

**Palmetto Hall Women's
Club**

BY-LAWS

ARTICLE I *Name:* The name of this organization shall be the Palmetto Hall Women's Club.

ARTICLE II *Purpose:* The purpose of the Palmetto Hall Women's Club shall be to develop friendships and share common interests amongst the members.

ARTICLE III *Membership*

Section A: Women who are residents of Palmetto Hall or members of the Palmetto Hall Club may become members upon payment of the annual dues as established by the Board of Directors.

Women who have been members of Palmetto Hall Women's Club but no longer reside in Palmetto Hall or no longer are members of Palmetto Hall Golf Club may continue as members of the Palmetto Hall Women's Club indefinitely, upon payment of annual dues, provided membership is continuous from year to year.

Section B: The membership year and the fiscal year shall be **June 1st** through **May 31st**. The Board of Directors may pro-rate the first year's dues for new residents or Club members during the year.

Section C: Rights and privileges of members:

1. To elect officers at the Annual Meeting.
2. To amend these By-Laws.
3. To act upon such matters as are brought to the membership.

ARTICLE IV *Meetings of Members*

Section A: Business Meetings

1. A business meeting shall be held annually in **May**.
2. Officers shall be elected at the Annual Meeting and shall take office **June 1st**.
3. Voting shall be limited to members in good standing as of the day prior to the Annual Meeting.
4. Special meetings may be called by the officers as needed,

Section B: Interest group activities shall be scheduled by or through the Board of Directors as interests of the membership dictate.

Section C: Guests

1. Members may bring guests to social activities.
2. Priority consideration will be given to house guests.
3. Palmetto Hall Club members and residents of Palmetto Hall may attend only one social activity without joining this Club.
4. Where applicable, additional fees may be charged for each guest.

ARTICLE V *Officers and Duties*

Section A. The President shall preside at all regular and special meetings of the membership and the Board of Directors; direct the Club; serve as ex-officio member of such committees as the work of the Club warrants; and appoint one person to audit the Treasurer's accounts, in accordance with Article VII of these By-Laws.

Section B. The Vice President shall perform such duties as are assigned by the President, and, in the absence of the President, shall perform the duties and functions of that office. Additionally, the Vice President shall be the communication liaison with the Palmetto Hall POA.

Section C. The Secretary shall keep minutes of all regular and special meetings of the Club and the Board of Directors

Section D. The Treasurer shall receive and disburse all monies at the direction of the Board of Directors and present a complete financial report of all funds to the Board. The Treasurer will also send initial budget for the calendar year to the POA website PHWC report page. The Treasurer is also responsible to file all required tax forms.

Section E. Term of Office

1. An officer shall be an active member of the Palmetto Hall Women's Club and shall be elected at the Annual Meeting, for a term of one (1) year and may not serve more than two (2) consecutive terms in the same office.
2. More than half a term shall be considered a full term.
3. Vacancies shall be filled by the President from recommendations of the Nominating Committee.

ARTICLE VI *Board of Directors, Powers and Functions*

Section A. Board Members shall be the four officers, the immediate past-President, and chairpersons of such standing committees as are necessary to carry out the business of the Club.

Section B. The Board shall meet quarterly or more often if required to perform its duties.

Section C. The Board shall arrange social activities as interests of the membership dictate.

Section D. The Board shall conduct all business of the Club during general or special meetings.

Section E. A quorum shall be a majority of Board members.

Section F. The Board shall, in its meeting in the calendar quarter prior to the Annual Meeting, select a Nominating Committee of three (3) to five (5) members, including a Chairperson, to serve

Palmetto Hall Women's Club By-Laws

for a term of one (1) year. The Committee membership leaders shall be posted on the bulletin board in the Palmetto Hall Club ladies' lounge immediately after the selection.

ARTICLE VII *Audit*

Section A. The President shall appoint one (1) member to audit the Treasurer's accounts at the close of the fiscal year, which shall be June 1 to May 31.

Section B. The auditor shall present a written report to the Board of Directors, stating her findings following the audit.

ARTICLE VIII *Nominating Committee*

Section A. The Nominating Committee, consisting of three (3) to five (5) members, which includes the Chairperson, who is the immediate past-President, and two (2) to four (4) additional members to be chosen by the Board of Directors at the meeting prior to the Annual Meeting.

Section B. The Nominating Committee shall present, at the Annual Meeting, a slate of one nominee for each office, in accordance with Article V, Section E and in accordance with Article VI, Section A. Where possible, the Vice-President shall be the nominee for President.

Section C. When requested by the Board of Directors, the Committee shall propose one or more nominees to fill vacancies which may occur among the membership of the Board of Directors between Annual Meetings.

ARTICLE IX *Parliamentary Authority*

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

ARTICLE X *Amendments*

These By-Laws may be amended at any regular or special meeting of the Club by two-thirds vote of the members in good standing present, provided that a notice of the proposed amendment and notice of the meeting has been provided at least two (2) weeks prior to the meeting with a copy of the proposed changes.

ARTICLE XI *Internal Revenue Code*

Section A. No member, director or officer of the Club, no other individual, and no organization not exempt under Section 503 of the Internal Revenue Code shall receive at any time any of the new earnings or profits from the activities or undertakings of the Club, provided that this shall not prevent the payment to any such person or organization reasonable compensation for services rendered to or for the Club in effecting any of its purposes; and no such person or organization shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Club. All members of the organization shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Club, whether voluntary or involuntary, the assets of the

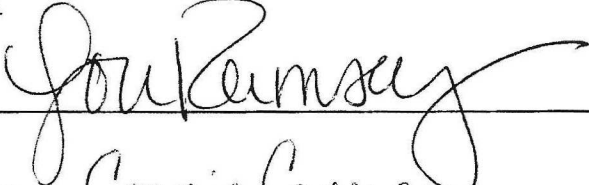
Palmetto Hall Women's Club By-Laws


Club after all debts has been satisfied, shall be distributed delivered and paid over exclusively to organizations which would then qualify under provisions of Section 501(c)(7) of the Internal Revenue Code.

Section B. No member, director or officer of this Club shall take any action or carry on any activity by or on behalf of the Club not permitted to be taken or carried on by an organization exempt under Section 503(c) of the Internal Revenue Code. No member, director or officer shall deal with this Club, be interested, directly or indirectly, in any contract or transaction for or on behalf of the Club in such a manner as to create any tax liability under the Internal Revenue Code.

ARTICLE XII Adoption

These By-Laws were approved and adopted by the Palmetto Hall Women's Club on May 15, 2020. Amended: October 22, 1998, August 11, 1999, December 4, 2002, May 2005, March 12, 2009, and May 15, 2020.

Lori Ramsey  President

Connie Caverno  Vice-President

Susan Fischer  Secretary

Mary Beth Schmitt  Treasurer