

**BYLAWS
&
STANDING RULES**



**THE WOMAN'S TOWN CLUB
COMPANY**

INCORPORATED DECEMBER 8, 1922

REVISIONS EFFECTIVE MARCH 30, 2023

BYLAWS

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ARTICLE I
CORPORATE NAME & SEAL

Section 1. The name of this corporation shall be “The Woman’s Town Club Company,” hereafter referred to as the Club.

Section 2. The Seal of the Club shall be circular in form, two (2) inches in diameter with the name of the corporation around the margin and the word SEAL across the center.

ARTICLE II
PURPOSE

Section 1. The purpose of the club shall be to provide, equip, and maintain a women’s clubhouse.

Section 2. The clubhouse shall be used as

- a) a meeting place for music, art, study clubs, circles, and club committees composed of women or of men and women
- b) an open forum for the presentation and discussion of all subjects pertaining to education, civic, or social improvements
- c) a social center for the community

ARTICLE III MEMBERS

Section 1. There shall be three (3) classes of membership.

- a) individual stockholder, silver member, or inactive member
- b) affiliate organization

Section 2. An individual stockholder member shall be a person who supports the purpose and objectives of the Club and is willing to work toward its accomplishments. She has the privilege of voting and has use of the Club rooms for private parties and for any Club committee meeting of which she is a member. She may also make unlimited arrangements for luncheons, teas, desserts, dinners, or meetings for any organization or group of which she is a member in accordance with Woman's Town Club

policy.

A silver member is a member who has been an individual stockholder for at least twenty-five (25) years and may be awarded special privileges.

B. an inactive member has been a member a minimum of three (3) years and due to circumstances beyond their control cannot participate actively in the Club but left in good standing. The member must request an inactive standing from the board. Once the member is deemed inactive, they will not be required to pay dues. An inactive member shall be reactivated upon request.

Section 3. An affiliate member shall be an organization which has written rules and requirements, supports the purpose and objectives of

the Club, is willing to work toward its accomplishments, and has the privilege of voting. The organization as a member may make arrangements for luncheons, teas, desserts, dinners, or meetings at the Club in accordance with Woman Town Club Policy.

The City Federation of Women's Clubs is an affiliate life member of the Woman's Town Club, and as a club, the Federation has the same privileges as an individual stockholder.

Section 4. A Club member may bring a prospective member no more than three (3) times to a Club function as a guest. If the guest desires to join the Club, they must be sponsored by two (2) members in good standing.

- a. An application signed by two members requesting membership for an individual stockholder or affiliate organization shall be given to the Membership Chairperson in sufficient time prior to the monthly board meeting so that she may notify the Board of Directors and post it on the Club bulletin board for a period of at least two weeks. The President shall then announce such posting to the stockholders at a regular Club meeting.
- b. The Board of Directors, at the board meeting following the two weeks' posting time, shall vote on the acceptance of the proposed candidate(s).
- c. A membership applicant, when approved by a two-thirds (2/3) vote of the Board present and voting, shall be notified by the Membership Chairperson that she is approved for membership and is required to purchase one

(1) share of non-transferable capital stock for the sum of twenty-five dollars (\$25.00).

Section 5. Individual active stockholders shall pay yearly dues in the amount determined by the Board of Directors and subject to Membership approval. Dues amount for new members shall be pro-rated from the month they join until the end of the year.

- a. Annual dues statements shall be sent in December and are payable in full in January or may be paid by board approved installment plans described on the dues invoice.
- b. Annual statements shall be sent in June to members who select the installment plan.
- c. A member in arrears for dues on February 1 or July 1 shall be considered delinquent. Notification shall be sent and unless dues are paid by March 1 or August 1, the memberships the membership including stock certificate shall be cancelled.

Section 6. A former member who wishes to be reinstated may become an active member by applying for reinstatement and by paying the current dues and will be reinstated with Board approval.

ARTICLE IV STOCK CERTIFICATES

Section 1. As previously set forth, each new member is required to purchase one (1) share of stock in the amount of twenty-five (\$25.00). This stock shall have no market value, is non-dividend paying, non-transferable, and shall be deemed merely as a token of membership.

Section 2. In case of loss or destruction of a stock certificate, no new certificate shall be issued in lieu thereof, except upon satisfactory proof to the Board of Directors of such loss and destruction. Any new certificate shall be plainly marked "Duplicate" upon its face.

Section 3. Each member shall remain a stockholder until the member:

- a) becomes delinquent in payment of dues or assessments
- b) resigns or dies

Following any of these events, the stock certificate shall be cancelled on the books of the Club and shall, in essence, cease to exist.

Section 4. Neither the former stockholder nor their heirs shall have the right to vote, nor shall they have any claim or privileges in the business of the Club. Should the Club cease to exist or be dissolved for any reason, neither the former stockholder nor their heirs have any claim to any proceeds.

ARTICLE V
STOCKHOLDER MEETINGS

Section 1. There shall be at least two (2) annual stockholder meetings.

- a) in February to review the annual reports of officers and chairpersons for the prior fiscal year and the Club budget for the current fiscal year. The fiscal year shall begin January 1 and end December 31

- b) in October to elect members to the Board of Directors

Section 2. A special meeting of the stockholders may be called at any time by the President or by the Directors to be held at a place designated by the Directors. It shall be the duty of the Directors, President, or Vice-President to call such a meeting whenever so requested by twenty-five (25) stockholders.

Section 3. Notice of time and place of all annual and special meetings, giving the purpose thereof, shall be announced and posted on the Club bulletin board one (1) month prior to the meeting.

Section 4. One third (1/3) of stockholders shall constitute a quorum at an annual or special meeting. The stockholders present at any meeting, if less than a quorum, must adjourn the meeting to a future date.

ARTICLE VI

ELECTION OF DIRECTORS

Section 1. The Nominating Committee shall present to the Recording Secretary, sixty (60) days before the annual election, the names of the nominees that are necessary to maintain a minimum of twelve (12) Directors on the Board. Each nominee must be a stockholder of one (1) share of capital stock of the Club and shall receive no compensation for their services as a Director.

Section 2. The Recording Secretary shall post the list on the Club bulletin board. This posting shall be the only requirement of notification to members of proposed candidates for election to the Board of Directors.

Section 3. Thereafter, at any time until thirty (30) days before the election, any twenty-five (25) members may present to the Recording Secretary, over their own signatures and with the consent of the nominee(s), additional member candidate(s). The Recording Secretary shall add such names to those already posted for election.

Section 4. The stockholders shall elect Directors to serve three (3) consecutive years or until a successor is appointed. The Board of Directors shall govern the assignment of Board positions following the general election.

Section 5. Nominees shall be elected by ballot or acclamation. Each stockholder shall be entitled to cast one vote only for as many persons as there are Directors to be elected.

Section 6. The newly elected Directors shall take office the following January.

ARTICLE VII BOARD OF DIRECTORS

Section 1. The business and property of the Club shall be managed by an elected Board of Directors. The Board shall consist of at least twelve (12) Directors.

- a) The President and/or Co-Treasurers may be elected by the Directors from the membership at large.
- b) A Director's position becomes vacant when that Director misses three (3) consecutive monthly meetings without an excuse acceptable to the Board by its majority vote.
- c) When a Director's position becomes vacant, the President with Board approval, shall fill it for the unexpired term or until a new Director is elected by the stockholders.

Section 2. The Board of Directors shall, in November following the election, choose by ballot from its number or from the stockholders- at- large a President and Co-Treasurers as Officers.

- a) Each is elected for one (1) year or until a successor is elected.
- b) The President may be re-elected for two (2) additional consecutive years and may not serve more than three (3) consecutive years but could be considered in such capacity in later years.
- c) A Co-Treasurer may be elected for five (5) additional consecutive years and may not serve more than six (6) consecutive years but could be considered in such capacity in later years.
- d) If chosen from the stockholders-at-large, the President and/or Co-Treasurers shall have full voting power as a Director.

Section 3. At the same time, the Board of Directors shall elect the other Officers from its own members, each to serve for one (1) year or until a successor is elected.

- a) First Vice-President
- b) Second Vice-President
- c) Recording Secretary
- d) Corresponding Secretary

Section 4. The Board shall provide Standing Rules regulating its own meetings, affairs, and the general operation of the Club.

Section 5. Regular meetings of the Board shall be held monthly, unless otherwise specified by the Board. A quorum for the Board meetings shall be a majority of its members.

Section 6. The Board of Directors shall have full power and authority to

- a) manage the affairs and property of the Club
- b) fix the hour and date of all meetings
- c) contract with a Food Service Provider and determine their compensation and duties
- d) rent rooms and buildings belonging to the Club for such purpose and at such rates as they deem expedient and in compliance with local ordinances
- e) determine the compensation of all employees of the Club
- f) impose member assessments
- g) approve all bills, other than operational, which shall bear the signature of the President
- h) arrange for an external financial review of the books at least every three (3) years beginning in 2019
- i) perform such other duties as are specified in these bylaws.

Section 7. The Board of Directors is subject to the orders of the stockholders and none of its acts shall conflict with action taken by the members.

Section 8. In order to prevent a conflict of interest, employees, independent contractors or members of the Buchwalter House Foundation Board shall not serve on the Board of Directors.

ARTICLE VIII DUTIES OF OFFICERS

Section 1. The President

- a) presides at all Board of Directors and stockholders meetings as well as at all special meetings
- b) signs all certificates of stock and all other written contracts of the Club
- c) may sign checks in the absence of the Treasurer
- d) shall appoint all standing committee Chairpersons with approval of the board
- e) serves as ex-officio member of these committees, except the Nominating Committee
- f) sees that all business of the Club is carried out in an orderly fashion
- g) appoints a member, with approval of the board, to fill a vacancy in the event a board member is unable to complete their duties.

Section 2. The First Vice-President performs

- a) the duties of the President in the President's absence
- b) any duties assigned by the President.

Section 3. The Second Vice-President performs

- a) the duties of the President in the absence of the President and First Vice-President
- b) any duties assigned by the President.

Section 4. The Recording Secretary

- a) posts notices of all meetings of the stockholders and shall attend and keep minutes of the same
- b) has charge of all corporate books, records and papers except those of the Treasurers
- c) is the custodian of the corporate seal and shall attest with their signature and impress with the corporate seal all stock certificates
- d) reports to the members at all business sessions of the Club and to the Directors at their monthly meeting
- e) performs other duties as assigned by the President.

Section 5. The Corresponding Secretary

- a) attends to the written correspondence of the corporation as directed by the President
- b) reports to the President at all sessions of the Club and to the Directors at their monthly meetings.

Section 6. The Co-Treasurers have equal responsibility for the financial duties of the Club and

- a) have custody of all money and securities of the Club
- b) shall be bonded in such sum and with such surety as the Directors may require
- c) sign all checks of the Club
- d) pay all bills with Board approval
- e) keep regular books of the accounts, and shall submit them, together with vouchers, receipts, and other papers that may be necessary for consideration

- f) submit a report of income and expenses to the Directors for their examination at each monthly Board meeting
- g) co-chair the Budget Committee
- h) present at the annual stockholders meeting duly audited financial reports which shall include current assets and liabilities for the preceding fiscal year and a budget for the current fiscal year
- i)** train cashiers for the town club day meetings and train other Treasurer committee members as necessary.

ARTICLE IX COMMITTEES

Section 1. There shall be seven (7) standing committees. The President shall appoint a Chairperson for each committee from the Board of Directors. The Chairperson shall, as needed, select a committee from members-at-large.

- a) Ways and Means Committee Chairperson shall, with the Directors, provide projects and ways and means to assist in the maintenance of the Clubhouse.
- b) Membership Committee Chairperson shall secure stockholders in the Club in accordance with the procedures set forth in these bylaws.
- c) House Committee Co-Chairpersons shall have charge of the furnishing and upkeep of the Clubhouse property, buildings, and grounds. The Board of Directors maintains the authority for the direction and management of the same.
- d) Activities Committee Chairperson shall have charge of programming and the annual calendar of events.
- e) Tearoom Committee Chairperson shall meet at least quarterly with the Food Service Provider to coordinate the operation of the kitchen with all other activities of the Club.

- f) Calling/Reservations Committee Chairperson shall be responsible for submitting the total number of reservations for Thursday Town Club Day luncheons to the Food Service Provider by noon on the preceding Tuesday.
- g) Publicity and Promotion Chairperson shall be responsible for submitting articles to the media regarding events at the Club and for adopting methods to disseminate promotional material either written or by other social media.

Section 2. There shall be three (3) special function committees appointed by the President with Board approval.

- a) The Nominating Committee's duty shall be to nominate members as candidates for election to the Board of Directors. The committee shall be five (5) members-at-large.
- b) The Auditing Committee's duty shall be to audit the books of the Club every other year, beginning in January 2007. The committee shall be three (3) members-at-large.

To initiate the committee, the President appoints one member for one (1) year. A second member is appointed to serve two (2) consecutive years and shall be the chairperson of the committee. The third member is appointed to serve three (3) consecutive years.

Thereafter, as each member's term expires, the President shall appoint one new member for a term of three (3) consecutive years. The

member who is serving their second-year term shall be the Chairperson of the committee.

- c) The Budget Committee's duty shall be to create a budget for the current fiscal year. The committee shall consist of at least six (6) Directors.
 1. Co-Treasurers, who shall serve as Chairpersons
 2. Activities Chairperson
 3. House Chairperson
 4. Publicity and Promotion Chairperson
 5. Tearoom Chairperson
 6. Ways and Means Chairperson

ARTICLE X
DISSOLUTION & DISPOSITION

Section 1. If at any time and for whatever reason, i.e. destruction by fire, tornado, flood, vandalism, or any other acts, should the Club become insolvent, the President, along with the Board of Directors, shall make a study as to the options for either the restoration and continuation of the Clubhouse and the Club, or the disposition of same.

Section 2. These options shall be presented to the stockholders and the final decision about the disposition of the Club shall be made by a two thirds (2/3) of the written vote of the stockholders present and voting at a special meeting called for that purpose.

Section 3. The assets, after payment of all liabilities, shall be distributed in accordance with the Internal Revenue Service Tax Code.

ARTICLE XI
BYLAWS AMENDMENTS

These bylaws may be amended by the acceptance of two-thirds (2/3) vote of the stockholders present and voting at a meeting called for that specific purpose. The notice of this meeting shall have been given by an announcement posted on the Club bulletin board one month prior to the meeting. The posted announcement shall give in detail the proposed action.

In the event of a natural disaster or National Emergency, such as a pandemic, the stockholders' vote may be taken electronically.

ARTICLE XII
PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order (Newly Revised) shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with the bylaws and special rules of order of this Club.

**STANDING RULES
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7. DIFFERENCE BETWEEN BYLAWS
AND STANDING RULES

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1. RESPONSIBILITIES OF BOARD MEMBERS

All Board members have a responsibility for the operation, management, and success of the Woman's Town Club. Elected officers are responsible to the Board and to the membership for the management of the Club. Standing Committee Chairs are responsible to the elected Officers and to their committee members for the management and activities of the Club.

- A. Each Committee Chair will form a committee of at least one (1) additional person from the general membership.
- B. As stated in the bylaws, "*A Director's position becomes vacant when that Director misses three (3) consecutive monthly meetings without an excuse acceptable to the Board by its majority vote.*"
- C. In addition, a Director who does not submit a monthly type-written or electronic report of substance to the Board for 2 consecutive monthly meetings, thereby demonstrating irresponsibility to the Board and to the Members of the Club, will be asked to resign from the Board. Any member who agrees to run for or to fill a Director's position on the Board does so with the understanding that she will work diligently to fulfill her duties as voted or assigned. If she does not fulfill her duties, she will be asked to resign from the Board.

2. STANDING COMMITTEE DUTIES

A. Ways and Means Committee

The Ways and Means Committee, with the Activities Committee, shall

1. provide new projects and ways and means to assist in the maintenance of the clubhouse
2. continue the Club's traditionally successful fund raisers such as
 - a) nut sale in November
 - b) raffle on Town Club days.
 - c) garage sales

The Committee Chairperson shall write a report for each monthly Board meeting and a report for the annual stockholders meeting.

B. Membership Committee

The Membership Committee shall

1. secure new members for the Club in accordance with the procedures set forth in the Bylaws Article III, Section 4.
2. work with the Treasurer to collect and monitor dues payments for all members
3. update the membership roster by December 1
4. place a yellow rose and the memory box in the middle room upon the death of a member and update the memory plaque with the name of the deceased member or prior member whose former membership was greater than 3 years and let the Club in good standing.
5. be in charge of the annual member recognition luncheon in August.

To process a new member

- a. provide the new member's information to a Co-Treasurer to add the member and produce a pro-rated dues invoice
- b. write a cover letter for the invoice informing her of acceptance and of the \$25 stock fee
- c. after dues are paid, notify the Recording Secretary to issue a stock certificate and notify the Reservation Chairperson to place the new member on the calling list
- d. provide the new member with a *Stock Certificate*, and a *Member Handbook*.

The Committee Chairperson shall write a report for each monthly Board meeting and a report for the annual stockholders meeting.

C. House Committee

The appropriate committee shall

1. be responsible for the furnishings and upkeep of the clubhouse property, building, grounds, and gardens
2. file an Application for Certificate of Appropriateness with Springfield's Historic Landmarks Commission before doing any major repairs or remodeling of this historical structure which is located in the East High Street Historical District
3. provide an annual inventory of furnishings and kitchen equipment including pictures
4. enter the inventory data into the inventory software on the Club's PC and the inventory book.
5. purchase cleaning, laundry and paper supplies as needed
6. Prepare a request for funding from the Buchwalter House Foundation as appropriate.

This committee is authorized by the Board to spend up to \$1,000 Of budget-approved funds per repair or improvement. Expenditures over this amount require board approval.

The House Committee Co-Chairpersons supervise the housekeeper regarding housekeeping duties.

The Committee Co-Chairpersons shall write a report for each monthly Board meeting and a report for the annual stockholders meeting.

D. Activities Committee

The Activities Committee shall

1. provide projects and ways and means to assist in the maintenance of the clubhouse
2. schedule members to serve on various traditional community functions such as Speaker Series luncheons, Style Show luncheon, Annual Holiday Tea, Mother's Day Luncheon and New Year's Eve dinner
3. request that the chairperson for each function prepare a similar report to be submitted to the Activities Chairperson for use the following year
4. schedule 2 members to serve as hostesses for Town Club days activities
5. be responsible for programming the annual Town Club days *Activities Calendar*, completing it so the content can be approved by the Board at its November meeting.

The Committee Chairperson shall write a report for each monthly Board meeting and a report for the annual stockholders meeting.

E. Tearoom Committee

The Tearoom Committee shall

1. provide, with the housekeeper, a neat and attractive place in which to dine
2. purchase food and beverage service supplies as needed
3. schedule all community & private functions by
 - a) coordinating them with the food service provider and servers
 - b) recording them in the scheduling book and on the kitchen & office calendars
 - c) preparing a *House Usage Contract* and obtaining appropriate signatures
 - d) *obtaining hostesses and cashiers as needed and providing them with a list of guests and table assignments.*
4. schedule a meeting with food services providers at least quarterly to discuss working conditions, and potential contract negotiations
5. obtain a copy of all Health Department inspections of the kitchen and insure that any deficiencies are corrected
6. take an annual inventory of all glassware, dinnerware, and silver belonging to the Woman's Town Club
7. enter the inventory data into the inventory software on the Club's PC and the inventory book.

The Tearoom Chairperson supervises the Head Server regarding function set-up & serving of meals & beverages.

The Committee Chairperson shall write a report for each monthly Board meeting and a report for the annual stockholders meeting.

F. Calling/Reservations Committee

The Calling/Reservation Committee Chairperson shall

1. provide callers who contact the membership for reservations for Town Club day and small group luncheons and who report to the Calling/Reservation Chairperson
2. be responsible for submitting the total number of reservations to the food services provider and the head server by the preceding Tuesday noon to allow for set-up of appropriate seating for members to eat and play games
3. provide an alphabetical listing of reservations and a list of members who owe for past missed reservations (both for Town Club & Small Club Days) to the cashiers by 10:00 a.m. on Town Club day
4. assist in requesting members to re-arrange themselves to insure the appropriate number of players for each game on Town Club day.

The Committee Chairperson shall write a report for each monthly Board meeting and a report for the annual stockholders meeting.

G. Publicity and Promotion Committee

The Publicity and Promotion Committee shall

1. write and submit articles to the media regarding events at the Woman's Town Club, following zoning guidelines to "promote the event, not the meal"
2. create a *Town Crier* for Town Club Days and place one on each table
3. update the "*Bringing the Past to the Future*" Club brochure, replenish the supply as needed and distribute at Club community functions such as the Speaker Series luncheons
4. initiate various methods to promote the Club such as
 - a) publishing and disseminating written material
 - b) posting Club information on a website or other social media and keeping the content up to date
 - c) recruiting members as public ambassadors to speak at other clubs
 - d) obtaining and using local mailing lists to do promotional mailings
 - e) purchasing and distributing promotional materials as needed.

The Committee Chairperson shall write a report for each monthly Board meeting and a report for the annual stockholders meeting.

3. PRESERVATION OF CLUB RECORDS

The Woman's Town Club is a tax-exempt corporation which owns real estate, issues capital stock to and collects dues from members, is governed by a set of Bylaws & Standing Rules, and hires employees and contractors. The Club was founded in 1922 and both the Club and the clubhouse are historically significant to the city, state and the National Register of Historic Places.

To insure the continued smooth operation of the Club, members of the Board of Directors serve as custodians for these important records and documents.

<u>CUSTODIAN & RECORDS</u>	<u>LOCATION</u>
<i>Activities Chair</i>	
<i>Activities Calendar</i>	Laptop
<i>House Chair</i>	
Appliance instructions/warranties	Kitchen File Cab.
<i>Membership Chair</i>	
Member applications (blank)	Laptop
Member applications (completed)	Boardroom
Membership index card files	Boardroom
Membership dues letters	Laptop
<i>Membership Roster</i>	Laptop

President

Board Liability Insurance	Boardroom
City Zoning Regulations	Boardroom
Employee Job Descriptions	Laptop
Food Services Contracts	Laptop
Food Service Provider Liability Policy	Boardroom
<i>History of the House Booklet</i>	Office
House keys	At Home
Personnel Files	Boardroom

CUSTODIAN & RECORDS

LOCATION

Publicity & Promotion Chair

<i>Bridging the Past to the Future</i> Brochure	Office
Other Club promotional materials	Office
Historical Photos	Boardroom
News coverage of Club functions	Boardroom

Recording Secretary

Annual Stockholder Reports	Boardroom
Board meetings minutes	Boardroom
<i>Bylaws & Standing Rules</i> (current version)	Laptop
<i>Bylaw & Standing Rules</i> (prior versions)	Boardroom
Club incorporation documents	Boardroom
Deed to the High Street property	Boardroom
House & furnishings appraisals	Boardroom
House & kitchen inventory	Laptop
House insurance policy	Boardroom
Stock Certificates (blank)	At Home
Stock Certificates (cancelled)	Boardroom

Reservation Chair

Reservation Sheets (blank)	Laptop
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Tearoom Chair

Health Department Inspection Reports	Kitchen File Cab.
House Usage Contracts (blank)	Laptop
House Usage Contracts (completed)	Office
<i>Policies, Options & Fees for Private Functions Brochure</i>	Laptop/ Office

CUSTODIAN & RECORDS

LOCATION

Treasurer

Bank check stock	Office
IRS status (501c7) document	Boardroom
Club Lunch Tickets	Laptop
Employee compensation agreements	Office
Financial records for 7 years	Boardroom
Revenue envelopes (current year)	Office
Revenue envelopes (past 7 years)	Boardroom
Reservation Sheets (current year)	Office
Reservation Sheets (past 7 years)	Boardroom
Thumb drive back-up of Club records and financial data	Office

4. OPERATION OF BOARD ACTIVITIES

A. Board Meetings

1. Board meetings are held at the clubhouse on the 2nd Friday of the month at 10:00 a.m. The meeting may be re-scheduled by the President if necessary. If a Board member cannot attend, she must notify the President by phone or email as soon as possible before the meeting.
2. Any Club member may attend a meeting. If the member needs to be added to the agenda for the discussion of a particular issue, notify the President ahead of time.
3. Agenda for Board meetings:
 - a) Call meeting to order
 - b) Inspirational reading (Optional)
 - c) Approval of the minutes
 - d) President's report
 - e) Treasurer's report
 - f) Corresponding secretary's report
 - g) Reports of standing committees
Ways & Means, Membership, House
(including Grounds and R&R), Activities,
Tearoom, Reservations, Publicity &
Promotion
 - h) Old business
 - i) New business
 - j) Buchwalter House Foundation Report
 - k) Announcements
 - l) The good of the order
 - m) Adjournment
4. The Recording Secretary will post the approved minutes from the Board meeting with committee reports attached on the Club bulletin board each month.

5. Urgent Board matters may require a special meeting or electronic vote at the discretion of the President.
6. Any electronic vote must be unanimous if there has been no prior motion and discussion at the previous Board meeting. The vote must be recorded in the next Board meeting minutes.

B. Annual Stockholder Meetings

1. The annual meeting for reporting the Club's prior fiscal year's activities to the stockholders is held the 3rd Thursday in February. The agenda is
 - a) Call meeting to order
 - b) Reading and approval of the minutes
 - c) President's report
 - d) Treasurer's report
 - e) Audit Committee report
 - f) Standing Committee chairpersons' reports
 - g) Unfinished business
 - h) New business
 - i) Adjournment
2. The annual meeting for election of Directors is held the 3rd Thursday in October. The agenda is
 - a) Call meeting to order
 - b) Reading and approval of the minutes
 - c) Election of Directors
 - d) Unfinished business
 - e) New business
 - f) Adjournment

5. MANAGEMENT OF PERSONNEL

The Club hires or contracts with businesses, independent contractors, and employees as workers to perform various services for us. The Club's government reporting requirements and financial obligations vary with each type of worker.

A. Independent Contractors

A general rule is that the payer has the right to control or direct only the result of the work done by an independent contractor, and not the means and methods of accomplishing the result. The Club has used independent contractors for food services, grounds maintenance, and accounting activity.

B. Independent Contractor Employees

Independent contractors often employ personnel to assist in the delivery of their contracted services. These personnel are managed and paid by the contractor.

C. Club Employees

A general rule is that anyone who performs services for you is your employee if you can control what will be done and how it will be done.

The Club currently employs a part-time housekeeper/head server. Her duties include house cleaning, setting up for meals, serving meals, preparing and serving beverages, and caring for table linens. The Tearoom Chairperson and the House Chairperson share supervision of this position.

For larger groups, the Club employs a 2nd server. Her duties include serving meals, preparing and serving beverages and assisting in kitchen clean-up. She reports to the head server.

EMPLOYEE CORRECTIVE ACTION POLICY

In an effort to promote expected performance as stated in the Woman's Town Club job description, the President or her designee implements corrective action steps as follows:

1. A verbal documented reprimand, signed and dated. Three months after the verbal documented reprimand has been implemented, performance will be reviewed. If adequate improvement has not been demonstrated as determined by the Woman's Town Club Board of Directors, a written reprimand will be implemented.
2. A written reprimand, signed and dated.
3. Termination of Employment. Thirty days following the written reprimand, the Woman's Town Club Board of Directors will determine if adequate improvement in performance has

occurred. If not, the employee will be terminated, given a final payroll check and relieved of all house keys.

D. Hiring Contractors and Employees

The President must appoint a committee to select a food services provider (chef/cook/caterer). The committee's recommendation for employment must be submitted to the Board for approval before committing to any contract.

For other positions, such as housekeeper or server, the appropriate Board Chairperson must review each prospective employee's resume or employment application, conduct an interview and then submit their recommendation to the Board for approval before hiring.

6. REVISION OF STANDING RULES

Bylaw Article VII, Section 4 states that the Board of Directors “*shall provide Standing Rules regulating its own meetings, affairs, and the general operation of the Club*”.

A. Annual Review

1. These *Standing Rules* must be reviewed every September by a committee appointed by the President.
2. Any revisions must be approved by two-thirds (2/3) vote of the Board of Directors.
3. The President will announce any approved changes at a Town Club day meeting in November.
4. The Secretary will provide an updated document to all Board members.

B. Other Updates

Other updates can be made at any time during the year if approved by two-thirds (2/3) vote of the Board of Directors.

7. DIFFERENCE BETWEEN BYLAWS & STANDING RULES

Bylaws are the written rules agreed upon by the people in charge of an organization to formalize how decisions can be made and business conducted. The adoption of bylaws indicates a commitment to following a certain parliamentary procedure and, as explained by Encyclopedia Britannica, the "generally accepted rules, precedents, and practices commonly employed in the governance of deliberative assemblies."

After adopting a set of bylaws, an organization can decide to further supplement and clarify the bylaws. Standing rules are rules or resolutions that are of a continuing (or standing) nature. These rules deal only with administrative matters and function under the umbrella of the organization's bylaws.

Bylaws are a negotiated agreement. There is no single format that must be followed; however, bylaws often address the authorized number of board members and terms, voting rights and privileges, approved business activities, appointment of officers and establishment of committees, quorum percentages, annual meeting frequency, procedure for amending the bylaws and for dissolving the organization, and other issues that are part of the management of the organization as a whole.

Standing rules are administrative and establish specifics for conduct, such as the time, date and frequency of committee meetings or the use of petty cash.

The key differences between bylaws and standing rules relate to scope and effect. The parliamentary procedure guide "Robert's Rules of Order" explains

that bylaws "should include all the rules that are of such importance that they cannot be changed in any way without previous notice," while standing rules "should contain only such rules as may be adopted without previous notice by a majority vote at any business meeting." At the core, bylaws are designed to be overarching and procedural, while standing rules are specific and administrative.

Bylaws usually are drafted at an organization's inception, while standing rules tend to be established as needed by committees or other subsets of management. Bylaws govern the organization as a whole and can be amended only by providing notice and gaining a majority vote. Standing rules can be adopted at any meeting without notice and can pass upon a simple majority vote of people in attendance.

Bylaws and standing rules are interrelated; however, their relationship is strictly hierarchical. Provisions in the bylaws always supersede any standing rule that may be adopted.

While an organization can function with only a set of bylaws, establishing standing rules for administrative functions can make an organization more effective.

Knowing the relationship between bylaws and standing rules and how functionality overlaps will ensure that business operations stay within authorized bounds.