

## **By-Laws & Constitution**

The general membership voted on and accepted the proposed amendments to the Sherburne Women's Club By-Laws and Constitution at the Annual Business Meeting on May 24, 2018. Changes were made that the *Sherburne Women's Club* has been renamed *The Greater Killington Women's Club* and officer duties were added regarding maintaining the club's non-profit and tax filing status.

Janina Curtis, President-----  
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### ***The Sherburne Women's Club (SWC)***

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### **THE GREATER KILLINGTON WOMEN'S CLUB (GKWC)**

### **THE SHERBURNE WOMEN'S CLUB/GKWC BY-LAWS**

#### **Article I: Membership:**

Membership in the club is open to all persons in the area who wish to belong to this charitable organization who are current in their membership dues.

#### **Article II: Duties of Officers:**

##### **Section 1**

**PRESIDENT:** It shall be the duty of the president during and for her term of office, to:

- Call and preside at all business and board meetings.
- Follow Robert's Rules of Order when presiding at business and board meetings.
- Exercise a general supervision over the affairs of the club.
- See that, at the beginning of their annual term of office, each officer and chairperson has a written description of their officer or chairperson responsibilities.
- Coordinate process of awarding the SWC/GKWC Academic Scholarship with the SWC/GKWC and the Woodstock Union High School.

- Along with the Vice President: oversee the SWC/GKWC Community Service Award Committee.
- Collect mail (or delegate responsibility) and distribute to appropriate persons.
- Prior to start of term: Meet with the Immediate Past President to review SWC/GKWC Bylaws and Constitution.
- Ensure that the club is current in its 501c3 charitable status, business registrations and tax filings. Retain outside professional legal or financial services as needed.

## Section 2

**VICE-PRESIDENT:** It shall be the duty of the vice-president to:

- Assist the president in the discharge of her duties, and in her absence to officiate in her place and act as coordinator of the committee chairpersons.
- Submit recommendations for new officers and committee chairpersons to the board at the April board meeting. Nominations shall be submitted to the general membership at the May business meeting.
- Along with the President: oversee the SWC/GKWC Community Service Award Committee.

## Section 3

**RECORDING SECRETARY:** The secretary shall be responsible for the minutes of all business and board meetings. The Secretary will see that minutes are posted to the SWC/GKWC website.

## Section 4

**CORRESPONDING SECRETARY:** The corresponding secretary shall be responsible for all correspondence needed by the club.

## Section 5

**TREASURER:**

- Have general supervision of all finances of the club, and shall hold all funds due the club; deposit all monies received in the bank chosen by the governing board and keep such records and accounts of the business transactions of the club as may be required.
- Keep an account of all receipts and expenditures.
- Be responsible for recording receipt of dues; keeping a list of members in good standing (name, address, phone, email) and forwarding such information to Publicity, so that a newsletter list may be accurately maintained.
- Create hard-copy list of members with contact information. Make copies available for members at a General Membership meeting following the dues deadline date.
- Submit a summary of the financial status of the club at the monthly Board Meetings and the General Membership Business Meetings.

- Collect membership dues late fees from members who pay their dues after the stated deadline.
- Provide the necessary financial documents to the appropriate financial preparers and provide copies of any tax filings to the club president for record keeping.

## Section 6

### **IMMEDIATE PAST PRESIDENT:**

- The immediate past president shall be an advisor to the Governing Board.
- Prior to start of term: Meet with incoming President to review SWC/GKWC Bylaws and Constitution.

## **Article III: Community Service Award Committee**

- The President and Vice President shall oversee the Community Service Award Committee and shall designate a coordinator to oversee the process of collecting applications for the SWC/GKWC Community Service Award, and a facilitator to oversee evaluating award applications.
- The coordinator may be any club member.
- The coordinator and the facilitator must be SWC/GKWC members and may be the same person.

### Coordinators responsibilities are:

1. Oversee all publicity for the award.
2. Oversee correspondence with area high schools.
3. Oversee communication with area high schools to ensure their guidance departments are advertising the award to potential applicants.
4. Update the Award Application with current year and deadline dates.
5. Update information regarding the award on the SWC/GKWC website.
6. Collect applications and give them to the facilitator.
7. Report status updates to the President.

### Facilitators responsibilities are:

1. Collect Award Applications from the coordinator. Edit applications so they can be evaluated "Blind."
2. Oversee Evaluation committee which is comprised of six impartial evaluators who may or may not be SWC/GKWC members and who will review applications and will follow the evaluation guidelines as outlined by the SWC/GKWC 2007/2008 Community Service Award subcommittee.
3. Report status of evaluation committee to the President.

4. Send letters to non winners.
5. Oversee presenting the award to the winner.

## **Article IV: Governing Board**

- All business affairs of the Sherburne Women's Club/Greater Killington Women's Club shall be managed by the Governing Board.
- The Board shall consist of all officers and all standing chairpersons.
- Members of the Governing Board attend monthly board meetings.
- In the event that any board member is absent for 3 consecutive board meetings without an acceptable reason, or has unexcused absences for 25% of the meetings in any one fiscal year, they shall be removed from the board and the board will appoint a replacement for the remainder of her term.

## **Article V: Duties of Chairpersons**

### Section 1

#### **PROGRAM:**

- Obtain monthly program, including speaker, meeting place, and necessary arrangements for the program.
- Create a yearly events calendar. The events calendar year shall run September – August.
- Manage the details of each monthly program. She may delegate the responsibility for a specific event to an event host.

### Section 2

#### **HOSPITALITY:**

- Obtain members to supply refreshments needed for all special events, including but not limited to *Meet Your Neighbor Night* and the May Disbursements Annual Meeting.

### Section 3

#### **PUBLICITY:**

- Announce meetings and events in the local newspaper
- Create of the SWC/GKWC Newsletter
- Distribute the SWC/GKWC Newsletter to all members in good standing

- Maintain an email list of members in good standing

#### Section 4

##### **MEMBERSHIP:**

- Keep the members aware of any new residents and welcome them to the club and community.
- Communicate with Killington Elementary School staff and the Killington town clerk to be aware of any new residents to the community, and provide Club information to the new community members.
- Create an annual call-tree list with members in good standing, and oversee its use.

#### Section 5

##### **HISTORIAN:**

- Be responsible for collecting memorabilia of events during the year.
- Update and maintain the Historian Binders in the library.
- Take photographs at each Club event, or designate a Club member to take photographs.
- Maintain the SWC/GKWC scholarship/award plaques in the Sherburne Memorial Library, and update annually with new recipient names.

### **Article VI: Election Procedure**

#### Section 1

Elections shall take place at the May business meeting, and require approval of the majority of members present. The newly elected officers and chairpersons shall assume their duties on June 1.

#### Section 2

On the night of the elections, the floor shall be open for further nominations.

## **Article VII: Loss of Officers or Standing Committee Chairpersons**

### **Section 1**

If elected officers or chairpersons resign during their term of office, the President shall appoint a replacement with the Governing Board's advice and majority approval.

### **Section 2**

If the President resigns, the Vice-President shall take her place and the Governing Board will appoint a Vice President to serve until the next election.

## **Article VIII: Dues**

- Dues of the Sherburne Women's Club/Greater Killington Women's Club shall be set annually at the May business meeting, and are due at the September business meeting.
- The grace period will extend to October 30<sup>th</sup>, after which membership is automatically cancelled if dues remain unpaid.
- Dues received after the October 30<sup>th</sup> deadline will incur a late fee.

## **Article IX: Formation of New Committees**

The President has the power to appoint new committees and their chairpersons, if necessary, with the Governing Board's approval. These appointments are for the current calendar year only.

## **Article X: Support for Community Organizations**

To carry on social activities, events and fund-raising projects to

- Support senior high school students who live in Killington, Vermont, and also attend Woodstock Union High School to provide a scholarship for colleges, based on their weighted GPA. This award is to be named the *Sherburne Academic Scholarship*.
- Support senior high school students who live in Killington or Pittsfield, Vermont, to provide a monetary award based on volunteerism and community service. The Community Service Award is to be named the *Pat Zack Community Service Award*.
- The same student cannot be awarded both the Academic Award and the Community Service Award.
- Support community organizations in need of financial assistance.

## **Article XI: Amendments**

The constitution and the by-laws of the Sherburne Women's Club/Greater Killington Women's Club may be amended at any regular business meeting by the majority of the members present. Written notification of pending amendments must be received by members one month in advance.

## **Article XII: Fiscal Year**

The fiscal year of the Club shall be from June 1<sup>st</sup> to May 31<sup>st</sup>, however for tax purposes the Club shall have a calendar year as required under the Internal Revenue Code unless a change is approved.

## **Article XIII: Expenditures**

The Governing Board shall not authorize expenditures to exceed four hundred dollars (\$400) without the approval of the majority of the members present at a warned business meeting.

## **Article XIV: Business Meetings**

Each events calendar (September – August) shall consist of a minimum of 3 warned Business Meetings.

## **Article XV: Participation of guests in SWC/GKWC functions**

Non-Members who attend SWC/GKWC events with which fees are associated will pay a nominal fee in addition to the fee which is charged to SWC/GKWC members. The fee amount will be determined by the Governing Board of Directors at the August Board meeting or when the member fee for the event is established.

*These Bylaws were adopted on January 15, 1964, except for the changes which have been revised and were adopted on May 24, 2018.*

# **Constitution of the Sherburne Women's Club**

*DBA as*

## **The Greater Killington Women's Club**

### **CONSTITUTION**

### **OF**

### **SHERBURNE WOMEN'S CLUB/**

### **GREATER KILLINGTON WOMEN'S CLUB**

#### **ARTICLE I**

The name of the organization shall be the SHERBURNE WOMEN'S CLUB doing business as (DBA) the GREATER KILLINGTON WOMEN'S CLUB.

#### **ARTICLE II**

The organization shall have a post office box in the Town of Killington and Meetings shall be held at Board member's homes and public locations in the community.

#### **ARTICLE III**

The operating year shall be: Calendar.

#### **ARTICLE IV**

The duration of the Organization shall be: Perpetual.



## **ARTICLE V**

The Club shall be a non-profit organization.

## **ARTICLE VI**

The Club is organized for the purposes of:

- To provide a scholarship for college to senior high school students who live in Killington, Vermont, and also attend Woodstock Union High School, based on their weighted GPA. (*Sherburne Academic Award*)
- To provide a monetary award to senior high school students who live in Killington or Pittsfield, Vermont, based on volunteerism and community service. (*Pat Zack Community Service Award*).
- The *Sherburne Academic Award* and the *Pat Zack Community Service Award* cannot be awarded to the same student.
- To support community organizations in need of financial assistance.

The organization shall be a voluntary, non-profit, charitable organization and to that end, the club may adopt and establish by-laws and to make all rules and regulations deemed necessary and expedient for the management in accordance with general not-for-profit laws in the State of Vermont and Sections 501 (a) and 501 (c) of the Internal Revenue Code of 1986, as amended.

## **ARTICLE VII**

This organization is organized for the purposes of:

1. In general, in addition to the foregoing, to carry on any business in connection with the aforesaid powers and purposes, and to further have and exercise all of the powers conferred by The General Not For Profit Laws of Vermont, and to do any and all things hereinbefore set forth to the same extent as any not-for-profit organizations might or could do.
2.
  - No part of the net earnings of the organization shall inure to the benefit of any individual or other entity.
  - Upon the dissolution of the organization, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the organization, dispose of all the assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized

and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

- Any such assets not so disposed of shall be disposed of by the Court of common Pleas (*Probate court, Circuit Court or Associate Circuit Court*) or the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.
3. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation and the organization shall not participate in or intervene in (*including the publishing or distribution of statements*) any political campaign on behalf of any candidate for public office.
  4. Notwithstanding any other provisions of the Constitution, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501 (c) (of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a organization, contributions, to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
  5. To do everything necessary, suitable, convenient proper for or in connection with, or incident to, or the accomplishment, attainment, or furtherance of any of the purposes, objects, or posers set forth in this Constitution and in general, to engage in any lawful act or activity for which organizations may be organized under the Not For Profit Laws of the State of Vermont.
  6. The Organization is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

## **ARTICLE VIII**

In any year in which the organization is a private foundation as described in Section 509

- (a), the organization shall distribute its income for said period of time and manner as not to subject it to tax under IRC 4942, and the organization shall not a) engage in act of self-dealing as defined in IRC 4941(d),
- (b) retain an excel business holdings as defined in Section 4943(c),
- (c) make any investments in such a manner as to subject the organization to under Section 4944,
- (d) make any taxable expenditures as defined in IRC 4945 (d) or corresponding provisions of any subsequent Federal tax laws.

## **ARTICLE IX**

- Except as otherwise specifically provided by statute, all powers of management and direct control of the Organization shall be bested in the Board of Directors as directed by the Members.
- The Power to make, alter, amend or repeal the By-Laws of the organization shall be vested in the Members.

## **ARTICLE X**

The membership of the club shall be comprised of individuals who pay an annual fee, the amount of which is recommended by the Board of Directors and ratified by the membership at any annual or special meeting of the members, provided, however, that the initial fee shall be set by a majority vote of the Directors.

## **ARTICLE XI**

The power to amend and alter the Constitution of the club shall be vested solely in the members. This power may be exercised (*after such notice as may be required or waiver thereof*) at any annual or special meeting of the Members.

The undersigned certify that this is the Constitution of the *Sherburne Women's Club* doing business as (DBA) the *Greater Killington Women's Club* as amended up to May 24, 2018.