

Bye-Laws of the American Women's Club Ltd

Approved on 14 November 2017

NB. Any reference to "Article" in this document is a reference to the relevant article in the Club's Articles of Association

Bye-Law I. Directors

Section 1.01 Directors shall be elected following the procedures established in Article 25.

Section 1.02 The Nominating Committee shall conduct the candidate search for vacant Director positions.

All references to "Members" in this Section 1.02 shall refer only to Members in categories A, B, or C

- (a) This committee may include as many as three Directors, one of whom should be the Company Secretary, and up to four Members who are not Directors.
- (b) The Committee shall be chaired by the Company Secretary when possible. If the Company Secretary is not able to serve as the Chairperson, the Committee will elect a Chairperson at the first meeting and five shall constitute a quorum.
- (c) The Committee will accept nominations from any Member.
 - (i) *These nominations may be made by any Member by presenting a written notice containing the name(s) of the proposed candidate(s) and the Candidate(s)' consent to be nominated to the Secretary or the Nominating Committee, before the published deadline.*
 - (ii) *Once the nomination process is closed, the Committee shall confirm the eligibility of the candidates.*
- (d) The Nominating Committee shall prepare and present to the Directors a ballot of all nominated candidates who are eligible for the limited purpose of insuring that the Nominating Committee has faithfully discharged its duties. This is done at the Directors' Meeting in the month preceding the Annual General Meeting (AGM).

- (i) The ballot of Director candidates will be sent to all Members 15 working days prior to the monthly Directors' Meeting immediately preceding the AGM.**
 - 1) by email to all Members who have opted in to receive email communications from the Club and**
 - 2) by Post to Members who have not opted in to receive email communications.**
- (ii) The ballot shall instruct Members to vote "for" or "against" individual candidates by checking the box next to the names listed on the ballot. The maximum number of candidates a Member may vote "for" shall be the number of vacant positions. This information will be included on the Ballot paper.**
- (iii) The ballots shall be due at the Club office by 1pm, 3 working days prior to the monthly Directors' Meeting immediately preceding the AGM. Members may submit their ballots by post, email, or in-person.**
- (iv) The ballots shall be counted at the Club office by a group of at least three Members whose names are not on the ballot for election as a Director. The count shall be completed before the start of the monthly Directors' Meeting immediately preceding the AGM.**
- (v) The result of the Ballot will be announced to the Members at the AGM and the terms of office of the elected Directors will begin immediately following the closing of the said AGM.**
- (vi) Each new Director will complete Companies House Form AP01 with personal details that will be completed by the Company Secretary and submitted to the Companies House. The new Company Secretary shall similarly fill in form AP03 to be returned to Companies House.**

Section 1.03 Directors may be assigned individual roles to help manage the business of the Club.

(a) Director Roles

- (i) The roles of Directors, excluding officers (President and Vice President), are defined and approved by the Directors.**
- (ii) The roles of Treasurer and Company Secretary will be filled by Directors as specified in Article 12 (d) and (e).**
- (iii) Other Director roles may include, but are not limited to: Activities, Membership, Business Development, Advertising, Programs, Club Relations, Communications, House Affairs, Office Management, Community Outreach.**
- (iv) The Directors will review Director roles and assignments annually.**
- (v) Any Director may propose a change to Director roles and assignments at a Directors' meeting.**

(b) Assignment of Director Roles

- (i) *The President will assign roles to individual Directors with approval of the Directors:***
- 1) For newly elected Directors, assignments will be made at the Directors' Meeting immediately preceding the AGM.**
 - 2) For all other Directors, roles will be assigned to fill vacancies as they occur or new roles as they are established in accordance with paragraph (a) above.**
- (ii) *Director(s) not assigned a specific role by the President will be referred to as "Director(s) at Large."***

Section 1.04 The Company Secretary and Treasurer shall be appointed by the President with approval of the Directors.

- (a) The Treasurer shall act as chairperson of the Finance Committee and submit regular reports to the Directors. She shall**
- (i) *be responsible for all financial dealings of the Club;***
 - (ii) *collect and deposit the Club monies in the Club bank accounts;***
 - (iii) *be responsible for keeping the Club's accounts in accordance with the Companies Acts;***
 - (iv) *be responsible for having the Club's Annual Accounts and Reports prepared as required by the Companies Acts, having them audited in time for circulation to the voting Members before the AGM, and then ensuring that they are so circulated to voting Members;***
 - (v) *pay approved expenditures of the Club and shall reimburse Members for approved expenditures on behalf of the Club;***
 - (vi) *with other Members of the Finance Committee, prepare and present an annual budget to be approved by the Directors;***
 - (vii) *report monthly to the Directors on the Club's income and expenditures;***
 - (viii) *be responsible for having quarterly annual and such other filings as required by HMRC including Corporation Tax, VAT and payroll tax (if any) prepared.***

(b) The Company Secretary shall

- (i) act as chair of the Nominating Committee, when possible;*
- (ii) record and file minutes of all Directors meetings, AGMs and General Meetings;*
- (iii) be responsible for Club correspondence excluding correspondence undertaken by other Directors;*
- (iv) prepare and submit the Club's Annual Return to the Companies House (form AR01) in a timely manner;*
- (v) submit all other returns to Companies House as the Companies Act requires including all notifications of election and resignation of Directors and the Company Secretary;*
- (vi) ensure all notices and agendas are sent out in good time for all Directors' Meetings, AGMs and General Meetings;*
- (vii) ensure the Club and its Directors comply with the provisions of the Articles and the Companies Act.*

Bye-Law II. Officer Elections and Duties

Section 2.01 The President and Vice President will be elected by the Directors

- (a) Candidates for President and Vice President will be nominated and seconded in each case by a Director at a meeting of the Directors held after the ballots have been tallied and the result of the Director election is known, but before the scheduled AGM.**
- (b) Nominees for President or Vice President must be either current Directors or Directors-elect taking office at the end of the next AGM.**
- (c) The voting for President and Vice President shall occur at the same meeting noted in paragraph (a).**

Section 2.02 The President shall be entitled to preside at all meetings of the Directors and all General Meetings of the Club. She shall be an ex-officio Member of all committees except the Nominating Committee. She shall appoint, with the approval of the Directors, the Chairpersons of the Standing and Special Committees and perform other duties pertaining to the office.

Section 2.03 The Vice-President serves in place of the President as needed.

Section 2.04 In the event of a resignation or vacancy in the office of President or Vice President, the positions shall be filled according to Article 7(d). Any interim officer must stand for election at the Directors' Meeting immediately preceding the next AGM

Bye-Law III. Committees

Section 3.01 The committees of the Club shall be the Activities Committee, the Finance Committee and other Standing Committees authorized by the President and the Directors. Committees may be authorized or discontinued only by the decision of the Directors.

- (a) The Activities Committee shall be chaired by Director(s) of Activities and include all Activity Leaders. One-third shall constitute a quorum of this committee. The Activities Committee shall be responsible for planning and conducting activities for the involvement of Members.
- (b) The Finance Committee shall be composed of the President, the Vice-President, the Treasurer and one or two other voting Members who may or may not be Directors. They shall prepare and present a yearly budget to the Directors for approval at a meeting to be held before the start of the fiscal year.
- (c) The Chairperson of each Standing Committee and Special Committee (unless otherwise specifically constituted) shall report the names of the committee to the Directors. All Standing Committees shall consist of at least three voting Members, where possible, unless otherwise authorized by the Directors.

Bye-Law IV. AWC Operating Procedures – the procedures detailed below set forth the manner in which the Directors will carry out their responsibilities.

Section 4.01 Financial Authorities and Procedures

- (a) The Treasurer shall present the yearly budget to the Directors for approval before the start of each fiscal year.
- (b) Commitments and payments of expenditures included in the yearly budget shall be managed in the following manner:
 - (i) *Prior to commitment, all expenditures shall be approved by the Director with budget responsibility for said expenditure.*
 - (ii) *Once a commitment has been approved, invoices may be submitted to the Treasurer for payment and processing:*
 - 1) If the invoice amount is less than or equal to the approved (budgeted) commitment, the Treasurer will process for payment;
 - 2) If the invoice exceeds the approved (budgeted) commitment amount, the invoice shall require prior approval by at least one Member of the Finance Committee (including the Treasurer) before being processed for payment.

- (c) The Director(s) of Activities and the Activity Leaders shall submit proposed pricing for Club Activities and Events.
- (i) All pricing proposals shall be approved by the Treasurer prior to commitment.*
 - (ii) Once the pricing of an Activity or Event has been approved by the Treasurer, the responsible Activity Leader may incur expenditures within the approved budget.*
 - (iii) Any expenditure in excess of the approved budget shall require approval by a Member of the Finance Committee before the Treasurer processes for payment.*
- (d) Recurring, budgeted commitments and expenditures such as rent, utility services, insurance policies, cleaning services will be reviewed by the Treasurer or another Member of the Finance Committee to ensure invoiced amount complies with established agreements. Upon satisfactory review of billed amounts, the Treasurer will process for payment.
- (e) Petty cash expenditures of up to £25 can be approved by any Director for miscellaneous expenses
- (i) including, but not limited to, expense incurred to purchase refreshments for New Member Coffees or for taxi fare transporting materials from the Club Office to monthly meetings;*
 - (ii) members incurring these expenses shall complete the required expense form and submit to the Treasurer for payment.*
- (f) Non-budgeted expenditures or contracts may be approved as follows:
- (i) Up to £100 can be approved by the President, Vice President, or Treasurer;*
 - (ii) Over £100 but less than £500 shall be approved by the both the Treasurer and one officer;*
 - (iii) Over £500 shall be approved by the Directors.*
- (g) Who can sign
- (i) Deeds and other Agreements shall be signed by any two Directors of the Club;*
 - (ii) All cheques shall have two signatures from the list of authorised signatories approved by the Board.*
 - (iii) All Bank Transfer payments will be approved in writing by two authorised signatories before being made by an authorised signatory.*

Section 4.02 Conflicts of Interest

- (a) At the first Directors' meeting after an AGM each Director shall submit a return listing any other interest she may have which might produce a conflict of interest (whether potential or actual) with her role as a Director of the AWC. This register of interests will be maintained by the Company Secretary.**
- (b) If any Director has a potential or actual conflict of interest in respect of any item on the agenda for or raised at any Directors' Meeting (whether or not that interest has been included on the annual register), she shall declare it. The Chairperson of the meeting will then decide on whether or not the Director concerned should be permitted to take part in the relevant part of the meeting or vote on the relevant resolution or motion in accordance with the provisions of Article 22. Should the Director concerned be the Chairperson, Article 23 (e) will apply.**

Section 4.03 AWC Operations Calendar

- (a) The AWC Operations Calendar sets forth the timetable by which the Directors will carry out their responsibilities.**
 - (i) The Directors shall review the Operations Calendar and House Rules annually.***
 - (ii) The President and the Company Secretary shall maintain the "master" Operations Calendar and be responsible for updating the calendar as needed to reflect any changes in dates, events, or Club procedures approved by the Directors.***

Section 4.04 Director Meetings

- (a) Directors' Meetings shall occur monthly unless otherwise communicated to the Directors. Additional meetings may be called as detailed in Article 17;**
- (b) The agenda will be circulated before the meeting via email by the President.**
- (c) All discussion and decisions from each meeting shall be recorded in the meeting minutes by the Company Secretary.**
- (d) Each Director shall prepare a Board Report providing an update of Recent Activities, Future Activities, and Items for Discussion. These reports will be emailed/made available to all Directors by 12 noon on the day preceding the monthly Directors' meeting. These reports shall be submitted regardless of whether the Director is unable to attend the meeting.**
- (e) The Directors will consider any Written Resolutions proposed in accordance with the provisions of Article 16 and the Companies Act.**

Section 4.05 Record Retention

- (a) The Company Secretary and Treasurer, will together oversee the Club's record retention activities and ensure Club files are up-to-date:**
 - (i) minutes for Director meetings and Club General Meetings (including the AGM) will be held for a minimum of ten years;***
 - (ii) all other Club papers including all financial records and accounts, monthly Board Reports as well as other documents reviewed or discussed at Club meetings will be held for a minimum of six years.***

Bye-Law V. Membership Policies and Procedures

Section 5.01 Completed, appropriate applications for Membership shall be submitted to the Director of Membership. The Membership Application form will include the following information:

- (a) Name, address and contact information;**
- (b) Nationality;**
- (c) Communication Preferences/Email Opt-in.**

Section 5.02 Payments for Club dues and the new Member administrative fee should be submitted with the application.

Section 5.03 Membership Applications

Members will sign up through the AWC software platform. When payment is received they will be automatically approved for membership.

- (a) The Director of Membership or another appointed Director shall review applications for membership to ensure they are eligible for membership and/or have applied for the correct category.**
- (b) If it is found that an applicant does not meet membership criteria, the Director of Membership will contact the applicant and inform them that their membership form needs to be changed to include the correct membership category or has been revoked. Membership dues will be refunded to any applicant whose membership is revoked, but any administrative fees charged at sign up are non-refundable.**

- (c) The AWC software will store data on Categories of Membership and the Director of Membership will monitor this data by keeping a document recording the percentage of members in each category by month. The Director of Membership will report on the Categories of Membership at the Board of Directors' Meetings quarterly and at any General Meeting to ensure membership categories B and C do not exceed the allowed percentage. If the percentage of Category B and C members reaches 35%, the Director of Membership will inform the Board at the next Board Meeting. The Board will discuss how it plans to monitor the percentage more closely, including but not limited to, requiring a review of all membership applications prior to membership being granted.

Section 5.04 Membership period. An individual's membership shall run from the Dues Payment Date determined based on the type of membership selected by the member (for example, annual, 6 month, etc.) and will end four weeks after the next Dues Payment Date unless another Dues payment is made.

Section 5.05 The Directors may grant honorary Memberships as a way of recognizing certain women for their support and/or contributions to the Club. Such Membership may be for "Life" or for a specified period of time.

Section 5.06 Although the Club no longer offers Life or Frozen Fee Memberships, Members currently with such status will continue their Membership with the full benefits until they resign from the Club.

(a) Frozen Fee Members – Women who have been resident Members for at least 10 years and who are retired or whose husbands are deceased or retired requesting this category in writing, which may be given at the discretion of the Directors. The dues of the Members within this category can be frozen at the rate current at the time of the request. After 25 June, 1996, no additional frozen fee Members will be selected.

(b) Life Members – Women who are United States citizens who have paid Life Membership dues in accordance with the Schedule of Fees. After 25 June, 1996, no additional Life Members will be selected.

Section 5.07 Payment of Dues

(a) Membership Dues shall be reviewed no more than once a year by the Directors but no change can be proposed in the case of Life Members. Any proposed changes resulting from a Directors' review will be put to the membership at a General Meeting as specified in Article 29 (b).

(b) All dues for Members in categories A, B, and C shall be paid in accordance with sub clauses (c) through (f) below. Members in Category D shall pay their dues annually in advance.

(c) Dues payments will be calculated from the Dues Payment Date as advised to the member under Section 5.03 above and, subject to paragraph (c) below, are payable annual in advance.

- (d) The Board may, at its discretion, decide to offer members the option to pay their dues with any of the payment options below. A member can choose which option to accept on any of the following dates
- (i) *on bringing into effect the payment option proposal by the Board or*
 - (ii) *on joining or*
 - (iii) *on any Dues Payment Date selected by member provided this date is chosen by the member and changed in the membership system or via the AWC Office before the Dues Payment Date on which the member wishes the new payment option to come into effect*

The options are

- (i) *Annually in advance*
 - (ii) *Half yearly in advance*
 - (iii) *Monthly in advance*
- (e) If any instalment is not paid after four weeks have elapsed from a Dues Payment Date, the individual's membership shall be terminated.
- (f) The Directors will set the Administrative Fee to be paid by all new members. This fee will be reviewed by the Directors annually. A current Schedule of Fees shall be kept on file with these Bye-Laws.
- (g) The Directors will set the Processing Fee to be paid by all members whose membership has lapsed, provided such rejoining is within two years.

Section 5.08 The AWC House Rules set forth the manner in which Members can access the services and benefits offered by the Club.

- (a) The House Rules will include details on the following:
- (i) *Office Hours;*
 - (ii) *How to sign up for Activities;*
 - (iii) *Guests Policy;*
 - (iv) *Cancellation Policy;*
 - (v) *Monthly Meeting.*
- (b) The Company Secretary and the Director/Administrator, House Affairs, shall together maintain the House Rules, which will be available on the Club website and a printed copy will be kept in the Club's Office for the benefit of members.

- (c) **The House Rules will be reviewed annually. Any changes resulting from this review shall be approved by the Directors.**

Section 5.09 Names, addresses, phone numbers and email addresses of Members shall be used only for Club business.

Section 5.10 No Member shall be allowed to sell tickets or ask for donations in the Club for any outside charities without the consent of the Directors. No Member shall use the name of the Club in any commercial situation without the approval of the Directors.

Section 5.11 No Member may publish or distribute information about the Club or its activities without the approval of the Directors.

Bye-Law VI. Any amendments to the Bye-Laws shall be put to the Membership for approval as specified in Article 55(a).

Section 6.01 The Directors may periodically form a committee to review the Bye-Laws for potential amendments necessitated by any of the following:

- (a) **modifications in Club policies and procedures recommended by the Directors;**
- (b) **updates or amendments to the Companies Act;**
- (c) **any other changes resulting from events outside the control of the Club.**

Bye-Law VII. Parliamentary Authority: The rules contained in the current edition of Roberts Rule of Order, Newly Revised, shall govern the Club proceedings in all cases to which they are applicable and in which they are not in conflict with the Companies Acts, the Articles of Association or these Bye-Laws.

In the event that there is any conflict between these Bye-Laws and the Articles of the Club, the Articles will prevail

History

Adopted: April 27, 1977

Revised: May 19, 1983	Revised: May 22, 1985
Revised: September 11, 1985	Revised: April 23, 1991
Revised: March 22, 1994	Revised: June 25, 1996
Revised: May 28, 1997	Revised: April 2008
Revised: July 27, 2010	Revised April 26, 2016
Revised April 27, 2017	Revised November 14 2017