

# **Iranian Federated Women's Club--GFWC**

## **Bylaws "IFWC"**

(Final draft revised on 6/6/05)

### **Article I. NAME**

The name of this organization is the Iranian Federated Women's Club (also referred to in these Bylaws as the "organization," the "Federation," or the "IFWC"). It is an active member of the General Federation of Women's Clubs, California Federation of Women's Clubs, and Loma Prieta District.

### **Article II. OBJECTIVE**

The objective of this organization is to participate in community service and education, and to further member advancement in areas of general and Iranian culture and education. IFWC is a 501 (c)(3) not for profit organization and does not engage in any political or religious activity and will not be affiliated with any religious, commercial or political organizations.

### **Article III. MEMBERSHIP**

To be a member of the Iranian Federated Women's Club, you must be trustworthy, honest, and respectful of the opinions of others.

*SECTION 1.* The membership shall be composed of women and men who are in support of the objectives of this organization.

*SECTION 2.* The organization offers the following classes of membership: regular, associate, courtesy, and honorary life.

- a. *Regular Member.* Regular members pay dues and are entitled to all privileges of membership. All Regular Members are expected to attend meetings on a regular basis. Only Regular Members in good standing will be issued voting credentials and may vote on any action taken by the IFWC or its Sections. Prospective members may become Regular Members when they have attended three meetings, participated in at least one charitable event or community service activity, read the organization's bylaws, and paid annual dues as stated in the fee schedule (see the Standing Rules).
- b. *Associate Member:* Associate Members pay associate dues, are not expected to attend meetings on a regular basis, and may participate in the discussion, but may not propose motions or vote, except that they are entitled to vote by ballot at the April meeting for the new officers.
- c. *Courtesy Member:* Courtesy Members are representatives of the media and others whom the Executive Committee wishes to honor. Courtesy Members do not pay dues nor do they have voting privileges.
- d. *Honorary Life Member:* Honorary Life membership (a title entailing no required service or monetary contribution) can be awarded to members in good standing who have performed outstanding service to the organization and/or the community. Such membership can only be conferred on a two-thirds (2/3) vote of Regular Members present and voting, provided a 30 day notice was given to all members prior to the meeting at which the vote will be taken and are entitled to all privileges of membership.
- e. *Members in good standing* are those members who have paid the annual dues or a new member who has paid the annual dues and fulfilled all other membership requirements.
- f. Any member who is found by a majority vote of the Executive Committee of IFWC to have the intention to injure the good name of the organization, disturb its well being or hamper its work may upon ratification of the majority of all voting members, be subject to dismissal from the club. Non-members who frequent any section meetings found to have done the same will no longer be allowed to attend section or club meetings.

*SECTION 3.* Letters of resignation are to be submitted to the President and accepted by a majority vote of the Executive Committee or at a regular meeting by a majority of the members present and voting.

*SECTION 4.* No member may solicit or attempt to sell any personal business items or services to members of IFWC or its sections without majority consent of the IFWC Executive Committee.

#### **Article IV. DUES AND FINANCES**

There shall be annual dues for Regular and Associate membership, payable to the Treasurer on March 1. Dues not paid by April 1 are considered delinquent.

*SECTION 1.* Members may be dropped from membership July 1 for non-payment of dues. Courtesy and Honorary Life members are exempt from dues.

*SECTION 2.* The fiscal year of this organization is from June 1 to May 31.

*SECTION 3.* No member of the organization shall incur any indebtedness to the organization, make contracts for services or materials on behalf of the organization, or use the credit of the organization. Any of the above actions must have prior approval of the IFWC Executive Committee and be ratified by the members at a regular meeting. Actions not approved will be the personal responsibility of the person taking the action.

#### **Article V. MEETINGS**

*SECTION 1.* This organization shall meet monthly. Six (6) regular members, including two (2) officers, one of whom shall be the president or a vice president, shall constitute a quorum.

*SECTION 2.* Special meetings of the organization may be called by the President or on the written call of three (3) members, including two (2) officers.

*SECTION 3.* The date, time, and place of the meetings shall be set in the Standing Rules.

*SECTION 4.* Members may attend meetings in person, by telephone, over the internet or by videoconferencing as long as all persons attending can hear each other at the same time (or see each other if by videoconferencing).

*SECTION 5.* All votes will be taken by a show of a “voting card” or hands by all members in good standing except when the vote is by ballot where a ballot is given only to members in good standing. Voting cards or permission to vote otherwise will be given to Regular Members of the club by the Secretary, or other officer as designated by the Secretary, at the beginning of each meeting based on the current paid membership.

*SECTION 6.* Meetings of the permanent sections, subsections, and committees shall take place as deemed necessary by the chairperson of each and consistent with the goals of each section and subject to change by the Executive Committee and majority vote at a regular meeting of the IFWC.

## **Article VI. OFFICERS AND DUTIES**

*SECTION 1.* **The President** must have served as a member of IFWC for a minimum of two (2) years, one (1) of which shall have been as an officer. The President presides at all meetings, appoints the Parliamentarian, chairpersons and committee members of standing and special committees. All appointments must be ratified by a majority vote of the Executive Committee present and voting. The President also serves as ex-officio member on all committees, except the nominating committee. The President or her appointee, is the official representative of the organization at District and other meetings, a delegate to District and State conventions, and can accept courtesies and awards on the

organization's behalf. The President shall fill vacancies, except vacancies of officers, by appointment, which must be ratified by the Executive Committee.

**SECTION 2. The First Vice President** performs the duties of the President in the President's absence, and is the Dean of Chairpersons, coordinating all the Chairpersons' work and assisting in the development of procedure books. In the absence of the President, the First Vice President shall represent the organization at District and other meetings, may be a delegate to District and State conventions, and will automatically fill any unexpired term of the President.

**SECTION 3. The Second Vice President** performs the duties of the President in the absence of the President, and First Vice President. The Second Vice President acts as membership and Federation director, conducts the membership recruitment project, the Federation orientation for the membership, and serves as Leadership Chairperson. In case of the relocation, death, resignation, or disability of the First Vice President, the Second Vice President succeeds to the office of First Vice President. The office of Second Vice President will be declared vacant and will be filled by the Executive Committee for the unexpired term. The Second Vice President shall also be in charge of calling members regarding regular and special meetings.

**SECTION 4. The Secretary** keeps the minutes of the Executive Committee and regular or special meetings, and mails or gives a copy of the minutes to the President within a week of the meeting. The Secretary conducts the correspondence of the organization as directed, and maintains a correct list of all committees and of all member names and addresses. She is also responsible for keeping all records of all sections, including minutes (or summary) of each section's meetings in a binder. All of the Secretaries books are the property of the IFWC and must remain within the control of the IFWC. Members may review the minutes at any time so long as they remain in the hands of the current Secretary. The Secretary may also serve as the Club's historian as directed by the President. The Secretary is responsible for distributing the voter cards at the meetings or to designate an alternate officer (see Article V, sec. 5).

*SECTION 5. The Treasurer* is the Chair of the Budget Committee, has custody of all Federation funds, and disburses funds as directed by the IFWC Executive Committee or Regular Membership of IFWC. The Treasurer shall record all incoming and outgoing funds continuously in a ledger and shall submit a monthly written consolidated statement of all receipts and expenditures; and give an oral report to the Executive Committee, and at regular meetings or when called for by the President or any Regular Member. The Treasurer will pay such bills as have been presented on a voucher and approved by the Executive Committee and/or by the regular membership. All checks written must have prior approval before being paid even if they are listed in the budget. The Books of the Treasurer will be audited annually at the beginning of the new administration or whenever there is a change in the office of the Treasurer. The Treasurer's books are the property of the organization and as such must remain in the control of IFWC. The Treasurer may also serve as the California Clubwomen Magazine Chair.

*SECTION 6. The Parliamentarian* shall give parliamentary information when necessary or when called upon to do so by the president or any member and is responsible for having a copy of Robert's Rules of Order, current edition, at each meeting. The Parliamentarian is chairperson of the Bylaws Committee and oversees organizational elections. She may also serve as the President's Assistant (aid).

## **Article VII. EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS**

*SECTION 1.* The officers are President, First Vice President, Second Vice President, Secretary, Treasurer, and Parliamentarian. These officers comprise the Executive Committee/Board of Directors and are elected annually by ballot at the regular April IFWC meeting, with the exception of the Parliamentarian, who is appointed by the President. The Newsletter Editor and the Public Relations/Communications Chairwoman are non-voting members of the Executive Committee.

*SECTION 2.* The Executive Committee meets on the request of the President or a majority of Executive Committee members. Four (4) voting members shall constitute a quorum.

*SECTION 3.* The Executive Committee conducts necessary business for the organization between meetings, but may not authorize the expenditure of more than five-thousand (\$5,000) per Executive Committee meeting. All actions taken by the Executive Committee shall be ratified by the voting membership present and voting at the next regular meeting.

*SECTION 4.* All projects, events and actions proposed to be taken by all sections is under the supervision of the Executive Committee and must receive the Committee's approval prior to any action or any funds being disbursed. The dues-paying members at the next regular meeting of IFWC must ratify all decisions adopted by the Executive Committee for any section.

*SECTION 5.* The term of all elected and appointed members of the Executive Committee/ Board of Directors, and chairpersons is for (1) one year, from June 1 to May 31.

*SECTION 6.* Other duties of the Executive Committee are to:

- a. Accepted and ratify, by a majority vote, resignations between regular meetings.
- b. Name Courtesy Members.
- c. Vote whether or not to allow the sale of products or services by members or guests where that person or their company personally benefits. No advertisement for any company will be printed in or on any IFWC publications except where the company has made a voluntary contribution to an event or IFWC project.
- d. Make contracts for services or materials on behalf of the organization, or use the credit of the organization to be ratified by the regular members at the next meeting.

- e. Ratify appointments.
- f. Vote to fill a vacancy in the office of Second Vice President for the unexpired term.
- g. Elect an Auditor at the last meeting of the outgoing Executive Committee who will audit the books of the outgoing treasurer and present a written report of the audit at the first meeting of the new administration or whenever there is a change in the office of the Treasurer. The Auditor need not be a member of IFWC.

**Article VIII. PERMANENT SECTION AND COMMITTEE CHAIRPERSONS  
DUTIES**

*SECTION 1.* Any Chairperson of any of IFWC's permanent section, committee or subcommittee, must be Regular Member of the IFWC as define herein and is directly responsible to the First Vice President, maintains a procedure book for her successor, and develops projects of interest to the membership of the section.

*SECTION 2.* The Public Relations and Communications Chairperson is a non-voting member of the Executive Committee/Board of Directors and is responsible for all publicity for the organization, collects articles, data and pictures for report writing verification, and works with the Second Vice President on membership projects.

*SECTION 3.* The Newsletter Editor is a nonvoting member of the Executive Committee/Board of Directors and is responsible for publishing the IFWC newsletter and soliciting advertisements for the newsletter to help defray its costs.

**Article IX. STANDING COMMITTEES AND DUTIES**

*SECTION 1.* The standing committees listed below shall exist at the sole discretion of the Executive Committee subject to opposition by a majority vote at any regular meeting. The chairperson of each committee may present actions for approval of the Executive Committee that have been preapproved by a majority vote of her committee members and ratified by a majority vote at a regular meeting of the IFWC.

*SECTION 2.* The Budget Committee shall meet prior to the June meeting. The chairwoman is the Treasurer. Members of the Budget Committee are the incoming President, incoming First and Second Vice Presidents, and incoming and outgoing Treasurers and Auditor.

*SECTION 3.* The Bylaw Committee shall meet as necessary. The Parliamentarian is Chairwoman. Members of the Bylaw Committee are the President, Membership or Federation director, and one (1) other members elected from the general membership.

*SECTION 4.* The Nominating Committee consists of three (3) members and one (1) alternate. The Executive Committee, prior to the February meeting, shall elect the Chairperson. The remaining two (2) members (one of which shall have been a member for at least two years) and one (1) alternates will have their names drawn by lot at the February meeting. This committee serves for one (1) year.

## **Article X. NOMINATIONS AND ELECTIONS**

*SECTION 1.* The Nominating Committee shall present in March a slate of one or more qualified nominees for each elective office, each of whom shall have agreed to serve if elected. Appointed officer will be Parliamentarian.

*SECTION 2.* Nominations may be made from the floor at the March meeting.

*SECTION 3.* The term of office is one (1) year. No member is eligible for the same office for more than three (3) consecutive terms, unless approved by a majority vote at a regular meeting where notice that such vote will be taken has been given to the membership, except the Parliamentarian who is appointed by the President.

- a. If a member has served three consecutive terms in the same office, and an exception is not made as stated in Article X, Section 3 above, that office will be declared vacant. If the Nominating Committee is unable to find a suitable candidate to place on the ticket, the office will be filled by appointment by the

newly elected Executive Committee and ratified by a majority vote at the next regular meeting of the IFWC.

*SECTION 4.* The annual election of officers is held by ballot or oral vote at the regular meeting in April. The appointed officer and chairpersons shall be ratified by a majority vote at the April meeting.

#### **Article XI. PERMANENT SECTIONS**

*SECTION 1.* IFWC may create permanent sections. See Appendix A for an organizational chart showing the permanent sections of IFWC. IFWC may eliminate existing or create additional permanent sections with a 30 day notice by a majority vote at a regular meeting of the IFWC.

*SECTION 2.* All permanent sections shall adhere by the rules stated below. If any section of a subcommittee thereof is found to have violated the following rules by the Executive Committee, activities of said sections shall be halted pending review of violations and majority vote at the next immediate regular meeting of the IFWC properly noticed to the general membership.

- (1.) All sections must operate under the rules set fourth in these bylaws, Roberts Rules of Order and follow all IRS laws to assure the continuance of IFWC's 501 (c)(3) status.
- (2.) Sections may meet as often as the section's membership deems appropriate for that section's actions. Each meeting shall be noticed according to rules set by these bylaws. IFWC President and either Treasurer or another Executive Board member selected by the President to attend in place of the Treasurer shall be present at these meetings. Any member of IFWC may attend any section's meetings.
- (3.) All action proposed by all sections must be approved by the IFWC Executive Committee and ratified by a majority vote at a regular IFWC meeting prior to the start of any such action.

- (4.) Any expenditure proposed by any section must receive prior approval from the IFWC Executive Committee before the release of funds by the IFWC Treasurer (see Article VII, Section 3).
- (5.) All sections shall submit a proposed budget for their section's expected annual income (fundraisers) and proposed annual disbursements to the IFWC Executive Committee prior to the first IFWC Executive Committee meeting of the new administration.
- (6.) The IFWC Treasurer shall deposit all funds received by all sections in the appropriate IFWC account for each section. For special projects or fundraisers, with the expectation of multiple checks and/or a lot of cash, all funds received in any form shall be counted by the Treasurer, or another officer chosen by the Treasurer with check writing authority, and by a committee of no less than two voting Regular Members, appointed by the Executive Committee.
- (7.) All funds to be disbursed on behalf of any section shall be requested on the designated form from the IFWC Treasurer and approved by the IFWC Executive Committee. After approval, the IFWC Treasurer shall release funds from the appropriate account as directed.
- (8.) Minutes of all meetings of all sections shall be submitted to the IFWC Secretary for review by the IFWC Executive Committee within 10 days of the section meeting. Sections shall also submit quarterly (June, September, December, and March) the names, mailing addresses, email and telephone numbers of the section's members (designating dues-paying and non-dues paying) to the IFWC Secretary.
- (9.) Membership of each section may be made up of those IFWC members who desire to join a section and others who are invited to join by the chairperson of that section subject to approval by the Executive Committee and ratification by a majority vote at a regular meeting of the IFWC.
- (10.) Non-dues paying persons are considered guests and are welcome to attend section meetings to share ideas and explore activities for the sections, but have no official standing in the Iranian Federated Women's Club or official vote on its or the section's actions, expenditures or projects.

- (11.) No section member (dues-paying or not) may be removed from a section without prior approval of the Executive Committee and ratification by a majority vote at a regular meeting of the IFWC.
- (12.) The Chair of each section will be appointed for a one year term by the IFWC Executive Committee and ratified by a majority vote at the regular September meeting. Each section may suggest a person to be considered for appointment as Chair by the IFWC Executive Committee.

*SECTION 3.* Permanent sections of the IFWC as set forth in the organizational chart attached hereto in Appendix A are defined as follows:

- 1) **Payvand:** This section is established on the belief that in addition to learning American Culture, Iranian American children and adults need to participate in a healthy community that fosters their Iranian culture, heritage, traditions, and language. Payvand provides educational instruction in reading and writing Persian and English, as well as traditional Iranian music, dance, and other subjects or activities. It also provides an environment where Iranian-American children and adults can converse in Farsi with their peers. IFWC has no legal responsibilities to or for Payvand's activities and projects. The school is a project of IFWC and is run by experienced teachers and volunteers. By a majority vote IFWC supports and donates to various projects created for the school by a majority vote of the IFWC regular membership.
- 2) **Social:** This section is dedicated to organizing events and activities that are in line with the objectives of the IFWC. These include, but are not limited to, fundraisers, lectures, discussions, concerts, and participation in community events. The chairperson of this section will choose events and activities and present them the section membership for preliminary approval and then to the Executive Committee for approval and then ratification by a majority vote at a regular IFWC meeting. If other sections elect to organize an even for their own section, they must coordinate with the chairperson of the Social section.
- 3) **Community Service:** This section is dedicated to providing donations and volunteer services to the local, national, and international community that are in

line with IFWC's objectives as stated herein. The chair of this section and other IFWC member may recommend projects and present them to the section membership for preliminary approval. Once approved, it is forwarded to the Executive Committee for approval and then ratification by a majority vote at a regular IFWC meeting. All actions of this committee are subject to other provisions of these bylaws.

- 4) **Scholarships:** This section is dedicated to raising funds and awarding them to students and others who apply for the different scholarships offered under this section and as chosen by the members of this section. All actions of this committee are subject to other provisions of these bylaws.
- 5) **Fund Raising:** This section is responsible for raising funds to be used by IFWC to pay for operational and administrative expenses geared toward running the organization. Activities under this section may include, but are not limited to, grant writing and donation solicitation.
- 6) **Special Projects:** this section shall work on any projects assigned to it by the Executive Board after approval by a majority vote at a regular IFWC meeting.

#### **Article XI. DISSOLUTION**

Being a non-profit organization, and in order to comply with Internal Revenue Code law, in the event this organization is dissolved, all net profits will be turned over to a certified 501-C3 organization(s) as agreed upon by the majority vote at a regular IFWC meeting at the time of dissolution. Such assets shall be those remaining after all debts and obligations are paid.

#### **Article XII. PARLIAMENTARY AUTHORITY**

All meetings shall be governed by the most current edition of Robert's Rules of Order, in all matters consistent with the bylaws.

#### **Article XIII. AMENDMENTS**

Any member may present proposed amendments to the Bylaws to the Bylaw Committee at any time. Bylaws may be amended by a two-thirds vote of members present and voting

at a regular IFWC meeting, provided the amendments were presented in writing to all members at least thirty (30) days prior to consideration.

**STANDING RULES:**

1. The annual dues for Regular Membership in IFWC is \$40.00. Associate Member dues are \$50.00.
2. The regular meeting of the IFWC will be held on the first Monday of every month, at 6:30 pm, at the Payvand Art Center, Cupertino, California.
3. Each section chairperson shall assist in the writing of the annual report.