

## By-Laws of the Dublin Women's Philanthropic Club

### **ARTICLE I: NAME**

The name of said corporation shall be Dublin Women's Philanthropic Club.

### **ARTICLE II: PRINCIPAL OFFICE**

The place in the State of Ohio where the principal office of the corporation is to be located is the City of Dublin.

### **ARTICLE III: PURPOSES**

Sec. 1 The corporation is organized for the promotion of social welfare and will operate primarily to further the common good and general welfare of the people of the greater Dublin, Ohio community, and also to promote charitable and philanthropic causes wherever located, including, for such purposes, seeking to bring about civic betterment and social improvements, and to those ends to:

- a. Promote service projects for educational, charitable, and philanthropic purposes and to further the interests of the community;
- b. Promote friendly association among its members;
- c. Promote the general welfare of the people of the community by affording an opportunity for members in the area to meet people and to become involved in community affairs;
- d. Promote the general welfare of the people of the community by furnishing members organized opportunities for participation in educational, philanthropic, social, cultural, recreational or intellectual activities;
- e. To engage in such other activities as are permitted of non-profit corporations under the laws of the State of Ohio.

Sec. 2 No part of the net earnings of the corporation shall inure to the benefits of or be distributable to its members, board members, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Sec. 3 Upon the dissolution of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c) 3 of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this State.

Sec. 4 Fiscal year will be defined as June 1<sup>st</sup> through May 31<sup>st</sup>.

Sec. 5 All of the authority of this Corporation shall be exercised by or under the direction of the Executive Board Members, except as otherwise provided in the Articles of Incorporation or by Chapter 1702, Ohio Revised Code. An Executive Board Member shall perform her duties as an Executive Board Member in good faith; in a manner she reasonably believes to be in the best interest of the Corporation, and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In performing her duties, an Executive Board Member, when acting in good faith, is entitled to rely on information, opinions, reports or statements, including financial statements or other financial data that are prepared or presented by:

- a. One or more Executive Board Members or Executive Committee Members that the Executive Board Members reasonably believe are reliable and competent in the matters prepared or presented;

- b. Counsel or other persons as to matters that the Executive Board Members reasonably believes are within the person's professional or expert competency.

#### **ARTICLE IV: MEMBERSHIP OBLIGATIONS AND DUES**

Sec. 1 All members are encouraged to participate in at least one fundraiser or special event per year (4 service hours per member is expected).

Sec. 2 Members are encouraged to attend General Meetings.

Sec. 3 Annual Dues (determined by the Executive Board) will be paid on a "rolling" basis Determined by the original membership date. Members will be reminded 90, 60 & 30 days prior to expiration.. If payment is not made by due date, a reminder and notice that the membership has lapsed (including member's name being dropped from the roster) will be sent by the membership committee.

Sec. 4 Annual dues for senior citizens (age 62 and over) shall be half of the annual dues.

Sec. 5 Prospective members shall be permitted to attend one General Meeting or event before paying dues. It is encouraged that prospective members attend one New Member Event in their initial year as a member.

#### **ARTICLE V: MEETINGS**

Sec. 1 Executive Board Meetings shall be the first Monday of the month unless otherwise ordered by the President. Members present of the Executive Committee or Executive Board, as the case may be, shall constitute a quorum for transaction of business of each respective body. The President can call Executive Board Meetings by giving two days notice in advance of said meeting.

Sec. 2 General Meetings of the membership shall be once per month unless otherwise ordered by the Executive Board. Members present shall constitute a quorum for transaction of business.

Sec 3 The Annual Meeting of the membership for the election of Trustees and Officers shall be held at the April General Meeting.

#### **ARTICLE VI: TRUSTEES, OFFICERS & EXECUTIVE COMMITTEE**

Sec. 1 The elected officials of this Club shall be three Trustees and a President (can be one woman or two women as Co-Presidents in an equal relationship), Vice President (can be one woman or two women as Co- Vice Presidents in an equal relationship), Secretary, Treasurer, and Assistant Treasurer.

Sec. 2 The Executive Board shall consist of the following: three Trustees, President, Vice President, Secretary, Treasurer, Assistant Treasurer and voting Advisor. The Immediate Past President shall act as the voting Advisor.

Sec. 3 The Executive Committee shall consist of the Executive Board and Standing Committee Chairpersons.

Sec. 4 The Standing Committee Chairpersons shall be appointed by the President. An accurate list of Standing Committee Chairpersons shall be posted in the annual directory.

Sec. 5 The Executive Board may create new or discontinue Standing Committees when it seems to be in the best interest of the Club.

Sec. 6 If a member of the Executive Board is absent from three consecutive Board Meetings,

except for reason of extenuating circumstances, that office shall become vacant and shall be filled within 60 days by majority vote of Executive Board (ref: Article VIII, Section 6).

- a. An Officer or Chair may be removed from their position based on 2/3 vote by full Executive Board.

#### **ARTICLE VII: TRUSTEES**

Sec. 1 The Trustees shall enforce all policies, oversee all finances (including fundraising activities of the Club, which shall be for the sole benefit of the Club and its stated purposes), and determine that the purposes of the Club are being carried out.

Sec. 2 Trustees shall be voting members at meetings of the Executive Board, General Meetings of the membership, Budget Committee and By-laws Committee.

Sec. 3 There shall be one Trustee elected at each Annual Meeting in April. No members shall be eligible for the position of Trustee until she has served on the Executive Board or the Executive Committee and been a member of the Club for at least three years. Each Trustee shall be elected for a term of three years.

Sec. 4 If a Trustee is absent for three consecutive Trustee/Executive Board Meetings, except for reason of extenuating circumstances, that office shall become vacant and shall be filled within 60 days by majority vote of Executive Board (ref: Article VIII, Section 6).

#### **ARTICLE VIII: ELECTIONS**

Sec. 1 The President shall appoint a Nominating Chairperson and a Nominating Committee of at least three members, which could include : two current Trustees, one Past President, one Membership Chairperson and one member who has been active for at least one year. The Nominating Committee shall be in place by January 31<sup>st</sup> of the voting year. By this date the Executive Board will have advised the Nominating Committee of the President-elect.

Sec. 2 The Nominating Committee shall present a ballot of candidates at the March Executive Board Meeting for the following offices:

- a. One new Trustee
- b. Vice President
- c. Secretary
- d. Assistant Treasurer
- e. President
- f. Treasurer (if the previous year's Assistant Treasurer does not automatically assume the role)
- g. 2nd year Trustee (if the previous year's Trustees do not assume the role)
- h. 3rd year Trustee (if the previous year's Trustees do not assume the role)
- i. Advisor (typically the immediate Past President)

Only members of the previous year's Executive Board may be candidates to be nominated by the Executive Board for the role of the President if the current President is not repeating her term. Assistant Treasurer will become Treasurer unless the Treasurer remains in her role.

Sec 3 The approved ballot from the March Executive Board meeting will be presented at the March General meeting and nominations from the floor will be accepted for all qualified candidates at the March General Meeting. The approved ballot will be emailed to the general membership within one week of the March General meeting.

Sec. 4 Election of Trustees and Officers shall be by Written Ballot at the Annual Meeting in

April. Members who are unable to attend the April General Meeting may vote by absentee ballot via email. The Nominating Committee must receive all absentee ballots before the April annual meeting in order to be counted.

The Trustees and Officers for the ensuing year shall be installed at the May General Meeting and assume their respective duties for the following fiscal year as of that date, with support of outgoing officers as needed.

Sec. 5 No Trustee or Officer may be elected to the same position for more than three consecutive terms. An Officer may not hold more than one office at a time, with the exception of Trustee.

Sec. 6 Vacancy in any position shall be filled by a majority vote of the Executive Board for the unexpired term.

Sec. 7 An Officer or Trustee serving as a replacement for an unexpired term is eligible to serve in the position the following year.

#### **ARTICLE IX: DUTIES OF OFFICERS**

##### **Sec. 1 President**

- a. The President shall preside at all meetings of the General Membership, Executive Board Meetings and Executive Committee Meetings.
- b. The President shall appoint all Standing Committee Chairpersons.
- c. The President represents the Club in all business and social ways.
- d. The President shall be the ex-officio member of all committees with the exception of the Nominating and Financial Review Committees.
- e. The President will have the ability to appoint Chairpersons and create Committees as needed. The appointed Chairperson shall report directly to the President.
- f. The President will determine the location of DWPC property.
- g. The President shall call the Budget meeting and appoint the Members-at-Large. The Treasurer shall preside over the Budget meeting.

##### **Sec. 2 Vice President**

- a. The Vice President shall perform all duties of the President in the President's absence.
- b. The Vice President shall create and schedule Programs for all General Meetings and all non-fundraising special events.
- c. She shall do her best to have all General Meeting programs scheduled by August 31st.

##### **Sec. 3 Secretary**

- a. The Secretary shall keep an accurate record of Executive Board or Executive Committee meetings and present the Board or Committee members with copies of these minutes at the next Board or Committee Meeting.
- b. The Secretary shall be responsible for procuring a location to hold all Club records. Records must be kept for a period of seven years including membership records and financial records. Board meeting minutes will be kept electronically. No items may be thrown away unless the Executive Board has voted to approve the disposal (unless damage or other reasons require immediate disposal in which case the board should be notified via email within 24 hours of the disposal).

##### **Sec. 4 Treasurer**

- a. The Treasurer shall be custodian of all monies including those monies raised via fundraisers.
- b. The Treasurer shall be responsible for depositing said monies in the Dublin Women's

- Philanthropic Club bank account selected by the Club.
- c. The Treasurer shall pay all bills authorized by the Executive Board or the President and get receipts for same.
  - d. The Treasurer shall report at all Executive Board Meetings all receipts, expenditures, and outstanding obligations and shall issue a written report of the same to all Board members.
  - e. The Treasurer shall serve as Chairperson of Budget Committee.
  - f. The Treasurer shall be responsible for the timely submission of all supporting financial documents required to be submitted to the DWPC accountant for tax reporting purposes and to ensure the timely submission of all charitable registrations as required for a 501(c)3 corporation.
  - g. The Treasurer shall pick-up the mail and distribute to the appropriate party within one week of pick up or sooner if mail is time sensitive. Mail to be picked up once a week.

#### Sec. 5 Assistant Treasurer

- a. The Assistant Treasurer shall perform all duties of the Treasurer in the Treasurer's absence.
- b. The Assistant Treasurer shall assist in paying all bills and obtaining receipts for same.
- c. The Assistant Treasurer shall be responsible for depositing monies in the Dublin Women's Philanthropic Club bank account.
- d. The Assistant Treasurer shall serve on the Budget Committee.
- e. The Assistant Treasurer shall become Treasurer the following term.
- f. The Assistant Treasurer shall immediately reimburse members at the General meetings and the Board meetings, whenever possible.

#### **ARTICLE X: RULES OF ORDER**

The Rules contained in "Roberts Rules of Order, Revised" shall govern the Club in cases to which they are applicable and in which they are not inconsistent with the by-laws of the Club.

#### **ARTICLE XI: AMENDMENTS**

These by-laws may be amended by a 2/3 vote of the members present at any General Meeting if written notice of vote on amendment has been given not less than one meeting prior to the vote. (Proposed amendment will be published at least once via email or other electronic format prior to membership voting; see Article XII, Sec. 3).

#### **ARTICLE XII: SPECIAL COMMITTEES**

**Sec. 1 Financial Review Committee** – A committee of two non-board members shall be selected by the President by March 1st to examine the receipts and disbursements of the outgoing Treasurer's records. A written report that records were examined and found to be in order will be submitted by September 1st. Please note: This is not an official IRS audit and we should not report to the IRS or the Ohio Attorney General that an audit has been performed. This Committee is in place to ensure that the DWPC maintains proper bookkeeping and is transparent to the Board and General Members.

**Sec. 2 Budget Committee** – This committee shall be appointed by the President. It shall consist of the present Treasurer, serving as Chairperson, at least one Trustee, President, Immediate Past President, Vice President, Assistant Treasurer, and any other interested member(s). The Budget Committee shall submit a proposed budget to the Executive Committee at its first Summer meeting for approval (no later than July 31st). If approved, the budget will be submitted to the General Membership at its first meeting for its approval.

**Sec. 3 By-Laws Revision Committee** – This committee composed of: at least one

Trustee, Immediate Past President, current President, current Vice President, one active member from General Membership as selected by the President, and any other interested member(s), shall consider suggested changes to the by-laws and shall make recommendations to the Executive Board. Upon approval by the Executive Board, notice of the proposed revision will be published once via electronic mail. The revision itself will be posted on the DWPC website prior to the membership voting. This committee is required to convene once every three years beginning in the year 2010 to review the current by-laws and revise if necessary. The Executive Board can call for by-laws revisions prior to the three-year deadline as deemed necessary. A correction of a typographical error will not be considered a by-laws change and should be adjusted when found and noted as so in the Executive Board meeting minutes.

#### **Sec. 4 Major Fundraising Committees**

- a. Whenever possible, Special Events or Fundraising Chairperson shall have served on a committee of said fundraising event and shall have been a member of Dublin Women's Philanthropic Club for a minimum of one year.
- b. Event Chairpersons (or a representative) are expected to attend two Executive Board Meetings prior to the event. All major changes regarding fundraisers should be brought before the Executive Board for approval.
- c. An experienced member shall be included on all committees, to ensure continuity, whenever possible.
- d. The Treasurer should be updated monthly and then 60 days prior to the event of expenses and income related to every fundraiser in order to ensure profit and loss statements have accountability.

Sec. 5. **Nominating Committee** – See Article VIII Elections for details.

#### **ARTICLE XIII: FINANCIAL GUIDELINES**

Sec. 1 The distribution of all monies in the checking account from June 1 - May 31st (including fundraising net proceeds, sponsorships, and annual dues) will be allocated as follows as the next year's budget is planned (unless monies are donated for a specific purpose):

- a. 1/3 (one-third) to the Operating Fund and 2/3 (two-thirds) to the Philanthropic Budget.
- b. The Philanthropy Budget will be used to provide donations for High School Scholarships, Adult Education Grants and any other philanthropic needs at the current Board's discretion.

Sec. 2 Dublin Women's Philanthropic Club's financial mission: The DWPC strives to help individuals in Dublin and surrounding areas by:

- a. Supporting education through sponsoring scholarships for graduating High School students;
- b. Providing funds for women returning to complete or further their education;
- c. Offering grants for special projects;
- d. Civic betterment.

Sec. 3 At the end of the DWPC year (May 31), any remaining balance in the Philanthropy Budget will be carried over into the philanthropy budget for the next year. Any remaining balance in the operating budget will be carried over to the operating budget for the following year.

Sec. 4 Funds which have accumulated in the Savings Account will be allocated as follows:

- a. The Savings Account balance should remain at or above \$10,000.
- b. Should the Savings Account balance fall below \$10,000 these provisions shall be reevaluated by the then current Budget Committee and Executive Board.
- c. In order to draw down the savings account to the minimum of \$10,000, the Budget Committee will take 15% of the Savings Account balance (less the \$10,000 standing

balance) to put towards the Philanthropic Budget annually during the Budget process.

- d. If there is an operating budget shortfall the Board may vote to move the appropriate amount of funds to cover said shortfall from the savings account. At no time shall the Board move philanthropy funds to operating funds.

Sec. 5 Incidental expenses for fundraisers or special events will be charged to the individual event. All expenses must be submitted within 30 days of the event.

#### **ARTICLE XIV: LIMITATIONS ON ACTIVITIES**

**Sec. 1** No substantial part of the activities of this corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

**Sec. 2** Notwithstanding any other provision of these By-laws, this corporation shall not carry on any activities not permitted to be carried on:

- a. by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or
- b. by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### **ARTICLE XV: PRIVATE FOUNDATIONS REQUIREMENTS AND RESTRICTIONS**

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation

- a. shall distribute its income for said period at such time and manner as not to subject to tax under Section 4942 of the Internal Revenue Code;
- b. shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code;
- c. shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
- d. shall not make any investments in such manner as to subject the corporation as to tax under Section 4944 of the Internal Revenue Code; and
- e. shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

#### **ARTICLE XVI - GENERAL GUIDELINES**

**Sec. 1** All Outgoing Officers and Chairpersons shall deliver to their successors in office all records, papers and other properties belonging to the Club at the June Executive Committee Meeting. It is the responsibility of the outgoing officer or chairperson to meet with their replacement to transfer this information no later than June 30<sup>th</sup>. See Addendum B for specific deadlines and duties as required by these by-laws.

**Sec. 2** Any non-Board member is welcome to attend Executive Board Meetings, to observe or to make a request or suggestion. Members wishing to present requests or suggestions to the Executive Board must notify the President in advance, in order to reserve time on the agenda. Such members are considered non-voting guests at the Executive Board Meeting and should be so noted in the minutes.

**Sec. 3** As a non-profit organization, DWPC is not in the position to endorse any individual's business. However, we encourage members to support member-owned, member spouse-owned or Dublin-owned businesses when possible.

Sec. 4 Members may be reimbursed for expenditures related to DWPC business as approved by the Board. A member that spends money without approval of the executive board will not be reimbursed. Member time is voluntary and no member may be reimbursed for their time.

#### **ARTICLE XVII - GENERAL FUNDS PROCEDURE**

The Treasurer, Assistant Treasurer and President are authorized to sign the bank application for the Dublin Women's Philanthropic Club checking account. Two of the above signatures must be signed on every check withdrawal. Any authorized check signer shall not sign checks made payable to herself or her spouse, or business entity with which they are affiliated. Any Debit and/or Credit Cards must be cancelled and re-issued annually to the incoming Treasurer and President. This procedure will apply to the Certificate of Deposit or to any other investment papers. The Executive Board must approve Certificates of Deposit, or any another investment opportunity.

#### **ARTICLE XVIII - MEMBERSHIP DIRECTORY**

The membership directory of the DWPC is confidential and is not to be used, sold, given or loaned to any business, organization or persons. The directory can only be used for DWPC business. The following is a list of committees which may change annually as the executive Board sees fit.

### **ADDENDUM A**

#### **STANDING COMMITTEES**

1. All Committee Chairpersons shall attend General Meetings and other general functions of the club.
2. They shall attend Executive Board Meetings as needed or requested by the Board.
3. Committee Chairpersons shall report to the designated Executive Board Officer responsible for said committee.
4. They are responsible for submitting newsworthy information to the Publicity and Electronic Media chairs when appropriate, for writing an end of the year report and making those reports available to their successors and the outgoing President.
5. At Executive Board Meetings they shall serve as non-voting guests.

#### **Adult Education Grants Committee**

Shall contact local newspapers and college financial aid offices to inform them of the Grant availability and guidelines. Shall accept and review applications, and determine recipients.

#### **Scholarship Committee**

Shall make applications available to local high schools and review scholarship applications. Shall choose scholarship recipients.

#### **Historian (shall fall under Secretary)**

Shall take pictures of speakers, interest groups and special activities. Shall maintain electronic scrapbooks, which will include those pictures and press releases of Club activities.

#### **Membership**

- a. Shall collect, record and turn over to Treasurer all dues collected from the membership.
- b. Introduce new members at meetings.

- c. Act as Chair at all New Members Events.
- d. Shall collect and update new members' information to the Directory/Database on monthly basis.
- e. Shall welcome attendees at General Meetings; maintain nametags, and sign-in guests.
- f. Responsible for following up with guests.
- g. Shall collect all pertinent biographical and volunteer data for existing and new members and maintain a current database of all members who have paid dues by the fall deadline. Is responsible for creating a membership directory during the summer which will be ready by the October General membership meeting and ensuring its distribution to all paid members.
- h. On an as-needed basis, a list of members, whose birthdays and/or club anniversaries fall during the months that the newsletter is to be sent, will be provided to the newsletter chair.
- i. The membership directory of the DWPC is confidential and is not to be used, sold, given or loaned to any business, organization or persons. The directory can only be used for DWPC business
- j. Membership chairs report all activities to the President.

#### **General Publicity (currently Silk Purse Communications)**

- a. Should be overseen by the Vice President, as she is responsible for monthly meeting planning.
- b. Shall prepare news releases and articles for the local newspapers and other community publications regarding the Club's monthly General Meetings and the Club's overall mission.
- c. Shall coordinate with the Special Event Publicity Chair.
- d. Reports all activities to the Vice President.

#### **Sponsorship (not using currently because of Snowflake Gala major fundraising)**

- a. Shall form a committee and contact local businesses to obtain monetary club-year sponsorships. The committee shall determine the benefits and costs annually for the sponsors and have them approved by the Executive Board.
- b. Shall make sure that these benefits are provided as promised throughout the year.
- c. Shall share this program with all DWPC members.
- d. Shall give all current program information to the Website Coordinator to post under "Sponsorship" on the DWPC website.
- e. Shall have all sponsors for the DWPC year in place by September 30th so that they may be published in the DWPC Directory.
- f. Reports all activities to the Treasurer.

#### **Social Media & Communications**

- a. Shall review and update the Club's website as needed.
- b. Shall distribute General Membership e-mails on an as needed basis and maintain the database for electronic communications including news worthy events.
- c. Reports all activities to the President.

#### **Major Fundraising Committees (Currently Snowflake Gala)**

The Fundraising Chairpersons shall present a financial report for each fundraiser to Executive Board within 30 days of the event.

#### **ADDENDUM B**

*The President will have the ability to appoint membership chair and social media and communications who will have voting rights on the executive committee. The nominated chairs will be voted on by the executive board. The President will nominate to the executive board at the same time as the nominating committee presents the ballot for other officers (March Executive Board Meeting). In the event, that there are co-membership chairs they are entitled to only one vote per committee.*

**Record of Revision Dates**

By-laws Written .....	July 1979
1 <sup>st</sup> Revision .....	April 21, 1980
2 <sup>nd</sup> Revision .....	April 20, 1981
3 <sup>rd</sup> Revision .....	Sept. 1982 & Jan. 1983
4 <sup>th</sup> Revision .....	March 12, 1984
5 <sup>th</sup> Revision .....	March 18, 1985
6 <sup>th</sup> Revision .....	April 21, 1986
7 <sup>th</sup> Revision .....	March 21, 1988
8 <sup>th</sup> Revision .....	March 21, 1989
9 <sup>th</sup> Revision .....	May 21, 1990
10 <sup>th</sup> Revision .....	August 31, 1998
11 <sup>th</sup> Revision .....	May 17, 1999
12 <sup>th</sup> Revision .....	July 29, 2002
13 <sup>th</sup> Revision .....	April 16, 2007
14 <sup>th</sup> Revision .....	April 19, 2010
15 <sup>th</sup> Revision.....	April 16, 2013
16 <sup>th</sup> Revision.....	April 21, 2016
17 <sup>th</sup> Revision.....	November 12, 2019