominating committee.
 - g. Authorize all expenditures as directed by, and in accordance with, the financial policies of the Delhi Women's Club.
 - h. Have such powers as may be reasonably construed as belonging to the chief executive of any organization.
 2. The vice-president shall:
 - a. Perform the duties of the president in the absence of the president.
 - b. Become president for the unexpired term of the president in case of death, resignation or incapacity of the president.
 - c. Serve in such capacities as assigned by the president.
 - d. Keep a membership roll book with the names and addresses of all members and their status.
 - e. Be one of the individuals who may sign checks or drafts of the organization.
 3. The secretary shall:
 - a. Take and record accurate minutes of the proceedings of all meetings of the Delhi Women's Club.
 - b. File any certificates required by statute, federal or state.
 - c. Give and serve all notices to members of the organization.
 - d. Be one of the individuals who may sign checks or drafts of the organization.
 - e. Prepare and distribute the monthly newsletter to the membership of the Delhi Women's Club.
 - f. Present communication addressed to the secretary of the organization.
 - g. Preserve in a permanent file all records and letters of value to the Delhi Women's Club.
 4. The treasurer shall:
 - a. Have the care and custody of monies belonging to the organization.
 - b. Be responsible for such monies or securities of the organization.
 - c. Collect monies coming into the Delhi Women's Club, Inc.
 - d. Collect dues from members.
 - e. Pay bills.
 - f. Keep an itemized record, in a permanent file, of all receipts and expenditures.
 - g. Render a written account of the finances of the Delhi Women's Club, Inc.
 - h. Serve as an ex-officio member of the finance committee.
 - i. Deliver to her successor before the new fiscal year beginning August 1, all books, records and papers and requesting receipt thereof.

Each officer, except the treasurer, shall deliver to her successor, immediately after retiring from office all accounts, records, books, papers and other property belonging to the Delhi Women's Club. No officer shall for reason of office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as an officer.

C. Nominations and Election

Officers shall be nominated in April, elected in May, installed in June and assume duties in September. At the regular business meeting in March, a nominating committee of at least three members shall be appointed. At the April meeting, the nominating committee shall present a slate of one, or more, nominees for each office. Nominations may also be made from the floor.

D. Vacancies in office shall be handled as follows:

1. In the event of death, resignation, or incapacity of the president, the vice-president shall become president for the unexpired term by order of the Executive Committee.
2. Vacancies in offices other than president shall be filled for the unexpired term by the Executive Committee.

E. Historian

1. The historian shall be appointed by the Executive Committee.
2. The historian will maintain records of the activities of the club with input from members.

Article IX: Salaries

The Executive Committee shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary in the conduct of the business of the organization.

Article X: Committees

All committees of this organization shall be appointed by the President and their term of office shall be for a period of one year or less if terminated by the action of the Executive Committee.

- A. The permanent committees of the Delhi Women's Club shall be finance, public relations and historian.
- B. Only individuals, who are active members in good standing, shall be eligible to serve as committee chairs.
- C. The finance committee shall be composed of a chairman and at least two members, and the club treasurer who serves as an ex-officio member. It shall be the duty of the finance committee to prepare an annual budget for the Delhi Women's Club and assist the club in developing a sound financial policy and fundraising activities and projects
- D. The public relations committee shall be composed of at least two members. It shall be the duty of the public relations committee to present news of the club to the local media for publication.

Article XI: Dues

Dues are payable upon application for membership and renewable annually on the first meeting of September each year or upon joining the organization.

Article XII: Amendments

These bylaws may be altered, amended, repealed or added to by an affirmative vote of not less than a majority of members present but not less than ten.

Article XIII: Parliamentary Procedure

The rules of parliamentary procedure outlined in current edition of "Robert Rules of Order Newly Revised" shall be the final arbiter in all proceedings of the Delhi Women's Club.