

Vinings Village Woman's Club (VVWC) BY-LAWS

Adopted September 1978; Revised September 1985, March 1988, March 2010, September 2018, September 2024, February 2026

ARTICLE I - NAME

The name of this organization shall be Vinings Village Woman's Club. ("The Club" throughout this document.)

ARTICLE II - PURPOSE

The purpose of this club is to expand opportunities for friendship within the Vinings community, to support civic and cultural activities, and to assist in the beautification and preservation of Historic Vinings Village, described-as having the Chattahoochee River as its eastern boundary, Atlanta Road as its southern boundary, I-285 as its western boundary, and Highway 41 from I-285 to the Chattahoochee River as its northern boundary.

ARTICLE III - MEMBERSHIP

Section 1. Those eligible for membership are women who pay dues as established by the Board of Directors AND

- a. Reside in the Vinings community OR reside outside of the Vinings community but own real estate or operate a business in the Vinings community OR
- b. Have an interest in the Vinings area and the above purpose of The Club, and live within five miles of the Vinings community.

Section 2. Members of the Vinings Village Woman's Club who move outside the area, and who continue to pay dues as established by the Board, may continue as members.

ARTICLE IV - DUTIES OF OFFICERS

Section 1. OFFICER TRAINING

Officers shall take responsibility for becoming familiar with club bylaws and standing rules prior to the first Board of Directors meeting of the fiscal year. Outgoing officers shall train their successors before the new term begins. Each officer shall keep a notebook, file or digital record to pass along to the incoming officer. Records shall include an overview of the year's projects, helpful suggestions, pertinent emails, receipts, menus, agendas, etc. as well historical documents from prior years shared with predecessors.

Section 2.-TITLES & RESPONSIBILITIES OF VVWC ELECTED OFFICERS

PRESIDENT: Presides at all general, board, and executive committee meetings. Works with the Board of Directors to plan and implement the year's agenda, signs all club contracts, and may appoint additional committees as needed (except the Nominating Committee). May act as ex-officio member with full voting rights on all except the Nominating Committee. When term of office is finished, serves on the Advisory Committee for the in-coming President.

VICE PRESIDENT (MEMBERSHIP Standing Committee Chair) Oversees new and renewing Membership Registrations including but not limited to August membership mailing prepared by the Communications & Technology committee and other officers; collects forms and payments for registrations not submitted online. Assists in preparing such member information for database and directory. Staffs membership table and provides nametags and membership applications at club programs, meetings and events. Serves as club ambassador by reaching out to members whose memberships have lapsed, welcoming and introducing new members and guests, planning and hosting a new member event such as brunch or tea. Performs duties of President in her absence or inability to serve.

SECRETARY: Records minutes for all Board of Directors and member meetings and distributes to Board members promptly.

TREASURER: Serves as custodian of all club funds, receives and disburses all funds authorized by The Club upon approval of the President. Provides electronic reports of member payments made via check to Communications & Technology committee for inclusion in aggregated report of manual and digital payments. Provides a current financial report at each Board of Directors and regular meeting. Makes all books and records available for members' review upon request. Closes out and turns over books to the incoming Treasurer by the end of the fiscal year. Creates a quarterly and annual Profit & Loss statement and Balance Sheet to assist CPA with Form 990, Federal, State and/or other tax returns. An assistant to the Treasurer may be elected.

PARLIAMENTARIAN: Advises on parliamentary procedures and, during Board meetings, maintains order including timekeeping if called for on agenda. Follows Roberts Rules of Order (Revised).

ARTICLE V - MEETINGS

Section 1. There shall be monthly programs, meetings and/or events on a standing day of the month determined by the Board of Directors, September-May, open to members in good standing and their guests, space permitting.

Section 2. Special meetings may be called at any time by the President.

ARTICLE VI - THE BOARD OF DIRECTORS

Section 1. The business of The Club shall be administered by a Board of Directors comprised of the elected officers and Standing Committee Chairs.

- a. Subcommittee Chairs shall be added to the Board of Directors for the duration of or part of the duration of the President's term if, in her sole discretion, it is beneficial to The Club.
- b. Any Officer role and/or any Committee Chair role may be shared by two individuals, such as two members duly elected to serve together, and may be referred to as Co-Presidents or Co-Chairs.

Section 2. An Executive Committee comprised of three elected officers shall have authority to transact The Club's business, including overseeing the preparation and filing of federal and state tax returns and any actions which time constraints make necessary, subject to ratification by the full board.

The three officers shall be the President, Vice President and Treasurer.

- a. Should they be elected by the Board of Directors, co-Presidents and/or co-Vice Presidents may participate in Executive Committee decision-making, wherein each role, not individual attending, shall hold a single vote in order to preserve an odd number of votes.
- b. At her sole discretion for a single purpose OR more broadly for a specific topic OR for her term of administration, the President may add past President(s) or current Board members to the Executive Committee so long as an odd number of votes is preserved.

Section 3. The Board of Directors shall be responsible for establishing the number and kinds of interest groups (i.e. bridge, hobby groups, etc.) to be sponsored by The Club during each administration.

Section 4. The Board of Directors shall have discretion to define Vice President and Chair titles annually, with the authority to shift one title to the other, i.e. Vice President to Chair or vice versa, prior to the Nominating process, based on the coming year's anticipated needs of The Club, without formal amendment of these Bylaws.

Section 5. All charitable donations to the community must be approved by the Board of Directors and be in accordance with guidelines for 501c (3) organizations.

Section 6. Quorums: The quorum for voting in regular membership meetings shall be 15; for Board of Directors meetings, 6; and for Executive Committee, 3.

ARTICLE VII - COMMITTEES

Section 1. Those Committees and Chairs not established by and/or slated by the Nominating Committee and by vote by the Board of Directors may be appointed at the President's sole discretion. Such committees shall be classified as "Standing" to include a Board of Directors role for a period of time set by the President, or as "Special Purpose" which would not include a role on the Board of Directors.

Section 2. Committee Chairs shall be familiar with club bylaws and standing rules. Outgoing Chairs are responsible for training their successors. Each committee Chair shall keep a notebook, file or digital record to pass along to the incoming Chair. Records shall include an overview of the year's projects, helpful suggestions, pertinent emails, receipts, menus, agendas, etc. as well historical documents from prior years shared with predecessors.

Section 3. The President may determine, at her sole discretion, that a specific committee will not be required during her administration and the role may remain vacant. The Nominating Committee shall be so advised for their preparation of the Slate of incoming officers.

Section 3. STANDING COMMITTEES

ADVISORY COMMITTEE: Advises President or other officers as questions arise. Committee consists of Parliamentarian, Treasurer, immediate past President, and one regular member to be appointed by the President.

BEAUTIFICATION COMMITTEE: Responsible for continued maintenance and improvement of the beautification projects of The Club including but not limited to areas around official Vinings Village signage.

COMMUNICATIONS & TECHNOLOGY COMMITTEE: Using a variety of providers and tools, maintains club website, current and historic membership database, club email list, payment records etc. Designs and distributes emails such as monthly meeting announcements and other notices as directed by the Board of Directors and requested by Chairs, as well as assisting in obtaining online payments and RSVPs for events. Partners with other members of the Board of Directors on such tasks as preparing the annual club directory and all promotional materials and providing member information to Chairs to facilitate formation of social interest groups and other member contacts.

COMMUNITY SERVICE PROJECT COMMITTEE: Plans and executes club service projects, with funds approved by the Board of Directors.

DIRECTORY COMMITTEE: Responsible for cover design and art for annual club directory and gathering written materials from Board of Directors by September 1. Directory shall include members' names, phone numbers and addresses (postal and email), a list of current officers, committees and contacts for any member interest activities, dates and descriptions of programs, meetings and events, and Club Bylaws and Standing Rules and other information deemed necessary at the sole discretion of The Club President. Partners with Communications & Technology Chair on production and printing of directory and oversees mailing by October 31. Via mail or by hand, delivers directories to members who join or renew membership after October 1.

FIRST RESPONDERS COMMITTEE: Organizes recognition and goodwill activities for Vinings police officers, fire fighters and other first responders.

HOSPITALITY COMMITTEE: Responsible for opening and closing the program, meeting or event venue-and collaborating with the Programs, Meetings & Events Chair in establishing needs for and making arrangements for food, drink or decorations needed as well as coordinating and ensuring set-up/clean-up. The Chair shall coordinate with Program, Meetings & Events Chair on the facility before locking up.

MEMBER SOCIAL ACTIVITIES COMMITTEE: Recruits activity leaders and provides guidance on organizing and leading Book Clubs, game groups, travel and other member activities. Provides updates to Communications & Technology Chair for inclusion in club emails.

NOMINATING COMMITTEE: Oversees a self-nominating process in which all members are invited to express interest in serving in vacant slated roles. Assists the President in gathering input and compiling additional duties and updates to Officer and Committee Chair job descriptions to be shared with candidates during Slate preparation for annual election. Presents the final slate of nominees to the President for vote at the April Board of Directors meeting.

PROGRAMS, MEETINGS & EVENTS COMMITTEE: Oversees subcommittees to plan and execute programs, meetings, outings, happy hours and other events; develops theme for the year and presents to the Board of Directors for approval by or at its June meeting; books venues for the year and presents the list to the Board of Directors for approval by or at its August meeting; completes the Event Promotion form and partners with Communications & Technology chair to produce printed and electronic materials for August membership mailing; engages with Hospitality Committee for food and beverage needs.

PUBLICITY COMMITTEE: Prepares and distributes external press releases and other materials regarding and/or promoting club service projects and other activities, as directed by the Executive Committee or Board of Directors.

SOCIAL MEDIA COMMITTEE: Promotes club activities leading up to and following events, using social media channels such as Facebook (private and public pages), Instagram and others as directed by the Board of Directors.

SUNSHINE COMMITTEE: Promotes friendship within The Club through gestures of goodwill and concern. Sends appropriate cards and notes to individual members or their families on behalf of The Club in such instances as a serious illness or death of a member or her immediate family member. Promptly notifies the President of such deaths.

WAYS & MEANS COMMITTEE: Plans and arranges for all fundraising projects and events sponsored by The Club, following Board of Directors approval.

ARTICLE VIII – ELECTIONS

Section 1. The Executive Committee shall identify current members of the Board of Directors to continue Board service, in same or a different role in the next fiscal year, by the end of February.

Section 2. A Nominating Selection Committee of at least five club members, at least one of whom is a current Chair of a Standing Committee, shall be appointed by the Board of Directors by end of February. The committee shall select its

Selection Chair to preside over the Nominating process and committee deliberations to fill anticipated open positions on the Board of Directors for the next fiscal year.

Section 3. The Nominating Committee shall conduct a recruitment initiative open to all members, including informal interviews with each candidate. After having received prior consent from all nominees prior to the April Board of Directors meeting, the Chair shall present to The Club President a slate, naming one nominee for each elected office and selected committee Chair with an anticipated vacancy. The President shall hold a vote, either in person or electronically, to approve the slate of officers and Chairs at or before the April meeting of the Board of Directors.

Section 4. The Nominating Chair shall introduce the incoming Board of Directors, officers and Chairs alike, to members at the May membership meeting. The full slate of officers shall be published as part of the annual directory and/or posted on the private portal in The Club website.

Section 5. Vacancies occurring in office during the year, except for that of President, shall be filled by the Executive Committee. The Vice President automatically assumes the vacated office of President.

ARTICLE IX – AUTHORITY

The parliamentary authority of this organization shall be Robert’s Rules of Order (Revised).

ARTICLE X - AMENDMENTS

These bylaws may be amended at any time by the membership provided written or electronic notice of proposed changes has been made available to members, either on paper or electronically, one month in advance of taking effect. Amendments shall require a vote in favor by a majority of members present at the voting meeting.

ARTICLE XI - CLUB DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt, as organizations described in Section 501c (3) and 170c (2) of the Internal Revenue Code of 1954 or corresponding section of any prior or future Internal Revenue Code, or to the Federal, state, or local government for exclusive public purposes. Notwithstanding any other provision of the constitution, the association shall not carry on any other activities not permitted to be carried on by:

a) A corporation exempt from Federal income tax under Section 501c (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

OR

b) A corporation, contributions to which are deductible under Section 170c (2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

STANDING RULES

1. Fiscal year of The Club is June 1 through May 31.
2. Membership programs, meetings and events are held on the second Thursday, September through May, at various locations.
3. The Club directory shall be distributed each year by October 31 and will include the names of paid members only.
4. All authorized expenses must be presented for payment before the end of the fiscal year.
5. No program presented at a general meeting may be predominantly commercial in nature.
6. No political campaign literature may be distributed at club meetings.
7. The Vinings Village Woman’s Club is a non-profit, non-partisan, and non-sectarian organization.
8. No member has the right to use The Club name, directory or any individual listing in that directory for political or commercial purposes.
9. With the approval of the Board and the general membership, a project deemed appropriate may be undertaken by the club.
10. A minimum of \$5,000 shall remain in the reserve fund for the following year.