

BY-LAWS FOR WOMEN OF THE PINES, INC.
(Revised & Approved April 2019)

ARTICLE I: ORGANIZATION

The Name of this organization shall be "Women of the Pines, Inc." (hereafter Women of the Pines.)

We shall work in concert with other established charities within Moore County to help them more effectively provide their services to the sick, the hungry, the homeless and the abused. Each year we will provide one or more scholarships to Sandhills Community College to be awarded based on financial need to candidate(s) who are working to continue his/her higher education.

ARTICLE II: TAX EXEMPT STATUS

Women of the Pines, Inc. is a 501 (c) (3) Public Charity with tax exempt status, EIN 81-4611897. For tax purposes, the tax year is August 1 - July 31. The appropriate Form 990-N will be filed annually by the Women of the Pines Treasurer/Assistant Treasurer, between August 1 - August 31. Each member will be provided a "Guidelines for WOTP Tax Exempt Status." Any questions regarding the tax-exempt status may be directed to the Women of the Pines Treasurer or a personal accountant. The nonprofit corporation indemnifies and holds harmless the personal liability of any Director for monetary damages arising out of an action whether by or in the direction of the nonprofit corporation or otherwise for breach of any duty as a Director. No one can be held harmless for illegal acts.

ARTICLE III: PURPOSE

Women of the Pines, Inc. is organized and operated in perpetuity for purposes that are beneficial to the public charity. All assets are permanently dedicated to its exempt purpose. In the event that the organization, Women of the Pines,

should dissolve, all assets will be distributed to the preceding year's list of grantees on a pro-rata basis.

ARTICLE IV: MEMBERSHIP

1) Prospective Members

A prospective member of Women of the Pines shall attend two (2) general membership meetings within a six (6) month period. An application for membership is to be filled out at her second (2nd) membership meeting and submitted to the Membership Chair/Co-chair. The Membership Chair(s) shall provide an orientation to define the organization's mission, activities, responsibilities of membership and to determine prospective members' skills and interests beneficial to the success of Women of the Pines. At her third (3rd) member general meeting, she will be welcomed as a new member and must pay her dues and purchase designated items such as an apron and name tag.

2) Member Responsibilities

A member of Women of the Pines must be willing to contribute her time and talent, as defined in the organization's Handbook to support sponsored projects. Effective membership may be defined by actions *such as attending six (6) or 2/3 available membership meetings during the year, working actively on at least one (1) fundraiser and/or filling a leadership role.* In addition, every member should participate, through work hours and/or financial contributions, in major fundraisers.

A member cannot sponsor a new member during her first year of membership and no member can sponsor more than two potential new members within a year. *A member must be in good standing for at least one (1) year to be eligible for a leadership position.*

If a member wishes to withdraw from membership, she shall notify the Membership Chair in writing in a timely manner.

3) Use of Membership Contact Information

Members' contact information shall be used strictly for information that must be passed along to the general membership. It shall not be used for advertising, promotions, or personal notifications. Any questions that arise regarding the use of this list must be brought before the Board of Directors for a discussion and a ruling.

ARTICLE V: MEMBERSHIP MEETINGS

- 1) General membership meetings of this organization shall be held on the third (3rd) Wednesday of each month from September through June, with the exception of the months in which holidays may interfere, or for other extenuating circumstances.
- 2) A majority of the active membership is necessary to vote on the business of the organization. Meetings shall be conducted according to Robert's Rules of Order (Revised). A virtual vote may occur if circumstances dictate and approved by the Board.

ARTICLE VI: DUES

The annual dues shall be payable in May and June, no later than June 30. In the event a member pays her dues after June 30, a \$5.00 late fee will be assessed. In addition, her name and contact information will not be listed in the Handbook. Any member in default may pay dues and late fee at the September meeting. Beginning October 1 each year, a former member may rejoin by paying her dues and a \$10 rejoining fee. New members joining after January 1 through April 30 shall pay one-half (1/2) of the yearly dues. Members joining in May and June will pay the annual dues for the next year.

ARTICLE VII: BOARD of DIRECTORS

- 1) The business of this organization shall be managed by a Board of Directors consisting of the officers of this organization together with the immediate Past President, if available, or a Past President who is available and requested by the Board and Chairs of the following committees: Membership and Contact. The President of the organization by virtue of her

office shall be Chair of the Board. A Board member may assume more than one role should a vacancy occur and the remaining Board members deem it necessary.

- 2) Two-thirds (2/3) of the Board of Directors shall constitute a quorum. Meetings of the Board of Directors shall be held monthly from September through June at an agreed upon date and time during the week preceding the general membership meeting. Additional Board meetings may be added as needed. All decisions of the Board shall be by a majority vote of those present.

ARTICLE VIII: OFFICERS & DUTIES

The Board of Directors is the governing entity of this organization. All board members have voting rights. The officers are as follows:

- 1) **President:** She shall lead the organization focusing on fulfillment of the organizational mission as agreed upon by the Membership. She shall preside at all Board of Directors and general membership meetings and serve as an ex-officio member on all committees except the Nominating Committee. She shall oversee the year-end internal audit and appoint the Chairs of all committees except Membership and Contact which are elected positions. She shall arrange the location for the meetings of the Board of Directors and serve on the advisory committees for events as requested. She may appoint an advisory committee, with the approval of the Board of Directors. The committee may make recommendations to the Board of Directors.
- 2) **Vice-President:** She shall assist the President and preside in the absence of the President. She shall establish and lead a member committee responsible for arranging the location for the general membership meetings and the luncheon menus for the general membership meetings. She shall co-chair the Rummage Sale Committee when such sale occurs. Additionally, the Vice President, working with a Fund Development committee, will lead the Board and general membership in the development and implementation of a Fund Development Plan, support each designated Fund-Raising event, and implement a biennial (every two

(2) years) Fund Development Campaign including both WOTP members and the community at-large.

- 3) Secretary: She shall keep minutes of all Board of Directors meetings, general membership meetings and special meetings. She shall handle all correspondence of the organization not handled by a committee chair. All records shall be retained for a minimum of five (5) years.
- 4) Treasurer: She shall be custodian of all monies of the organization. She shall keep an itemized account of all receipts and disbursements and shall present a report at monthly Board of Directors and general membership meetings. She shall require bills and receipts for reimbursement and disburse funds when authorized by the Board of Directors. Additionally, she will work with the President to present a projected annual budget.
 - She shall make timely mailbox pick-ups from the WOTP PO Box and deliver the mail. She shall coordinate with the Chairs of any fundraiser and oversee monies needed, retaining all financial records for (7) seven years. She shall serve on the various committees as requested.
 - The Treasurer shall monitor, respond to questions regarding tax exempt status, and update the Guidelines for Tax Exempt Status, as approved by the Board of Directors. She shall maintain the original tax receipt and distribute copies to the members, upon request, at year end, during December and January meetings, and to non-member donors per IRS requirements. She shall file the annual tax return 990-N with the IRS, between August 1 and August 31.
- 5) Assistant Treasurer: She shall assist the Treasurer and, in her absence, perform the duties of the Treasurer. She shall serve as, or appoint and supervise, the cashier(s) at all fundraisers. She shall serve on the advisory committees for fund raising events and the Charitable Selection Committee, as requested.
- 6) Publicity/Community Outreach: She shall manage communication/publicity to the community at-large through newspapers, radio, magazines, newsletters, fliers/posters, and social media outlets in coordination with the Social Media Liaison. She will serve on committees responsible for

major fund-raising events and work with the Historian in gathering articles and photos for the archives.

- 7) Removal from Office: Officers may be removed from their office for cause upon a two-thirds (2/3) vote of the Board of Directors.

ARTICLE IX: STANDING COMMITTEES

1) Membership:

This office is an elected position and the Chair(s) shall serve on the Board of Directors. She shall serve on the advisory committees for major fund-raising events as requested.

- The Membership Chair shall maintain a current list of members and guests. After each monthly meeting, she shall keep the President, Treasurer, Contact Chair, Secretary, contracted Web Administrator, and Handbook Chair up to date with new member information.
- She shall keep membership applications for the year, introduce guests at their 1st and 2nd meetings, and meet with prospective members to define the organization's mission and responsibilities of membership. She will introduce new members at their 3rd general membership meeting.
- At the May general membership meeting, she shall provide a sign-up sheet seeking two (2) members to serve as hostesses for each monthly general membership meeting for the year, which will begin in September.
- She shall gather all information to be included in the Membership Handbook by the end of July and turn over all information to the Chair of the Handbook Committee.

2) Contact:

This office is an elected position and the Chair(s) shall serve on the Board of Directors. She shall serve on the advisory committees for major fund-raising events as requested.

- The Contact Chair shall maintain a calling and/or email network used to contact each member prior to general membership or special meetings. The network may be used at the discretion of the

President to inform members of special events and organizational activities, and to disseminate information.

- She shall provide the President with the number of meeting attendees the Monday immediately prior to each monthly meeting.
- She shall provide the Treasurer and Membership Chair with the names of meeting attendees the Monday before each monthly meeting.
- She shall have the network volunteers advise members that, if they are unable to attend a monthly membership meeting, the Chair of the Contact Committee must be notified in a timely fashion as dictated by venue requirements or they will be responsible for their luncheon amount. There will be no changes made after Friday at noon, including adding members that decide they wish to attend.
- She shall provide the meeting location with the total number of attendees.

ARTICLE X: AD HOC COMMITTEES

The President shall appoint all Ad Hoc Chairs except the three (3) additional general members of the Nominating committee and the two (2) additional members of the Charitable Selection committee. No Ad Hoc member shall be appointed for more than two (2) consecutive terms unless unforeseen circumstances dictate a term extension.

In the event of a vacancy or an unfulfilled position, the President shall appoint a replacement.

1) Apron:

The Apron Chair, should aprons be a required new member purchase, shall be responsible for all logistics related to the aprons, including purchasing, painting and distribution to new members at their third membership meeting.

2) Audit:

An internal auditor, appointed by the President, shall audit the books and records of the organization, and submit the report to the outgoing Board of Directors no later than July 31 of the just completed year. The books and records are then turned over to the newly elected Treasurer.

At the September general membership meeting, the President shall announce the results of the internal audit.

3) Charitable Selection:

The Charitable Selection Chair shall be responsible for creating a committee to determine the distribution of all monies made at the organization's fundraisers. In addition to the Charitable Selection Chair, the committee shall consist of the organization's Treasurer or Assistant Treasurer, the Scholarship Chair, and two (2) members selected from the general membership by the Charitable Selection Chair. She shall work with her committee to receive, for consideration, additional charities Members would like to include.

The Charitable Selection Chair shall present the committee's proposed distribution list to the Board of Directors and to the general membership meeting for approval.

4) Historian:

The Historian shall serve as curator of the archives, gather, and maintain all publicity, and chronicle special events and work with the Publicity Chair.

5) Membership Handbook:

The Chair of this committee shall be appointed by the President. She shall communicate with the Membership Chair and Treasurer and organize all information to be included in the handbook. The handbooks will be distributed at the September general membership meeting.

6) Nominations:

This committee shall consist of a Chair, appointed by the President and three (3) others from the general membership appointed by the Chair. Current Board Members are excluded from this committee.

- Barring unforeseen circumstances, at the January and/or February general membership meetings, the Nominating Committee Chair shall provide a form to any member interested in serving on the Board of Directors. A second form for any member wishing to serve on an Ad Hoc Committee will be provided. This Ad Hoc Committee form shall be turned over to the incoming President.
- The Committee shall announce a slate of directors at the May Board of Directors' meeting and nominate the slate at the May general membership meeting for approval.
- Nominations may be made from the floor, provided the nominee has given permission for her name to be placed in nomination.

7) Program:

The Program Chair(s) shall plan programs for the monthly general membership meeting. The purpose of the programs shall be to provide general information and/or entertainment to the Women of the Pines membership.

8) Scholarship:

The Scholarship Chair shall serve as a liaison between Women of the Pines and Sandhills Community College (SCC). She shall establish ongoing communication between the Women of the Pines membership and SCC scholarship recipients. She shall also serve as a member of the Charitable Selection Committee.

9) Sunshine:

The Sunshine Chair shall be responsible for social correspondence, such as sympathy cards, get-well cards, and thank you notes.

10) Social Media Liaison:

The Chair will serve as the interface between the organization and the contracted Web Administrator for quality control and oversight. Additionally, she will manage other social media outlets such as, but not limited to, Facebook and Instagram. She will work with the

Publicity/Outreach Board member to make sure that social media strategies are aligned with and supportive of WOTP broader outreach efforts. Should the Publicity/Outreach Board member assume this responsibility, a separate Ad Hoc Social Media Liaison would not be necessary.

11) Bake Sale:

The Bake Sale Chair(s), should the Bake Sale be held, shall be responsible for all organizational logistics associated with the Bake Sale event. Board members and other volunteers gathered by the Chair(s) shall serve as needed on the event committee. The Chair(s) must report their planning progress at one (1) or more Board meetings prior to the event.

12) Fashion Show:

The Fashion Show Chair(s), should the Fashion Show be held, shall be responsible for all organizational logistics associated with the Fashion Show event. The Chair(s) must report their progress to the Board of Directors at two (2) or more board meetings preceding this event. The President or Vice President, Treasurer or Assistant Treasurer, and other volunteers gathered by the Chair(s) shall serve on the event committee.

13) Rummage Sale

Should the Rummage Sale be held, as determined by the Board, the Chair(s) shall be responsible for all organizational logistics associated with the Rummage Sale event. The Board Vice President shall serve as the event Co-Chair. The Chairs must report their planning progress at two (2) or more Board meetings prior to the event. The President or Vice President, Treasurer or Assistant Treasurer, and other volunteers gathered by the Chair(s) shall serve on the event committee.

ARTICLE XI: ELECTION of THE BOARD OF DIRECTORS

The Board of Directors shall be elected and installed at the June general membership meeting by a majority vote of the members present. The installed Board members will assume their duties at the end of the June meeting with the exception of the Treasurer, who will assume her duties after the official internal audit of the books is completed.

Unless specified elsewhere in these By-Laws, Board members shall be elected for a term of one (1) year or until her successor is duly appointed. No Board member shall be elected for more than two (2) consecutive terms unless unforeseen circumstances dictate a term extension.

In the event an officer or committee chair's position becomes vacant before the end of the term of the incumbent, such vacancy shall be filled by the Board of Directors.

ARTICLE XII: AMENDMENTS

Should special unforeseen circumstances arise, within or external to the organizational structure, and thus impose operational barriers on the organization, the Board of Directors is authorized to move forward, taking whatever actions deemed prudent and in the best interest of the organization. These By-Laws may be altered, repealed, or added to by an affirmative vote according to Article V, Section 2. Non-substantive and typographical changes may be made by the Chair of the Membership Handbook upon approval of the Board of Directors, but without a vote of the general membership. These By-Laws shall be effective upon passage.