

DEMOCRATIC WOMEN'S CLUB OF FLORIDA, INC.

BYLAWS

PREAMBLE

We, 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 the Florida Democratic Party and of the United States, 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 OBJECT

Section 1 The object 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 the Democrats (not just women) of Florida and to provide a forum for the discussion of public matters.
- c. To promote the principles of the Democratic Party.
- d. To assist and 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.

ARTICLE III MEMBERSHIP

Section 1 Classes of membership in the Democratic Women's Club of Florida, 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.
- b. Associate Membership of local clubs of the DWCF, Inc. shall be those members who have designated another local Democratic Women's Club as their parent 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. DWCF, Inc. membership for Associate members is restricted to those members who also hold Active membership in another local club.
- c. Members-at-Large may be accepted from counties with no local clubs. These members will pay dues and be Active members of the nearest local club. 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.
- 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.

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Section 2 Code of Ethics

- a. It is the duty of members to protect the Democratic Women's Club of Florida, 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/himself 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. Executive Committee, the member shall be subject to reprimand or removal from membership.
- d. The DWCF, Inc. will govern itself whenever possible in accordance with the spirit of the Florida in the Sunshine Laws, Statute 192.

ARTICLE IV CLUBS

Section 1 Admission of Member Clubs

- a. Application for a charter in the Democratic Women's Club of Florida, Inc., by a Women's Democratic group, consisting of the names of at least ten (10) 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 in the State of Florida.
- 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. Three (3) copies of the new club's Bylaws shall be sent to the State organization for evaluation by the State Parliamentarian. These Bylaws shall be provided 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 State Executive Committee (hereinafter designated as the SEC) at a regularly scheduled meeting.
- e. Within thirty (30) days after their charter's issuance, the local club shall submit an up-to-date list of officers to the DWCF, Inc. Corresponding Secretary and the County DEC Chair.

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

Section 3 Club corporate names shall be composed of the club name followed by the phrase: "Democratic Women's Club of Florida, Inc."

Section 4 Charter clubs shall:

- a. Hold elections for officers biennially in odd numbered years to correspond with the election of new State Officers. The officers will assume their duties in January following their election. Hold a minimum of four (4) official business meetings a year.
- b. Pay State dues as determined by the State Executive Committee and applicable region dues per active members yearly by August 31 of each year.
- c. Complete and submit to Region Chairs official local club president's Quarterly Reports with current membership lists.
- d. Attend at least 50% of their Regional meetings annually.
- e. Adhere to the rule that 20% of the active members shall constitute a quorum.

Section 5 Clubs shall lose active status by:

- 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 August 31 of each year.

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

- a. A 2/3 vote of the State Executive Committee of the DWCF, Inc.

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- b. Notification to the club by CERTIFIED MAIL (Return Receipt Requested) of the decision of the State Executive Committee 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 SEC 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 SEC 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.

ARTICLE V REGIONAL COUNCILS

Section 1

- a. There shall be Regional Councils within the DWCF, Inc. which shall adopt Bylaws and rules as necessary to conduct business, provided they do not conflict with the Bylaws and other rules of the DWCF, Inc.
- b. The Regional Councils shall be delineated by the boundaries set by the Convention delegates of the DWCF, Inc. every odd year at the annual convention of that year.
- c. Functions of Regional Councils are: to receive reports on the activities of member clubs; to foster harmony, cooperation and cohesiveness among member clubs; to provide technical assistance to member clubs; and to report to the DWCF, Inc. State Executive Committee.

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. 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. SEC.
- 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 2 years or until their successors are elected or qualified. A Regional Council officer shall not hold the same Regional Office more than 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.
 - 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 SEC 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.

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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, SEC meetings, State Board of Director's meetings and Regional Council meetings. The Chair shall be the direct contact between local clubs in that Region and the State Organization.

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 Reg. 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, or another member of the State Executive Committee. 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. Proxies in SEC meetings are limited to 2 members.

Section 5 Voting members of each Regional Council shall be:

- a. Regional Officers.
- b. The President, a Vice-President and one elected member from each club in the region.
- c. No member may vote more than once or hold more than one proxy; i.e, 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 2 times per annum.

Additional meetings may be held by the Council, and may be called by the Chair or at the written request of 5 council members. The Regional Caucus held at Convention does not and shall not constitute a regular meeting.

Section 7 Quorum: Twenty-five percent (25%) of the 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 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. Region Bylaws are permitted provided they are not in conflict with the DWCF, Inc. Bylaws.

ARTICLE VI OFFICERS AND 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.
- b. The appointed officers shall be: Corresponding Secretary and Parliamentarian who shall be appointed by the President.

Section 2 Elections

- 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. After voting, ballots will be taken to the President and tabulated before the entire delegation. The Credentials Chair shall appoint members sufficient in number to conduct the business of voting in an orderly and expeditious manner.
- c. A Nominating Committee, consisting of the Immediate Past President, the Parliamentarian and two (2) other members of the State Executive Committee (excluding the President) who have been

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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.

- d. 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."
- e. 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 nominations must be members in good standing with full state dues paid by August 31. 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 SEC shall fill all other vacancies in elective offices by electing a replacement at the next scheduled SEC 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.

ARTICLE VII DUTIES OF OFFICERS

Section 1 President

- a. The President shall preside at the State Convention and at all meetings of the State Executive Committee and Board of Directors 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 Auditing Committee Chair and two members of the Nominating Committee. The President may call special meetings by written notification to the SEC members of the DWCF, Inc.
- d. The President or her designee shall represent the DWCF, Inc. at any and all public functions where possible.
- e. The President shall sign all club charters.
- f. The President shall be responsible for all contents of correspondence pertaining to the business of the DWCF, Inc.
- g. The President shall countersign with the Treasurer all checks approved for payment.
- h. 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 all programs, including State Conventions. The First Vice-President shall carry out assignments and act in such capacity as requested by the President or SEC.

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.
- c. The Second Vice-President shall carry out assignments and act in such capacity as requested by the President or SEC.

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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 either the SEC, Board of Directors or the annual Convention. 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 and Members-at-Large and pay bills approved by the SEC.
- d. The Treasurer 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 an independent auditing committee appointed by the President.
- g. The Treasurer shall send copies of the membership list to the State President, the Credentials Chair and to the Second Vice-President before the State Convention.

Section 7 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 receive all Bylaws of member clubs and submit signed copies to the President before the SEC receives them for approval. On approval, the Parliamentarian shall notify said clubs. All new club bylaws should be submitted in triplicate by the third state meeting of each year. Standing clubs should submit amendments and/or revisions in triplicate by the third meeting of odd numbered years.

Section 8 Immediate Past President

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

Section 9 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 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 State Executive Committee.

Section 2 The fiscal year shall be from Annual Meeting to Annual Meeting (Convention). In odd numbered (election) years, fiscal books shall be closed at the end of the President's term. DWCF, Inc. fiscal books are to run with the term of the President.

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ARTICLE IX CONVENTION

Section 1 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.

Section 2 Delegates and alternates to the annual Convention whose local club and Region per capita dues have been paid in full by midnight, August 31, 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 ten (10) active members as of August 31 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, alternates and visitors to participate at the Convention.

Section 3 Four (4) copies of the local clubs active membership list, with officers 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 has proof that each person listed is a registered Democrat. The Treasurer shall send one copy before the Convention to the President, Credentials Chair and the Second Vice-President.

Section 4 The voting body of the Convention shall consist of Members-at-Large, 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 5 Application forms and procedures shall be mailed by the State Treasurer to the local clubs by July 1.

Section 6 At Convention, the Board of Directors shall serve in an advisory role to the SEC and the SEC shall serve in an advisory role to the Convention voting delegates.

ARTICLE X EXECUTIVE COMMITTEE

Section 1 The State Executive Committee (SEC) shall consist of the elected Officers; the two appointed officers, Parliamentarian and Corresponding Secretary; the Regional Chairs and the Immediate Past President.

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

- Decide all questions arising in the organization which are brought before it officially
To oversee expenditures of all budgeted funds
- 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
- Revoke the charter of any club for cause
- Assign or reassign clubs to Regional Councils when, in the opinion of the SEC, it would be of greater benefit to the members.
- Authorize and direct plans and business of the State Convention.

Section 3 Meetings of the SEC 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 SEC members who shall give ten (10) days written notice specifying reason and showing due cause for calling the meeting.

Section 4 Any officer who fails to attend two (2) consecutive meetings of the SEC, without good cause, and fails to send a written proxy, shall automatically be removed from office by the SEC. Written notice of said removal shall be rendered to that officer by CERTIFIED MAIL (RRR) ten (10) days prior to the effective date of the removal. The officer facing removal shall be given the opportunity to appear before the SEC at the meeting where the removal will be considered.

Section 5 The SEC may declare a vacancy in any elected or appointed office for failure to perform the duties of said office. Written notice of removal shall be rendered to that officer by CERTIFIED MAIL (RRR) ten (10) days prior to the effective date of the removal. The Officer facing removal shall be given the opportunity to appear before the SEC at the meeting where the removal will be considered.

Section 6 The SEC may, when necessary for the good of the organization, transact business by mail or e-mail.

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Section 7 Proxies may not account for more than ten (10%) percent . Proxies must be submitted to the Parliamentarian 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.

ARTICLE XI BOARD OF DIRECTORS

Section 1

- a. There shall be a Board of Directors comprised of the SEC, Chair of each of the Standing and Special Committees, Presidents of local clubs and the National Committeewomen of the Florida Democratic Party, provided they are members of a local club.
- b. It shall be the duty of the Board of Directors to act as an advisory group to the SEC. Members of the Board of Directors shall be responsible for dissemination of all information concerning activities of the State Organization. The Board of Directors shall meet once a year, prior to the Annual Business Meeting at Convention.

ARTICLE XII QUORUM

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

Section 2 Two-thirds (2/3) of the membership of the SEC shall constitute a quorum.

Section 3 A plurality of the members of the Board of Directors shall constitute a quorum.

ARTICLE XIII COMMITTEES

Section 1 There shall be the following Standing Committee Chairs, appointed by the President: Legislative and Political Education, Budget, Finance & Special projects, Rules, Publicity, Archives & History, Credentials, Resolutions and Convention.

Section 2 The Grievance Committee shall be composed of the 2 immediate Past Presidents of the DWCF, Inc. and the State Parliamentarian, or their proxies. A proxy must be a Past President or a current Region Chair. The last Immediate Past President shall serve as Chairperson. Grievance procedures shall be the official procedures approved by a two-thirds (2/3) vote at the Convention.

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

Section 4 Committee Chairs shall report to the SEC at the written request of the President. Only those Chairs so requested and reporting shall receive compensation.

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

ARTICLE XIV HANDBOOKS

Section 1 A completely up-dated handbook shall be printed following the DWCF, Inc. election of officers, or as needed. Copies shall be given to the Board of Directors at the first quarterly meeting.

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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 distributed to the Florida Democratic Party.

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 The SEC 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 4 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.

THE END

Amended and adopted at the Annual Convention, October, 2005.