



DEMOCRATIC WOMEN'S CLUBS OF FLORIDA, INC.

BYLAWS





DWCF BYLAWS

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DWCF BYLAWS

(For additional detailed information, also see DWCF Handbook)

PREAMBLE

We, the members of the Democratic Women's Club of Florida, Inc., in order to form a cohesive society of Democratic Women's Clubs in Florida, to establish the structure of this organization, to insure Democratic principles of good government, to provide support for Florida Democrats and democratic values, to promote qualified candidates for political office, and to seek increased voter registration and participation, do ordain and establish these Bylaws of the Democratic Women's Club of Florida, Inc.

ARTICLE I NAME

Section 1. The name of this organization shall be the "Democratic Women's Club of Florida, Inc." (hereinafter designated as the DWCF, Inc.)

ARTICLE II OBJECTIVE

Section 1. The objective of this organization shall be:

- a. To bring together in common purpose all local Democratic Women's Clubs of the 67 counties of Florida.
- b. To stimulate an active interest in governmental affairs among Democrats (not just women) of Florida and to provide a forum for the discussion of public matters.
- c. To promote Democratic values.
- d. To work with the State Officers of the Florida Democratic Party to support only Democratic candidates for public office and to actively encourage qualified Democratic women to seek elective office.
- e. To seek increased Democratic voter registration and participation.
- f. To be a prominent advocate for legislation that furthers democratic values.



ARTICLE III MEMBERSHIP

Section 1. Classes of membership in the DWCF, Inc.

- a. Active Membership shall be those members whose dues are current in a duly chartered Democratic Women's Club in good standing and in the DWCF, Inc. Proof of Democratic registration shall be presented. Active members shall hold active membership in only one club. Active members may be accepted from areas with no local clubs. These members will pay dues and be Active members of the nearest local club. These members may be counted with the membership used as a basis for computation of delegates to the State Convention. Active Members may hold elective office. Local Clubs shall submit State and Region dues received on behalf of Active Members.
- b. DWCF, Inc. membership for Associate members is restricted to those members who also hold Active membership in another local club. Associate members shall be accorded all rights and privileges in the club except the holding of elective office and voting. Associate members may not be counted with the membership used as a basis for computation of delegates to the State Convention.
- c. Life Membership may be bestowed upon any member of the DWCF, Inc. in good standing, who by virtue of statewide leadership and capability has proven dedication to the principles and aims of the DWCF, Inc. They shall have voting rights and can be counted with the membership used as a basis for computation of delegates to the State Convention. Life members can be bestowed at the County and State levels of DWCF, Inc. The local clubs are responsible for paying State and Regional dues for Life Members. Life Members may hold elective office.
- d. Honorary Membership may be bestowed upon any Democrat for distinguished, extraordinary or any other unusual or meritorious service or attainment given in the service of the community, state and nation. Honorary Members have no voting rights, cannot serve as an officer and may not be counted with the membership used as a basis for computation of delegates to the State Convention. Honorary members can be bestowed at the County and State levels of DWCF, Inc. No dues are paid for Honorary Members. Honorary Members may NOT hold elective office.
- e. Student Membership shall be a student member who is a registered voter (i.e., 18 years of age) and shall be attending an accredited



college, university or high school, with a valid student I.D. Student members shall hold membership in only one club and may be accepted from areas with no local clubs. Local Clubs shall submit State dues of \$4 and Region dues of \$1 received on behalf of Student Members. Each local Club shall determine how much, if any, local dues a Student member shall pay. Student members may be counted with the membership used as a basis for computation of delegates to the State Convention. Student Members may hold elective office.

- f. Members who have not submitted payment of their annual dues to their local club by June 1st shall be dropped from the club's membership roster. Under no circumstances shall a club be permitted to include non-paid members with the membership list, used as a basis for computation of delegates to the State Convention.
- g. Active and Lifetime members shall pay seven dollars (\$7) State dues.

Section 2. Code of Ethics

- a. It is the duty of members to protect the DWCF, Inc. against fraud, misrepresentation or any unethical practice.
- b. The spirit of fair dealing, cooperation and courtesy shall govern relations between members of the DWCF, Inc. Upon becoming a member, an individual assumes an obligation to conduct herself in accordance with these ideals.
- c. Any member violating this Code of Ethics shall be reported to the State President and by two-thirds (2/3) vote of the DWCF, Inc. Board of Directors, the member shall be subject to reprimand or removal from membership.
- d. No unscheduled meetings may be held without due and timely notice to all members via mail, telephone or electronic means such as e-mail or fax. This does not preclude emergency meetings, which can be held provided that all reasonable attempt to reach members have been taken. This also includes all board meetings.
- e. Any local DWC club member or officer may speak or write for public distribution on any topic, using only his or her own name. DWC members or officers wishing to use the name of their local club, in addition to their own name must have the approval of the members of the Board of Directors of their club prior to issuing their statement. "Approval" shall be by majority vote of the members of the Board of Directors of their club. Approval may be by poll of the Board by telephone or e-mail.



- f. The DWCF logo may be used by local Club leaders for the interest and business of DWCF, Inc. Logos cannot be used for the purposes of profit.
- g. Members may join *any* chartered Club and are not bound to join the "local" Club.
- h. Members who move to another area/Club more than three (3) months prior to the annual state Convention, shall be included in their new Club's membership tally in determining delegate representation.
- i. Advertising events or meetings of other organizations is discouraged in any DWCF publication, without prior approval from the local DWCF Board. Events from other organizations can be announced or posted at the end of each membership meeting.

ARTICLE IV CLUBS

Section 1. Admission of Member Clubs

- a. Application for a charter in the DWCF, Inc., by a Women's Democratic group, consisting of the names of at least eight (8) people, shall be made by the Region Chair to the Membership Committee of the DWCF, Inc.
- b. It shall be the duty of the Regional Chair receiving application for charter to verify that the persons applying for membership in the new club are, in fact, registered Democrats.
- c. Clubs applying for charter shall adopt such Bylaws as best fit their local needs, providing they do not conflict with the Bylaws of the DWCF, Inc. One (1) copy of the new club's Bylaws shall be sent electronically for evaluation by the State Bylaws Chair, giving the Bylaws Chair at least fourteen (14) calendar days to review and respond. Once approved by the State Bylaws Chair, these Bylaws shall be provided electronically to the Region Chair concurrently with the required forms and applications for charter.
- d. A charter shall be awarded by a 2/3 vote of the Board of Directors (hereinafter designated as the BOD) at a regularly scheduled meeting. A copy of the signed Charter shall be sent to the State Archives Chair.
- e. Within thirty (30) days after their charter's issuance, the local club shall submit a current list of officers to the DWCF, Inc. President, 2nd Vice President and the Corresponding Secretary.
- f. A newly chartered Club shall obtain a Tax I.D. # for the purposes of opening the Club bank account.



- g. The DWCF one-page *Contractual Agreement/Protecting Trade Secrets* shall be executed and witnessed prior to the chartering of the new Club.
- h. Newly chartered clubs do not have to pay State dues during the calendar year in which they are chartered.

Section 2. Each local Democratic Women's Club, regardless of location or date of formation, shall have equal status in the State organizations.

Section 3. All new and/or re-chartered Club corporate names shall have their name as "Democratic Women's Club of _____" (titled so as to reflect the Club's geographic area; County affiliation is encouraged if accurate), followed by the phrase "of the Democratic Women's Club of Florida, Inc."

Section 4. Charter clubs shall:

- a. Hold elections for officers no later than November, biennially in odd numbered years to correspond with the election of new State Officers. The new officer list shall be submitted to the State President by January 1. The officers will assume their duties in January following their election.
- b. Hold full membership meetings on a regular monthly basis. The clubs may choose to replace the membership meetings twice a year with another type of membership activity (local fundraising/membership recruitment event, local DWC Holiday event, etc.)
- c. Pay State dues as determined by the BOD and applicable region dues, per active, student and lifetime members by June 30 annually, beginning the next year after being chartered.
- d. Complete and submit official local club president's Quarterly Reports with current membership lists according to procedure noted on the Quarterly Report form.
- e. Attend at least 50% of their Regional meetings annually (the Convention Caucus is *not* included in this 50% attendance).
- f. Adhere to the rule that 20% of the active membership shall constitute a quorum.
- g. Incorporate any changes to the Bylaws made at the DWCF Convention that affect the Clubs. Clubs must submit amendments and/or revisions to their Bylaws to the State Bylaws Chair for review by the third state meeting of each year.



- h. Club President shall appoint a Region Representative to represent the Club at Region meetings and report back to the Club in the absence of the Club President and Vice President.
- i. The Club President shall appoint a Legislative Liaison to represent the Club in the legislative arena. Duties of the Legislative Liaison are outlined in the DWCF Handbook.
- j. Club Membership lists are to be protected for privacy. The Club membership shall determine a process to allow - or not - the distribution of their membership list. If the Club chooses to allow distribution, requests are to be only for Club business/promotion (e.g., no outside solicitation)

Section 5. A Club's charter will be revoked if the Club exhibits a:

- a. Failure to comply with the requirements listed in Section 4.
- b. Failure to comply with Regional and State decisions made in compliance with the Bylaws.
- c. Failure to uphold the Bylaws of the DWCF, Inc.
- d. Failure to uphold the principles and best interest of the DWCF, Inc. and the Democratic Party.
- e. Failure to pay State and Regional dues, if applicable, by June 30 of each year.

Section 6. Revocation of a club's charter shall be made following:

- a. A 2/3 vote of the Board of Directors of the DWCF, Inc.
- b. Notification to the club by CERTIFIED MAIL. (Return Receipt Requested) of the decision of the (BOD) within a 10-day period.

Section 7. Clubs that have lost active status may reinstate by:

- a. Submitting a signed, notarized statement by the local elected officers to the State President that the club is now meeting officially at least once per quarter.
- b. Payment of current State dues to the Treasurer of the DWCF, Inc.
- c. Applying for a hearing before the BOD of the DWCF, Inc. where the local club officials will demonstrate that the circumstances which resulted in their charter revocation have been corrected. Application for hearing shall be made by CERTIFIED MAIL (RRR) to the State President. A 2/3 vote of the BOD shall be required for reinstatement.

Section 8. In the event a club should be dissolved for any reason, after all bills have been paid, any remaining assets shall be given to the DWCF, Inc. via



delivery to the current DWCF President and within thirty (30) calendar days of Club dissolution notice. Dissolved clubs shall remove all social media, websites and other electronic communication within 30 days of the Club's dissolution notice.

ARTICLE V REGIONAL COUNCILS

- Section 1.
- a. The Regional Councils shall be delineated by the boundaries set by the Convention delegates of the DWCF, Inc. at the annual convention.
 - b. Functions of Regional Councils are: to receive reports on the activities of member clubs; to foster harmony, cooperation and cohesiveness among member clubs; work with President and President's designees to increase the number of clubs in their region and support maintenance of currently chartered clubs; to provide training opportunities on parliamentary procedure to clubs in their region; to hold regularly scheduled Region Council meetings at least three times per year (not including at annual convention); to provide technical assistance to member clubs; and to report to the DWCF, Inc. Board of Directors, according to established reporting procedure.

- Section 2. Regional Officers:
- a. Regional Officers shall consist of a Chair, Vice Chair and Secretary/Treasurer, or a Secretary and Treasurer, and the Immediate Past Regional Chair. Preferably, Regional Representatives should be other than Club Officers, however, Presidents or Vice-Presidents are encouraged to serve as regional Chair or regional Vice-Chair. Qualifications for nominations and elections for Region Chair or Region Vice Chair are that these officers must have at least one year's membership in a local DWC. Officers are governed by the DWCF, Inc. BOD.
 - b. Elections and Appointments:
 1. Chair and Vice-Chair shall be elected by a plurality vote of the delegates of their respective Region in caucus at the State Convention held in odd-numbered calendar years. Chair and Vice-Chair shall not be from the same club unless that Region contains only one active club. They shall serve for a term of two (2) years or until their successors are elected or qualified.



A Regional Council officer shall not hold the same Regional Office more than two (2) consecutive terms. They shall take office at the close of the Convention at which they are elected. The Regional Chair shall be sworn in along with the other newly elected State Officers at the Convention.

2. The Regional Chair shall appoint a Secretary/Treasurer or both. The Treasurer shall manage a bank account. The bank account is to remain separate from all other DWCF, Inc. bank accounts, including a Convention bank account. The Region may use the DWCF, Inc. Tax ID# to open the Regional bank account FOR THE REGION, as long as they are NOT distributing funds for political purposes (i.e., Political Committee or to support candidates).
 3. The Regional Chair shall appoint an assistant or committee chairs as deemed necessary.
- c. Vacancies:
1. Vacancies in the office of Regional Chair or Regional Vice-Chair shall be filled by the Regional Council at its next regular meeting, notice having been given.
 2. The BOD of the DWCF, Inc. may declare a vacancy in the office of any Regional Chair for failure to perform stated duties, loss of active membership status, or due to relocation from the Region to which she/he was elected. The Regional Council may declare a vacancy in the office of Vice-Chair or Secretary/Treasurer for failure to perform stated duties, loss of active membership status or relocation.
 3. Vacancies occurring in all offices of the Region shall be filled at the next regular meeting of the Council or by a special meeting of the Council, called by the State President, to fill the vacancies. The State President shall appoint an Interim Chair until the election is held.

Section 3. The Regional Chair shall assume the responsibility of representing the Region from which elected; assist in the organization of new clubs in her/his Region; provide advice on club activities in that Region; and give reports at State Conventions, BOD meetings, State Board of Director's meetings and Regional Council meetings. The Chair shall assist with communication between local clubs in that Region and the State Organization. Regional Chairs are to complete, and electronically submit, Region Quarterly Report forms and correctly formatted membership lists, according to procedure, two (2) days before the scheduled DWCF



Quarterly Board meeting and annual convention. At times, due to the scheduled date of the DWCF quarterly board meeting or Annual Convention, the quarterly report will be due before the end of that quarter.

Section 4. In the event a Regional Chair is unable to attend a meeting at which they are required to report, the Regional Vice-Chair shall represent the Chair at the meeting and vote in her/his behalf. In the event the Region Vice-Chair is unable to attend, the Chair may appoint a proxy, who shall be a member of any DWC within the Region in good standing. During State Convention, proxies shall be from the same club, as convention delegates are certified through local clubs only. The Regional Chair's intent to send a proxy shall be submitted in writing, or by e-mail to the State President.

Section 5. Voting members of each Regional Council shall be:

- a. Regional Officers.
- b. The President, a Vice-President and the Region Representative from each club in the region.
- c. No member may vote more than once or hold more than one proxy; For example, in the event that a Regional Chair is also a Club President, votes only as Region Chair. A Vice-President or other club member approved by the club represents and votes for the Club President.

Section 6. Meetings: Each Regional Council shall meet at least three (3) times per annum. Additional meetings may be held by the Council, and may be called by the Chair or at the written request of five (5) council members. The Regional Council Meeting held at Convention does not and shall not constitute a regular meeting. All voting members are to provide a completed proxy form to the Region Council meeting if they cannot attend within two (2) days before the scheduled Regional Council Meeting.

Section 7. Quorum: Adhere to the rule that 20% of the active members which includes officers and regional council members, shall constitute a quorum.

Section 8. All Regional Officers shall:



- a. Perform the duties prescribed in the State Bylaws and in the parliamentary authority of the DWCF, Inc. in addition to those outlined and assigned from time to time.
- b. Deliver to their successors all official materials not later than ten (10) days following the election of their successors.

Section 9. All Regions are governed by State Bylaws. Region dues shall be a minimum of \$1.00 per capita. Annual Region Dues per member for whom the local DWC submits state dues, shall be for full members, student members and lifetime members. Associate Members and Honorary Members do not pay Region dues. Dues must be paid by June 30 of each year.

Section 10. Chair of Chairs

The Chair of Chairs (i.e., the Chair of the Region Chairs) shall be elected by the membership at the State Convention in odd-numbered years. To be elected Chair of Chairs, a person must have served at least two (2) terms as a Region Chair and have aided in starting at least one club during her/his tenure.

The duties of the Chair of Chairs shall be:

- a. To assist individual Region Chairs with matters in their Region they may not be able to resolve;
- b. To represent the Region Chairs at meetings comprised of the Senior Elected Officers (DWCF President, First & Second Vice Presidents, Treasurer & Secretary) ;
- c. To share best practices amongst the Regions.
- d. To aid in the growth of new clubs in all Regions.

ARTICLE VI OFFICERS AND NOMINATIONS/ELECTIONS

Section 1. Officers:

- a. The elective officers of the DWCF, Inc. shall be: President, First Vice-President, Second Vice-President, Recording Secretary and Treasurer and Chair of Chairs.
- b. The appointed officers shall be: Corresponding Secretary and Parliamentarian who shall be appointed by the President.



Section 2. Nominations/Elections (for further information on implementing this procedure, see DWCF Handbook):

- a. Elective officers shall be elected at the State Convention held in odd-numbered calendar years to serve for two (2) years or until their successors are elected or qualified. A plurality vote shall elect. No officer shall serve more than two (2) consecutive terms in the same office. Officers shall assume office at the close of the Convention at which elected. Voting will be on an individual candidate, not a single issue.
- b. It shall be the responsibility of the Credentials Chair to assign a number to each qualified delegate at the time of registration prior to convention. Each delegate will be given a numbered ballot at convention to coincide with numbered registration card.
- c. A Nominating Committee, consisting of the Immediate Past President, the Parliamentarian and two (2) other members of the Board of Directors (BOD) (excluding the current President) who have been appointed by the President shall present a slate of candidates at the appropriate convention. The consent of the nominee shall be obtained prior to their name being placed in nomination for any office. Nominations from the floor shall be in order. Nomination *Procedures* shall be as outlined in the DWCF, Inc. Handbook, including a Candidates' Forum, the "Code of Ethics for Campaigning" and the Application for Candidacy.
- d. If there are offices with no competition (i.e., a single candidate), each position may be elected by a voice vote (no written ballot). If, however, there is competition for an office(s), the election procedure shall be as outlined in the DWCF, Inc. Handbook, whereby a Chair of Elections and two (2) Tellers are appointed by the presiding DWCF President
- e. Within thirty (30) days after the election, an up-to-date list of officers of the DWCF, Inc. shall be mailed by the Corresponding Secretary to the Chair of the Florida Democratic Party, all club Presidents of the DWCF, Inc., Corresponding Secretary of the National Federation of Democratic Women and the editor of their newsletter, "The Communicator."
- f. All nominees shall have given their consent to being nominated and shall have at least one of the following qualifications in the DWCF, Inc.: been an active member for at least two (2) years; served as an active member of the Board of Directors for at least one (1) year, or served as a committee chair on at least one committee. All nominees



must be members in good standing with full state dues paid by June 30. The nominee's club must also have met this deadline.

Section 3. Vacancies:

- a. In the event that the office of President of the DWCF, Inc. becomes vacant during the elected term of office, the Vice-Presidents, in their order, shall assume the duties of the President and fill the vacancy.
- b. The BOD shall fill all other vacancies in elective offices by electing a replacement at the next scheduled BOD meeting; notice having been given. A plurality vote shall elect.
- c. In the event such vacancy occurs more than ten (10) days prior to the next scheduled meeting, the President shall appoint an interim replacement to perform such duties of the office necessary for the welfare of the organization.
- d. If the Past President is unable to perform duties, the President shall appoint a Grievance and Nomination Chair (can be two (2) separate Chairs). The BOD shall approve the Grievance and Nomination Chair(s) at the scheduled BOD meeting, with notice having been given. A plurality vote shall elect.
- e. In the event such vacancy occurs more than ten (10) days prior to the next scheduled meeting, the President shall appoint interim replacements(s) to perform such duties of the office necessary for the welfare of the organization.

**ARTICLE VII
DUTIES OF OFFICERS**

Section 1. President

- a. The President shall preside at the State Convention and at all meetings of the Board of Directors (BOD) of the DWCF, Inc. and all public functions where possible.
- b. The President shall be bonded in an amount sufficient to cover all funds of the DWCF, Inc. and the premium to be paid by said club.
- c. The President shall appoint Special and Standing Committee Chairs, the Corresponding Secretary, the Parliamentarian, the Financial Review Chair, Political Committee Chair, two (2) members of the Nominating Committee and two (2) non-candidate associated Tellers to the Elections Committee.
- d. The President may call special meetings by written, telephone or electronic notification to the BOD members of the DWCF, Inc.



- e. The President or her designee shall represent the DWCF, Inc. at any and all public functions where possible.
- f. The President shall sign all club charters.
- g. The President shall be responsible for all contents of correspondence pertaining to the business of the DWCF, Inc.
- h. The President or her bonded designee, shall countersign with the Treasurer all checks approved for payment.
- i. The President shall perform all duties of the Chief Executive Office.

Section 2. First Vice-President

- a. The First Vice-President shall preside at all meetings in the absence of the President.
- b. The First Vice-President shall be the Chair of the Convention's Saturday evening Banquet Program and Speaker(s). The 1st Vice President serves as a member of the Convention Committee, as liaison to the DWCF Board of Directors, and aids the Convention Committee by providing guidance, consultation and support to the Convention Chair's efforts to identify workshops and other meal speakers.
- c. The First Vice-President shall carry out assignments and act in such capacity as requested by the President or BOD.

Section 3. Second Vice-President

- a. The Second Vice-President shall preside at all meetings in the absence of the President and the First Vice-President.
- b. The Second Vice-President shall be the Chair of the Membership Committee and as such will maintain a current electronic version of the DWCF membership list.
- c. The Second Vice-President shall carry out assignments and act in such capacity as requested by the President or BOD.

Section 4. Recording Secretary

- a. The Recording Secretary shall record the minutes of each meeting and send the President a copy within 10 days after all meetings. A tape recording of the meetings shall be kept for a period of one (1) year.
- b. The Recording Secretary shall prepare written minutes of any and all meetings including itemized financial reports compiled by the Treasurer and distribute them prior to the next meeting.
- c. The Recording Secretary shall keep records of all Standing Rules adopted by the BOD, Board of Directors or the annual Convention. The Recording Secretary will hand over all materials to the new Recording



Secretary within 30 days from when she or he vacates the office. These records shall become the permanent property of the DWCF, Inc.

Section 5. Treasurer

- a. The Treasurer shall receive and hold all monies of the DWCF, Inc.
- b. The Treasurer shall be bonded in an amount sufficient to cover all funds of the DWCF, Inc.
- c. The Treasurer shall collect dues from local clubs for Active and Lifetime members and pay bills approved by the BOD.
- d. The Treasurer or the DWCF President's bonded signee, shall co-sign all checks with the President and be bonded, the premium to be paid by the DWCF, Inc.
- e. The Treasurer shall keep accurate financial records and submit financial statements to the Recording Secretary for the minutes. A copy shall also be submitted to the President.
- f. The Treasurer shall submit, at least once a year, the financial records of the DWCF, Inc. to the DWCF Financial Review Chair for a financial annual review.
- g. The Treasurer shall confirm the accuracy of and send electronically, copies of the membership list, based on dues received, to the State President, the Credentials Chair and the Second Vice-President before the State Convention.

Section 6. Parliamentarian

- a. The Parliamentarian shall serve at the pleasure of the President.
- b. The Parliamentarian shall advise the President on parliamentary procedures.
- c. The Parliamentarian shall serve on the Nominating Committee and the Grievance Committee.

Section 7. Immediate Past President

- a. The Immediate Past President shall serve as an advisor to the President and to the BOD.
- b. The Immediate Past President shall serve as Chair of the Grievance Committee and Chair of the Nominating Committee.

Section 8. All officers shall:

- a. Perform the duties prescribed in the Parliamentary Authority in addition to those outlined In the Bylaws and those as assigned from time to time.



- b. Deliver to their successors all official materials not later than ten (10) days following the election of successors.

ARTICLE VIII MEETING AND FISCAL YEAR

Section 1. A State Convention shall be held each calendar year at a time and place to be determined by the Board of Directors.

Section 2. The fiscal year shall correspond with the calendar year.

ARTICLE IX CONVENTION

Section 1. The goal and purpose of the annual DWCF Convention is:

- a. To conduct an Annual Event that raises significant funds for the ongoing work of the DWCF.
- b. To honor women and men who have supported the organization's platform and added significantly to the growth and quality of the DWCF.
- c. To highlight and celebrate membership activities among DWCF Clubs from around the state and nation.
- d. To present significant workshops that provide tools to educate and enlighten members and grow club membership.
- e. To provide a forum for sharing of political ideas and ideals that support and facilitate the goals of the state organization.
- f. Refer to the Convention "Best Practices" manual for additional information.

Section 2. The site of the annual Convention shall be by rotation of Regions (i.e., Region I, II, III, etc.). The next Convention Chair shall be appointed by the President, two (2) years in advance.

Section 3. Delegates and alternates to the annual Convention whose local club and region per capita dues have been paid in full by midnight, June 30, shall be elected by local clubs at a meeting at least twenty (20) days prior to the annual Convention. One delegate and one alternate is authorized for every five (5) active members as of June 30 of the current membership year. In addition, the Club President shall automatically be a delegate. The Credentials Committee shall make the final decision of eligibility of delegates and



- alternates to participate in the Convention. See Article III Membership, Section 1 for further delegate/alternate details. The Convention Committee shall make the final decision of the eligibility of visitors.
- Section 4. The local Club's membership list, with officers, Region Representative, Committee Chairs and Legislative Liaison noted, shall accompany the Club's check for dues to be sent to the State Treasurer. The membership list shall be signed by the Club President, indicating she/he has proof that each person listed is a registered Democrat. The Club President shall send one copy before the Convention to the DWCF President, Credentials Chair and the Second Vice-President by U.S. mail or electronically.
- Section 5. The voting body of the Convention shall consist of the elected delegates or their alternates, and all members of the Board of Directors and other chairs of the committees who are required to report at the Convention.
- Section 6. By March 31 in any given year, the Chair of the Convention Committee, coordinating with the DWCF Treasurer, shall send Convention Registration Forms and Procedures to DWCF.org website manager.
- Section 7. At Convention, the Board of Directors shall serve in an advisory role.
- Section 8. The Credentials Chair shall work closely with the DWCF Treasurer to confirm the number of delegates allowed per Club at the State Convention (based on the paid membership number of each Club on June 30th). New members *after* June 30th shall NOT be included in the number of delegates calculation. If there is a dispute between the delegates calculation, the Credentials Chair's numbers shall be the deciding resolution. (*See the DWCF Handbook for additional Election Procedures*).

ARTICLE X BOARD OF DIRECTORS

- Section 1. The Board of Directors (BOD) shall consist of the elected Officers; the two (2) appointed officers, Parliamentarian and Corresponding Secretary; the



Regional Chairs; the Standing and Special Chairs; and, the Immediate Past President.

Section 2. The BOD shall enforce the bylaws of the DWCF, Inc. and the enactments and resolutions of the State Convention. The BOD shall have the powers to:

- a. Decide all questions arising in the organization which are brought before it officially.
- b. Oversee expenditures of all budgeted funds.
- c. Be empowered to allow spending a maximum of three hundred dollars (\$300.00) per expenditure over prior approval of the proposed budget for emergency items.
- d. Revoke the charter of any club for cause.
- e. Assign or reassign clubs to Regional Councils when, in the opinion of the BOD, it would be of greater benefit to the members.
- f. Authorize and direct plans and business of the State Convention.

Section 3. Meetings of the BOD shall be held not less than three (3) times per annum at the call of the President, or upon request of twenty-five (25%) percent of the BOD members who shall give ten (10) days written, telephone or electronic notice specifying reason and showing due cause for calling the meeting. Emergency teleconferences, requiring immediate Board approval, may be called by the President, given at least twenty-four (24) hour notification to the BOD.

Section 4. An *appointed* Board Member, including appointed officers, can be removed from office by the President for failure to perform duties, for good cause or for failing to give proper notification to the President for missing two (2) consecutive Board meetings. After reasonable attempts to encourage the appointed Board Member to perform the duties of their position, the President shall send a respectful notice of removal via certified mail (RRR) to the appointed Board Member. The President shall appoint a member to fill the vacancy of a Standing Committee Chair or appointed Officer (Parliamentarian or Corresponding Secretary) within thirty (30) days of the date of the letter of removal or before the next quarterly Board meeting, whichever comes first. The President shall appoint a member to fill the vacancy of a Special Committee Chair as the President deems appropriate.



Section 5. The President may declare a vacancy in any *elected* office (Region Chair, Treasurer, Recording Secretary, First Vice President, Second Vice President) for failure to perform the duties of the position, including, but not limited to, a failure to attend two (2) consecutive Board meetings without giving good cause or timely notification to the President. After reasonable attempts to encourage the *elected* officer to perform the duties of the position, the President shall send a respectful letter of removal via certified mail (RRR). The *elected* officer shall have twenty (20) days from the date of the removal letter to respond to the President, asking for an appeal to be made regarding the removal. The appeal will be voted on at next quarterly Board of Directors meeting. If no appeal letter is received by the President within twenty (20) days of the date the removal letter, the President shall appoint an *interim* officer within thirty (30) days of the date of the removal letter. A new officer (to fill the interim position) will be elected by the Board of Directors at the next quarterly Board of Directors meeting.

When a Region Chair is removed and an interim Region Chair is appointed by the President. according to procedure, a new Region Chair will be elected by the Region Council at the next Regional Council meeting.

If there is a vacancy in the Chair of Chairs position due to removal or resignation, the President will appoint an *interim* Chair of Chairs within twenty (20) days of the vacancy. The new Chair of Chairs will be elected at the next quarterly Board of Directors meeting by the Region Chairs.

Section 6. The BOD may, when necessary for the good of the organization, transact business by mail, telephone or electronically.

Section 7. Proxies may not account for more than ten (10%) percent of the quorum. Proxies must be submitted to the President in written form prior to the beginning of the meeting. The proxies shall be general and shall be valid only for the meeting at which the proxy form is submitted. No member may vote more than once or hold more than one (1) proxy (e.g., a Regional Chair voting at a meeting cannot hold a proxy for a Standing Chair).

Proxies for Region Chairs must be from the same Region as the Region Chair. Proxies are to be prepared to give a verbal quarterly report for the Officer or Chair for whom they are serving as proxy. The Officer or Chair who is absent from the meeting is still responsible for distributing a written quarterly report via email according to procedure.



ARTICLE XI QUORUM

Section 1. The quorum for annual business meeting shall be a plurality of the registered delegates at the Convention.

Section 2. A plurality of the members of the Board of Directors (BOD) shall constitute a quorum.

ARTICLE XII COMMITTEES

Section 1. There shall be the following Standing Committee Chairs, appointed by the President: Legislative and Political Education, Budget, Ways & Means, Rules, Communication, Bylaws, Archives & History, Credentials, Resolutions, Conventions Platform, Campaign Screening, Financial Review, Diversity & Inclusion, Political Committee Chair and Election Committee. All Committee Chairs, Presidents, Officers and Board Members' preferred contact information are to be kept up-to-date on DWCF.org website. Updated information shall be sent to the DWCF President.

Section 2. The Conciliation Committee shall be composed of three (3) members, appointed by the DWCF President: the Immediate Past President, the current DWCF Parliamentarian and a non-elected member. The Immediate Past President shall serve as Chair.
A statement of issues(s) must be filed within ninety (90) days of the incident; any statement of issue(s) filed after the 90-day period shall be declared null and void and not acted upon. (See the DWCF Handbook for additional Election Procedures).

Section 3. The President shall appoint such Special committees as necessary to carry on the work of the organization.

Section 4. Committee Chairs shall report to the BOD at the written request of the President. Only those Chairs (or their accredited proxies) so requested and reporting shall receive Per Diem.



Section 5. The President shall be an ex-officio member of all committees except the Nominating Committee.

ARTICLE XIII INDEMNIFICATION

Officers, Directors and Appointed Chairpersons shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees (including any incurred in appellate proceedings), reasonably incurred in connection with any proceedings or settlement thereof in which they may become involved by reason of holding such office as provided in the by-laws. The Corporation may purchase and maintain insurance on behalf of all Officers, Directors and Appointed Chairpersons against any such liability asserted against them or incurred by them in their capacity as Officers, Directors or Appointed Chairpersons or arising out of their status as such.

ARTICLE XIV HANDBOOK

Section 1. A completely updated handbook shall be distributed electronically following the DWCF, Inc. election of officers, yearly and/or as needed. An electronic and/or paper copy of the Handbook shall be given to the Board of Directors no later than the first quarterly meeting of each year. In the interim, corrections and updates shall be shared electronically with the Board of Directors on a monthly basis.

ARTICLE XV DISSOLUTION

Section 1. No person, firm or corporation shall ever receive any dividend or profits from the undertaking of this corporation and upon dissolution of this organization, all of its assets remaining after payment of all cost and expenses of such dissolution shall be disseminated according to the DWCF, Inc. Articles of Incorporation.



ARTICLE XVI PARLIAMENTARY AUTHORITY

Section 1. Roberts Rules of Order, Newly Revised, shall govern the DWCF, Inc. in all cases to which they are not in conflict with the DWCF, Inc. Bylaws.

ARTICLE XVII AMENDMENTS

Section 1. The Bylaws may be amended or revised by a two-thirds (2/3) vote of the delegates attending the State Convention business meeting.

Section 2. Amendments to the Bylaws shall be submitted to the President and the Chair of the Bylaws Committee no later than sixty (60) days before the Convention. All members of the Board of Directors shall receive a copy of proposed amendments no later than thirty (30) days before the Convention. Any proposed amendments not submitted according to the foregoing time limits may only be passed by UNANIMOUS vote of the Convention delegates.

Section 3. Amendment changes shall take effect following the close of the Convention during which the amendments were adopted

Section 4. The BOD shall have the power to edit publications of the Bylaws as to correctness of spelling, punctuation, rephrasing, replacement of Articles or sections and revising of related sections to correspond with adopted amendments, provided the editing is not inconsistent with the fundamental Meaning of the Article or Section.

Section 5. The format for proposed amendments to the Bylaws shall be as follows:

- a. Heading of the Article, Section and Subsections.
- b. Identification of the present language.
- c. Labeling of the "proposed change" or "proposed addition" followed by the actual language to be changed or added.
- d. Rationale for the proposed change or addition.