

Home

MASHPEE WOMEN'S CLUB BYLAWS

June 2023

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Article I - Name

The name shall be the Mashpee Women's Club (MWC).

Article II - Mission

The mission is to bring together women of Mashpee, Falmouth, Barnstable, and neighboring towns, on and off Cape Cod, into a social environment providing educational and recreational programs for the benefit of our members and charitable programs to support our towns.

The MWC's first meeting was December 9, 1997.

Article III - Membership

Section 1. Eligibility

Membership is open to any interested woman. Applications are made to the Membership Chair and shall be acted upon in the order in which they are received.

Section 2. Membership Year

The membership year shall be from September 1 to August 31 of the following year.

Section 3. Benefits

Members are entitled to all membership benefits provided their dues are paid in full by October 1 of the membership year.

Members may join MWC activities (e.g., Book Clubs, Bridge Clubs, Knitting Groups, Golf Groups), provided there is an available opening(s).

Members are entitled to pay the reduced membership rate at luncheons and special events.

Section 4. Dues

MWC dues are proposed by the Membership Chair and the Treasurer for consideration and approval of the Board of Directors.

Section 5. Procedures for Donations, Deposits, and Payments

Donations

The MWC welcomes donations. These donations are used to support our charities and scholarship funds. A donation receipt will be provided by MWC and will include the following information:

- Detailed description of the donation
- Donor's estimate of item or service at fair market value
- Donor's name, address, and telephone number
- MWC Taxpayer ID and a certificate number

Deposits to the MWC

MWC has a Venmo account which members can use to pay their dues, pay for luncheons, and, as announced, pay for selected outings and events. The MWC accepts payments via check or cash for all events and activities.

The Treasurer should receive a deposit receipt with all cash or check deposits. The deposit receipt should include:

- The name of the person who is making the deposit
- Where the funds are coming from (if other than the individual making the deposit)
- The total amount in checks, the total amount in cash, the total amount of the entire deposit
- Which account the deposit goes to – Scholarships, Fundraising, or Operating

Payments

The MWC makes donations, payments and reimbursements as approved by the Board of Directors. For all payments, a check request must be submitted to the Treasurer, with all applicable receipts attached. The check request should include:

- To whom the check is payable
- The date
- The reason for the check request
- The amount, and which account the money is coming from

Forms

All forms for Donations, Deposits and Check Requests may be obtained from the Treasurer or found in the Members Only section of the Website.

Article IV – Membership Meetings

Section 1. Regular Meetings

The full membership regular meeting shall be held the third (3rd) Tuesday of each month.

All meeting dates may be altered when necessary for good cause, as approved by the Board of Directors and with due notice (see Section 4. Notice) to the membership.

Section 2. Annual meetings

An Annual Meeting shall be held once each calendar year for the transaction of such business as may properly come before the membership. The Annual Meeting shall be held at the time and place designated by the Board of Directors, typically in July. Every second year, at the Annual Meeting prior to the end of the term of the serving Officers, the Members shall elect Officers for the next term, subject to the provisions of these Bylaws.

Section 3. Special Meetings

A special meeting of the membership may be called at any time by the Board of Directors, or the President, and must be called by her upon the written request of twelve (12) Members of the MWC. A special meeting of Members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the Members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the Members, pose questions, and make comments.

Section 4. Notice

Written notice of all general meetings and special meetings shall be provided. Notice shall state the place, date, and hour of the meeting, and, if for a special meeting, the purpose of the meeting. Such notice shall be sent to all Members of record at least ten (10) days prior to the meeting. Such written notice shall be made through an email, by hand delivery, regular mail, or other suitable form of mass communication.

Section 5. Quorum

Ten percent (10%) of the Members present shall constitute a quorum at a general or special meeting. The Board of Directors may continue to transact business until adjournment, even if the withdrawal of some Members results in representation of less than a quorum.

Section 6. Adherence to Bylaws

All members are expected to adhere to the duly enacted Bylaws of the MWC.

Article V – Board of Directors

The Board of Directors shall establish policies and directives governing business and programs of the MWC and shall delegate to the Officers and Committee

chairs, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

The Board of Directors shall be constituted of the duly elected Officers, the duly appointed Committee Chairs, and others pursuant to the provisions of these Bylaws.

Section 1. Number and Qualification

The Board of Directors shall have up to eighteen (18), but no fewer than five (5) Board members. The number of Board members may be increased beyond eighteen (18) members or decreased to less than five (5) members by the affirmative vote of the majority of the then-serving Board of Directors.

The immediate past president shall serve on the Board of Directors as an advisor and voting member for a two (2) year period.

The President shall appoint others to the Board of Directors that shall include, but not be limited to, a Charities Chair, a Fundraising Chair, a Luncheon Chair, a Media Chair, a Membership Chair, a Newsletter Editor, a Program Chair, and a Public Relations Chair.

In addition to the regular membership of the Board of Directors, the Board may deem advisable to elect *Ex-Officio* Board Members, which will have the same rights and obligations, including voting power, as the other directors.

Those serving on the Board of Directors are expected to adhere to the enacted Bylaws and to support the MWC by attending monthly luncheon meetings and other club activities.

Section 2. Committees

To the extent permitted by law, the President may appoint from the Members a Committee Chair. Committees may be chaired by more than one person. All co-chairs are invited to attend the monthly Board of Directors meetings. Each Committee is allocated one vote on the Board.

Section 3. Quorum

A majority of Directors shall constitute a quorum. If at any time the Board of Directors consists of an even number of Members and a vote results in a tie, then the vote of the President shall be the deciding vote.

Section 4. Procedures

The vote of a majority of the Directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law for a particular resolution. A Director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 5. Minutes

The Recording Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board of Directors in which business shall be transacted. In the event that the Recording Secretary is unavailable, the President shall appoint an individual to act as Secretary at the meeting. The Recording Secretary, or the individual appointed to act as Recording Secretary, shall prepare the minutes of the meeting for review by the Board of Directors in an expedient fashion – usually within two (2) weeks of the meeting. Upon approval, the minutes shall be kept by the Recording Secretary and stored electronically in a dedicated file. The Recording Secretary shall also record and keep notice of the cancellation of any Board of Directors meetings and the reason therefore.

Section 6. Special Meetings

Special meetings may be called by the President, Vice President, Secretary, or any two Directors by providing three days' notice. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting. A special meeting of the Board is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the Members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the Members, pose questions, and make comments.

Section 7. Informal Action

Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors or of a Committee of Members, may be taken without a meeting if a consent in writing (including email, scan or other virtual signature) setting forth the action so taken, is signed by all of the Directors or all of the Members of the Committee, as the case may be.

Section 8. Resignation

Each Board of Directors Member shall have the right to resign at any time upon written notice thereof to the President or Secretary of the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Section 9. Removal/Vacancies

A Director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs among the Officers of the Board of Directors, whether by death, resignation, removal, or any other cause, may be filled by the remaining Directors. Any vacancy that occurs among the Chairs of the Committees, whether by death, resignation, removal, or any other cause, may be filled by the President. A Director elected to fill a vacancy shall serve the remaining term of her predecessor, or until a successor has been elected and qualified.

Article VI – Officers

Section 1. Officers

President

The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors.

Vice President(s)

The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of her leadership duties.

Additional Vice President(s) may be added by the Board of Directors to oversee special projects or new areas of relevance. Any new Vice President will serve until the next general election at which time the position will be ratified by the membership. Additional Vice President position(s) shall be nominated and elected in conformance with the election rules.

Treasurer/CFO

The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors.

Recording Secretary

The Recording Secretary shall give notice of all meetings of the Board of Directors, shall keep an accurate list of the Directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Recording Secretary shall maintain the minutes of the Board of Directors' meetings.

Corresponding Secretary

The Corresponding Secretary shall prepare and deliver (by hand, regular mail, email, or suitable medium) correspondence for the Board of Directors to the membership.

Section 2. Terms of Officers

The terms of all Officers shall be for a period of two (2) years commencing on September 1. No Officer shall hold the same office for more than two (2) consecutive terms unless a majority of the Board of Directors, during the course of a Board meeting at which a quorum is present, votes to nominate a Board member to an additional term. No person shall serve more than six (6) consecutive years in the same office. After serving the maximum total number of consecutive years on the Board of Directors in one office, an Officer may be eligible for additional service as a Board Member if unanimously elected by the Board.

Section 3. Election of Officers

The President will appoint a nominating Committee including a Chair and at least two (2) Members, no later than three (3) months prior to the Annual Meeting at which an election of officers is required. The Nominating Committee shall present a proposed slate of officers for the next term to the Board of Directors.

After approval by the Board, the slate shall be sent by the Nominating Committee to the Membership via hand delivery, regular mail, email, or other means to ensure all members are informed of the nominees, at least two weeks prior to the Annual Meeting at which the Members shall vote on the slate. Prior to voting at the Annual Meeting, nominations from the floor shall be accepted. A two-thirds (2/3) majority vote is needed by the Membership attending the Annual Meeting to approve the new slate of officers.

Section 4. Vacancy

Should a vacancy be created by the resignation of an Officer, the Board of Directors shall be empowered to fill said vacancy by appointment.

Section 5. Removal or Vacancy

The Board of Directors shall have the power to remove an Officer, Director, Member, or agent of the organization. Any Officer's position that becomes vacant for any reason may be filled by the Board of Directors. Any Committee chair's position that becomes vacant for any reason may be filled by the President.

Article VII – Board of Director Duties and Responsibilities

The duties and responsibilities of the Board of Directors may be amended to benefit the MWC. Amendments to these Bylaws shall be approved by the Board at a regular Board of Directors meeting. Any material and significant changes to these Bylaws shall be approved by the membership at the next annual meeting.

Section 1. Officers

President

- a. Preside over monthly luncheon meetings, conducting them according to the traditional, established format.
- b. Attend and preside at monthly Board of Directors meetings in general according to *Robert's Rules of Parliamentary Procedure* and provide an agenda in advance of the meeting.
- c. Ensure MWC insurance is current and correct at all times.
- d. Oversee election of Officers; appoint a Board of Directors and Committee chairs.
- e. Direct the development of goals, policies, and procedures to guide the MWC in accordance with these Bylaws, the minutes, and votes of the Board of Directors.
- f. Appoint bi-annually, by March, an independent Nominating Committee, including a chair and at least two (2) members, to prepare for the Annual Meeting and election Officers. The President will conduct the election portion of that meeting.
- g. Negotiate luncheon costs and menu annually, along with the Luncheon Chair.
- h. Review and approve the MWC website and its content with advice of the Board of Directors.

- i. Provide a “President’s Message” for each MWC Newsletter.
- j. Maintain significant MWC documents to pass on to the next President.
- k. Oversee the financial records of the MWC, with the Treasurer and/or the club’s tax accountant.
- l. Serve as the public image of the MWC by attending significant functions, or appointing a Board member to attend, when the MWC should be represented.
- m. Place a welcome call or send a welcome email to new members, whose contact information shall be provided by the Membership Chair.

Vice President

- a. Attend monthly Board of Directors meetings and luncheons.
- b. Perform the duties of the President in her absence and be willing to succeed to the presidency.
- c. Serve as the Board of Directors contact with MWC groups and Committees not represented on the Board, for example, book clubs, and report to the Board of Directors on their activities as requested.
- d. Find and provide “Getting to Know You” speakers as determined by the Board of Directors.
- e. Invite the person presenting a “Getting to Know You” program at the monthly luncheon to join the MWC that day for lunch adhering to Luncheon Chair budgeted guidelines.
- f. Notify Membership Chair, Treasurer, and Lunch Chair if the speaker will be a guest for luncheon in time to include that person in the total luncheon count.
- g. Keep records of “Getting to Know You” programs and the contact person and address to provide to the next Vice President.
- h. Provide administrative support on MWC management, for example, assist in the development of surveys, drafting policies and procedures, publication of club newsletters. Along with the Membership Chair, maintain data on member interests.

- i. Provide support with all tasks assigned to the President. Perform other tasks as required by the MWC.

Treasurer/CFO

- a. Attend monthly Board of Directors meetings and luncheons.
- b. Receive all monies paid to the MWC and deposit them in established accounts in a timely fashion.
- c. Pay approved bills promptly; issue the 50/50 raffle charity recipient check at monthly luncheon; and give to the charities or to the Corresponding Secretary for mailing or hand delivery.
- d. Maintain up-to-date records for checking, charities, and investment accounts.
- e. Balance accounts and provide written monthly and annual reports to the Board of Directors.
- f. Arrange a schedule for periodic review of the MWC's financial records with the President and the MWC's tax accountant.
- g. Prepare and file taxes and other financial or regulatory forms as required, including raffle permits.
- h. Hold a key to the post office box along with the Luncheon Chair, distributing mail to appropriate Board members promptly.
- i. Work with Membership Chair to determine the annual dues and submit to the Board of Directors for approval.
- j. Develop an annual budget for the MWC, working directly with the President and Vice President using an annual fiscal year from September 1 through August 31 of the following year.
- k. Maintain significant financial and regulatory records to pass on to the next Treasurer and assist in the selection of a trainable assistant.
- l. Monitor and maintain the MWC's Venmo account, its Square account, and any other accounts as determined by the Board of Directors.

Recording Secretary

- a. Attend monthly Board of Directors meetings and luncheons.
- b. Keep the official minutes of all monthly Board of Directors meetings.
- c. Note meetings that have been cancelled or postponed and include these with the minutes of all meetings.
- d. Send draft copies of monthly minutes to Board members for their review/comment before the next meeting.
- e. Prepare minutes of the Annual Meeting and post the previous year's minutes on MWC Facebook site.
- f. Maintain files of significant MWC documents to pass on to the next Recording Secretary, including but not limited to, all agenda and minutes.

Corresponding Secretary

- a. Attend monthly Board of Directors meetings and luncheons.
- b. Prepare and send general Board correspondence in a timely manner, including sympathy, congratulatory, and get-well notes, thank you letters for luncheon programs, and 50/50 donation letters with check to charities, using MWC logo paper or cards.
- c. Maintain significant MWC documents to pass on to the next Corresponding Secretary.

Section 2. Committees

As occasions and need arises, the President, with the approval of the Board of Directors, may create new Committees or dissolve old Committees. All Committees shall be represented at meetings of the Board of Directors. Committees may be chaired by more than one person.

Each Committee Chair should submit to the Treasurer by July 1, a proposed budget for the fiscal year beginning the following September 1.

Charity Committee

- a. Make donations to qualified non-profit organizations that primarily benefit residents of Mashpee and surrounding towns on Cape Cod.

- b. Recommend charities to benefit from MWC fundraising with advice from Members and approval by Board of Directors.
- c. Form a Committee and sell 50/50 raffle tickets at monthly luncheons. Charitable organizations must be approved by the Board of Directors.
- d. Maintain current records of donations to specific charities.
- e. Provide an update of charitable activity for each MWC newsletter.
- f. Maintain archive of significant MWC documents to pass on to the next Charities Chair.
- g. Review list of 50/50 charities at least once each year to verify existence and relevance of the charity.
- h. Deliver checks each month to selected monthly charities, unless otherwise arranged with the Corresponding Secretary.

Fundraising Committee

- a. Organize and oversee an annual fundraising event or other fundraising activities as presented and approved by the Board of Directors.
- b. Maintain records of attendance, expenditures, and profits for each fundraiser.

Hospitality Committee

- a. Form a Committee of luncheon greeters each month. Assign three or more greeters as needed for each luncheon to check in luncheon attendees and to assist with welcoming and introducing any new Members to the President and other Members.
- b. Plan and hold informal social gatherings at least once annually to welcome new Members and introduce them to the Board of Directors and present information about the MWC and its activities.
- c. Assist with other MWC functions as requested by the President, such as periodic social lunches.

Luncheon Committee

- a. Encourage Members to attend and bring guests to monthly luncheons. Note that some MWC activities are limited to Members only.

- b. Hold post office box key and retrieve mail for the MWC, distributing to the appropriate Board members promptly. Collect membership dues and luncheon checks. Keep a record of all Member and guest payments via check, Venmo, or other Board-approved means.
- c. Create a list of Members and guests attending the monthly luncheon for the President and the greeters, noting new Members on this list.
- d. Coordinate luncheon details with Program Chair and venue contact.
- e. Oversee luncheon details such as seating, name tags, and special speaker requirements.
- f. Negotiate luncheon menus and prices along with the President.
- g. Notify the luncheon venue of the reservation numbers for the monthly luncheons and the number of tables needed.
- h. Provide re-usable nametags for all Members and temporary tags for any guests attending the monthly luncheons.

Media Committee

Maintain and update the MWC's social media platforms.

Membership Committee

- a. Maintain database of Members, tracking their interests in various activities and Committees.
- b. Provide potential members with membership applications and information about MWC activities and Committees. Follow up by phone or email.
- c. Hold post office key and retrieve mail for the MWC, distributing it to appropriate Board members promptly.
- d. Collect membership dues and deliver all checks to the MWC Treasurer promptly for deposit.
- e. Assist Web Chair in publishing updated membership information on the Members database on the website.
- f. Assist Luncheon Chair in the collection of luncheon checks and maintain a record, when requested.

- g. Assist the Luncheon Chair to create a list of Members and guests attending the monthly luncheon for the President and the greeters, noting new Members on this list.
- h. Provide new Member names to the Newsletter Editor.
- i. Assist with correspondence to Members who only use regular mail.
- j. Work with the Treasurer to determine the annual dues and submit to the Board of Directors for approval.
- k. Announce the collection of dues during July, payable by all Members no later than October 1.
- l. Provide the Board of Directors with a list of Members in arrears by the October Board meeting.
- m. Provide the Board of Directors with a list of Members whose membership has lapsed by the November Board meeting.

Newsletter Editor

- a. Remind Board of Directors and Members of deadlines for newsletter articles or photos.
- b. Prepare and distribute MWC newsletter.
- c. Coordinate with the Treasurer and provide a summary of current charitable donations.
- d. Mail newsletters to those Members who do not have email.

Program Committee

- a. Plan and hold a variety of programs for monthly meetings and other special events.
- b. Report planned events to the Board of Directors.
- c. Provide list of upcoming programs for inclusion in MWC newsletter, MWC webpage, and other media platforms.
- d. Invite persons presenting a program at the monthly luncheon to join the MWC that day for lunch, generally limited to a three (3) person maximum,

adhering to Luncheon Chair budgeted guidelines.

- e. Notify Membership Chair, Treasurer, and Lunch Chair of the number and name(s) of speaker(s)/entertainer(s) and which, if any, will be guests for luncheon in time to include them in the total luncheon count.
- f. Greet speakers(s)/entertainer(s) and seat them at President's table when they join us for lunch, if practicable.
- g. Greet "Getting to Know You" speakers and seat them at the Vice President's table when they join us for lunch, if practicable.
- h. Coordinate with the Lunch Chair and luncheon venue in advance for any special equipment (e.g., extra table, overhead projector, screen, etc.) if needed by speaker/entertainer and obtain set up assistance if required. Introduce speaker(s)/entertainer(s) with brief biography at luncheon and provide copy in advance to Public Relations Chair.
- i. Keep records of programs and their contact person, address, and costs and provide to next Program Chair.
- j. Submit a proposed budget to the Treasurer and for approval of the Board of Directors. Keep expenses within budgeted guidelines.
- k. Arrange for table decorations at the luncheons.

Public Relations/Publicity Committee

- a. Take notes, write articles, and provide photographs for publication in local, relevant publications such as the *Mashpee Enterprise* by their respective deadlines.
- b. Assign a Member to take photographs at MWC luncheons and events to accompany the newspaper articles and social media posts.
- c. Seek other opportunities to publicize MWC programs, events, and charitable activities and maintain copies of press releases, newspaper articles or other information that would be useful to pass on to the next Public Relations/Publicity Chair.
- d. Prepare posters and/or other advertising materials to display at each luncheon to publicize the following month(s) programs.

Scholarship Committee

- a. Select the annual scholarship recipients from the top 10% of the Mashpee High School senior class.
- b. Recommend annual scholarship recipients to the Board of Directors.
- c. Coordinate participation in Mashpee High School's Award Day.

Website Committee

- a. Maintain the MWC's web page and regularly post updates of club news, activities, and other announcements in coordination with Board of Directors and as requested by the President.
- b. Design monthly luncheon information for website and monthly postcards to be mailed to Members who do not use email.
- c. Provide periodic updates to the membership database directory in conjunction with the Membership Chair.
- d. Assist Program Chair with technical requirements at luncheons.
- e. Assist other Board of Director members with postings or emails providing information in connection with their designated responsibilities, such as fundraising events, informal luncheons, new member gatherings.

Article VIII – Board of Director Meetings

Section 1. Regular Meetings of the Board of Directors

The Board of Directors' regular meetings shall be held the second (2nd) Tuesday of each month.

All meeting dates may be altered when necessary for good cause, as approved by the Board and with due notice pursuant to these Bylaws.

Section 2. Special Meetings of the Board of Directors

The President or any other officer may call for a special meeting of some or all Officers to further the business of the MWC as needed, and resulting recommendations shall be submitted to the Board of Directors for approval.

The notice of special Board of Directors meetings shall be served upon each Board member via hand delivery, regular mail, or email at a minimum of three (3) business days prior.

Section 3. Place

The person(s) authorized to call such special meetings of the Board of Directors may also establish the place where the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

Special meetings need not be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which all the Members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the Members, pose questions, and make comments. Directors participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 4. Quorum

A majority of the Directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the Directors may adjourn the meeting to another time without further notice and may transact any business that might have been done at the originally scheduled meeting.

Article IX – Changes and amendments to MWC policies

Exceptions and changes to MWC policies may be made by a majority vote of the Board of Directors.

Article X – Amendment to Bylaws

The Bylaws may be amended, altered, or repealed in conformance with State and Federal requirements by the Board of Directors by a majority of a quorum vote and presented for approval at an annual or special general meeting of the membership. The text of the proposed change shall be distributed to all Members (by hand, regular mail, email, or suitable medium) at least ten (10) days before the meeting.

Article XI – Requirements to Maintain 501(c)3 Status

The Mashpee Women’s Club is organized in accordance with the General Law of the Commonwealth of Massachusetts, Title XXII, Chapter 180, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable

to, or benefit Directors, or Officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The purpose of the organization is social and charitable.

The organization is organized exclusively for purposes pursuant to section 501 (c)(3) of the Internal Revenue Code.

Maintaining 501 (c)3 status

To maintain 501(c)3 status the Mashpee Women's Club agrees and adheres to the following:

- a. Individual members or leaders cannot benefit financially from the programs and activities of the Mashpee Women's Club.
- b. The Mashpee Women's Club avoids any purpose that praises or calls for discrimination.
- c. The earnings and funds raised by the Mashpee Women's Club shall not benefit a sole Member.
- d. Profits must be used for charitable activities.
- e. Upon dissolution, all capital retained by the organization must be passed on to another nonprofit entity and not a single member except as provided in Article XII hereof.
- f. The Mashpee Women's Club shall not participate in political campaigning or officially endorse a candidate.

Article XII – Dissolution

The organization may be dissolved only with the authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liability and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

Certification

Name, _____ President of the Mashpee Women’s Club, and

Name, _____ Secretary of Mashpee Women’s Club

certify that the foregoing is a true and correct copy of the Bylaws of the above-named organization, duly adopted by the initial Board of Directors on _____ Date

Certificate of Secretary

I, _____ NAME

certify that I am the current elected and acting Secretary of the benefit Corporation Organization, and the above Bylaws are the Bylaws of this Corporation/Organization as adopted by the Board of Directors on DATE, and that they have not been amended or modified since the above.

EXECUTED on this day of ___DATE___, in the County of Barnstable, Commonwealth of Massachusetts.

Duly elected Secretary