

ARTICLE I-Name

The name of this organization shall be Northbrook Woman's Club, hereinafter referred to as NWC.

ARTICLE II-Purpose

The purpose of NWC shall be to develop friendship, broaden interests, and support the purposes of Northbrook Woman's Club Foundation, Inc., hereinafter referred to as NWCF. NWC shall serve as a general not-for-profit organization as incorporated under the laws of the State of Illinois. NWC shall operate within the meaning of Section 501(c)(4) of the Internal Revenue Code.

ARTICLE III-Membership**Section 1. Membership**

Membership applications shall be accepted from any person who is interested in the purpose of NWC and NWCF and has a willingness to work toward the objectives of both organizations.

Section 2. Active Membership

An active member is one who annually serves on a NWC or NWCF committee, annually participates in a NWCF community project, and annually supports, both actively and financially, the NWCF Ways and Means efforts.

Section 3. Sustaining Membership

A sustaining membership shall be available to those members in good standing, who have held an active membership in NWC for ten (10) or more years. Beginning with the class of 1985, fifteen (15) years of active membership will be required to qualify for a sustaining membership. A sustaining member shall have the option of serving on NWC/F committees, NWCF community projects, and supporting NWCF Ways and Means but not the obligation. While holding this membership, a sustaining member shall have the same privileges as an active member.

Section 4. Honorary Membership

In recognition of valued service to NWC, lifetime honorary membership shall be conferred upon past Presidents. Honorary members shall have the privileges of active membership without the obligations. The payment of annual dues shall be voluntary.

Section 5. Compensation

Members shall not receive compensation for their services.

ARTICLE IV-Dues and Fees

Members shall forfeit their membership if dues are not paid in full by July 31st, and the Membership Chair shall send notices of such forfeiture. The initiation fee and dues of new members are payable upon notification of membership.

ARTICLE V-Meetings**Section 1. General Meetings**

NWC shall endeavor to meet once a month from September through May.

Section 2. Quorum

A quorum at all general meetings or special meetings shall consist of twenty percent (20%) of the NWC membership.

Section 3. Special Meetings

Special meetings may be called by the President or a majority of the Board of Directors.

ARTICLE VI-Board of Directors**Section 1. Board of Directors**

The Board of Directors shall conduct all routine business of NWC and report to the membership.

Section 2. The Executive Committee and the Board of Directors

- a) The Executive Committee of NWC shall consist of the following officers: President, First Vice President(s), Second Vice President(s), Third Vice President(s), Secretary, and Treasurer(s).
- b) The Board of Directors of NWC shall consist of the above officers and the Chair(s) of the following standing committees: Hostess, Communications, Revisions, Social, Special Interests, and Technology as well as the Philanthropy and Community Projects Chairs of NWCF.

Section 3. Election

The Board of Directors shall be elected annually by the membership for a term of one (1) year, or until their successors have been designated, or until their death, resignation, or removal, not to exceed two (2) consecutive years in the same position.

Section 4. Quorum

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5. Manner of Acting

The act of a majority of the Directors in a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation.

Section 6. Informal Action

Any action required to be or which may be taken in a meeting of the Board of Directors may be taken without a meeting if the consent in writing, setting forth the action so taken, is signed by all of the Directors.

Section 7. Vacancies

Any vacancy occurring in the Board of Directors may be filled by the President with the approval of the Board of Directors. A Director appointed to fill a vacancy shall serve for the remaining unexpired term of the predecessor in office.

ARTICLE VII-Duties of the Executive Committee**Section 1. President**

The President shall preside at all meetings of NWC and of the Board of Directors and shall serve as an ex officio member of all committees excluding the Nominating Committee. In the absence of, or at the request of the President, the Vice Presidents shall preside in numerical order. The President shall sign all contracts. A bond for the President shall be furnished.

Section 2. First Vice President(s)

The First Vice President(s) shall be Chair(s) of the Membership Committee and one of them shall become President in the event of the President's resignation.

Section 3. Second Vice President(s)

The Second Vice President(s) shall serve as a liaison(s) between NWC and NWCF and shall serve as Ways and Means Chair(s) of NWCF.

Section 4. Third Vice President(s)

The Third Vice President(s) shall be Chair of the Program Committee.

Section 5. Secretary

The Secretary shall keep the minutes of all meetings and shall be responsible for any communication requested by the President and/or Board of Directors.

Section 6. Treasurer(s)

The Treasurer(s) shall be the principal accounting and financial officer(s) of NWC, custodian of NWC funds, and one of them Chair of the Budget Committee. A bond for the Treasurer(s) shall be furnished.

ARTICLE VIII-Standing Committees and Special Committees**Section 1. Duties**

The duties of NWC shall be carried on by means of standing committees, sub- committees, and special committees.

Section 2. Designation

NWC shall have the following standing committees: Hostess, Membership, Communications, Program, Revisions, Social, Special Interests and Technology. Special Committees shall consist of Audit, Budget, Nominating, and any others designated by the Board of Directors.

Section 3. Audit

The Audit Committee of NWC shall be the Audit Committee of NWCF and shall consist of three (3) members, including the Chair. This committee, including the Chair, shall be appointed by the President and approved by the Executive Committee. This committee shall examine all financial records and accounts to check their accuracy.

Section 4. Budget

The Budget Committee shall consist of six (6) members, including one of the Treasurer(s) as Chair, the President, a former Treasurer, with the remaining members to be elected by the Board of Directors. This committee shall prepare the budget for the fiscal year and report to the Board of Directors.

Section 5. Hostess

The Hostess Committee shall provide hospitality services for all NWC meetings other than luncheons.

Section 6. Membership

The Membership Committee shall consist of the First Vice President(s) as Chair(s), the immediate past President, twelve (12) active members, plus one (1) or more sustaining member(s). The twelve (12) active members plus one (1) or more sustaining member(s) shall be nominated by the Nominating Committee and elected by the membership. No member of less than eighteen (18) months standing shall be eligible for a place on the Membership Committee. A member would serve a term of one year but may serve on the Membership Committee no more than two (2) consecutive years.

Section 7. Communications

The Communications Chair(s) of NWC shall be the Chair(s) of NWCF and be the principal communications officer(s). Communications shall publish all digital and print marketing content, issues of the newsletter and special notices when requested by the President and/or the Board of Directors. Communications shall publicize the activities of NWC and NWCF. All publicity releases shall be coordinated through the Communication Committee Chair(s).

Section 8. Nominating

The Nominating Committee of NWC shall be the Nominating Committee of NWCF and shall be elected by the Board of Directors. This committee shall consist of seven (7) active members (at least two (2) members from the Board and at least three (3) members from the general membership) and two (2) active alternates, all in good standing. Members serving on the Nominating Committee must have been a member of NWC for one (1) year. Not more than one (1) member shall serve on the Nominating Committee for two (2) consecutive years. This committee shall elect its own Chair.

Section 9. Program

The Program Committee shall provide and be responsible for the programs and necessary properties for all general meetings. The Third Vice President(s) shall serve as Chair.

Section 10. Revisions

The Revisions Committee of NWC shall be the Revisions Committee of NWCF and shall be elected, except for the Chair, by the Board of Directors at the first Board meeting. This committee shall consist of the Revisions Chair, a past President, two (2) members of the Board of Directors, one (1) Sustaining member, and two (2) other members, all in good standing, each of whom has been a member for two (2) years. This committee shall review the Bylaws and Standing Rules, receive suggestions for revisions from any member, and propose all amendments as stated in the Bylaws.

Section 11. Social

The Social Committee shall make arrangements for all NWC and/or NWCF luncheons and other selected social functions.

Section 12. Special Interests

The Special Interests Committee shall arrange activities to satisfy the special interests of members.

Section 13. Technology

The Technology Committee of NWC shall be the Technology Committee of NWCF. This committee shall maintain and support all technical platforms and serve as liaison to all technology vendors.

ARTICLE IX-Nominations and Elections**Section 1. Qualifications of the Board of Directors**

- a) Candidates must hold active, honorary, or sustaining membership at the time of election.
- b) At the time of installation, a Director must have been a club member for one (1) year.
- c) No member shall be eligible for the office of President who has not previously served as a Director.
- d) Directors shall be elected for a term of one (1) year and shall not serve more than two (2) consecutive years in the same office.

Section 2. Elections

- a) The membership shall be notified of the slate of Directors chosen by the Nominating Committee, at least seven (7) days prior to the election. The membership shall be notified of any petition-added nominee(s) as early as possible before the election.
- b) Directors shall be elected at a general meeting, unless the Board of Directors reasonably determines that unforeseen and/or unusual circumstances warrant another manner of electing these positions, all in accordance with the Bylaws and Standing Rules.

ARTICLE X-Directors at Large

The following members of the NWCF Board of Directors shall serve as Directors at Large of NWC: Community Projects and Philanthropy.

ARTICLE XI-Indemnification

NWC shall indemnify any person who was or is a party to or is threatened to be made a party to or witness in any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that said person is or was a member, director or officer of the organization, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by said person in connection with such action, suit, proceeding to the fullest extent and in the manner set forth in and permitted by the Illinois General Not- For-Profit Corporation Act and any other applicable law, as from time to time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which such member, director or officer may be entitled, apart from the foregoing provisions. The foregoing provisions of this Article shall be deemed to be a contract between the organization and each member, director and officer who serves in such capacity at any time while this Article and the relevant provisions of the Illinois General Not-For-Profit Corporation Act and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing, with respect to any state of facts then or theretofore existing, or any action, suit or proceeding theretofore, or thereafter brought or threatened, based in whole or in part upon any such state of facts.

ARTICLE XII-Fiscal Year**Section 1. Fiscal Year**

The fiscal year shall begin on June 1 and end on May 31 of each year.

Section 2. Audit

An annual audit shall be conducted by the Audit Committee.

ARTICLE XIII-Amendments and Revisions

These Bylaws may be amended, either in whole or in part, by a majority vote of the members in attendance at a meeting designated by the Board of Directors, providing a quorum of the membership is present. The Revisions Committee shall present proposed amendments in writing to the membership at least seven (7) days prior to the vote.

ARTICLE XIV- Parliamentary Procedure**Section 1. Ex Officio Member**

An ex officio member has all the privileges but not the obligation to participate in the proceedings of the committee but is not counted in a quorum.

Section 2. Parliamentary Authority

Robert's Rules of Order, Revised shall be the parliamentary authority in all matters not specified in these Bylaws.

ARTICLE I-Name

The name of this organization shall be Northbrook Woman's Club Foundation, Inc., hereinafter referred to as NWCF.

ARTICLE II-Purpose

The purpose of NWCF, as stated in its Articles of Incorporation, is to operate exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE III-Membership**Section 1. Membership Eligibility**

Any person who is a member in good standing of Northbrook Woman's Club, hereinafter referred to as NWC, shall also be a member of NWCF.

Section 2. Membership Classifications

An active member is one who annually serves on a NWC or NWCF committee, annually participates in a NWCF community project, and annually supports, both actively and financially, the NWCF Ways and Means efforts. Sustaining and Honorary members of NWC may support, actively and financially, the Ways and Means efforts and may serve on NWC/F committees and NWCF Community Projects.

Section 3. Compensation

Members shall not receive compensation for their services.

ARTICLE IV-Meetings**Section 1. General Meetings**

NWCF shall hold at least one meeting annually. The time and date of the meeting shall be determined by the Board of Directors.

Section 2. Special Meetings

Special meetings for the membership may be called at the discretion of the President or a majority of the Board of Directors.

Section 3. Quorum

A quorum at a general meeting or a special meeting shall consist of twenty percent (20%) of the membership.

ARTICLE V-Board of Directors**Section 1. Designation**

The Board of Directors of NWC shall be the Board of Directors of NWCF. The officers of NWCF shall consist of the President, First Vice President(s), Secretary, and Treasurer(s) of NWC.

Section 2. Election

The Board of Directors shall be elected annually by the membership for a term of one (1) year, or until their successors have been designated, or until their death, resignation, or removal, not to exceed two (2) consecutive years in the same position.

Section 3. General Powers

The Board of Directors shall manage the affairs, funds, and property of NWCF.

Section 4. Annual Meeting

The Annual Meeting of the Board of Directors shall be held in May of each year at a time and place designated by the Board of Directors.

Section 5. Special Meetings

Special Meetings of the Board of Directors may be called at the discretion of the President or a majority of the Board of Directors.

Section 6. Notice of Meetings

Notice of each Annual or Special Meeting shall be made to each Director, by or at the direction of the Secretary, at least seven (7) days before the Annual Meeting and at least twenty-four (24) hours before a Special Meeting.

Section 7. Quorum

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 8. Manner of Acting

The act of a majority of the Directors in a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation.

Section 9. Informal Action

Any action required to be or which may be taken in a meeting of the Board of Directors may be taken without a meeting if the consent in writing, setting forth the action so taken, is signed by all of the Directors.

Section 10. Vacancies

Any vacancy occurring in the Board of Directors may be filled by the President with the approval of the Board of Directors. A Director appointed to fill a vacancy shall serve for the remaining unexpired term of the predecessor in office.

ARTICLE VI-Officers**Section 1. Designation**

The officers shall be: President, Vice President(s), Secretary, Treasurer(s), and such other officers and assistant officers as the Board of Directors may authorize.

Section 2. President

The President of NWC shall be the President of NWCF. The President shall be the general executive officer and shall serve as an ex officio member of all committees excluding the Nominating Committee. The President shall sign all contracts. A bond for the President shall be furnished.

Section 3. Vice President(s)

The First Vice President(s) of NWC shall be the Vice President(s) of NWCF, one of them shall assume the Chair in the absence of the President, and shall become President in the event of the President's resignation.

Section 4. Secretary

The Secretary of NWC shall be the Secretary of NWCF. The Secretary shall keep the minutes of all meetings and shall be responsible for any communication requested by the President and/or Board of Directors.

Section 5. Treasurer(s)

The Treasurer(s) of NWC shall be the Treasurer(s) of NWCF, be the principal accounting and financial officer(s), be custodian of NWCF funds, and one shall serve as Chair of the Budget Committee. A bond for the Treasurer(s) shall be furnished.

ARTICLE VII-Committees**Section 1. Duties**

The duties of NWCF shall be carried on by means of standing committees, subcommittees, and special committees.

Section 2. Designation

The NWCF shall have the following standing committees: Community Projects, Communications, Philanthropy, Revisions, Technology and Ways and Means. The Chairs shall be elected annually. Special committees shall consist of Audit, Budget, Nominating, and any others designated by the Board of Directors.

Section 3. Audit

The Audit Committee of NWC shall be the Audit Committee of NWCF and shall consist of three (3) members, including the Chair. This committee, including the Chair, shall be appointed by the President and approved by the Officers. This committee shall examine all financial records and accounts to check their accuracy.

Section 4. Budget

The Budget Committee shall be chaired by one of the Treasurer(s) and shall consist of the Chairs of the Community Projects, Philanthropy, and Ways and Means Committees. The committee shall prepare the budget for the fiscal year and report to the Board of Directors.

Section 5. Community Projects

This committee shall be the liaison between NWCF and the community and shall organize and direct all service projects.

Section 6. Communications

The Communications Chair of NWC shall be the Communications Chair of NWCF. Communications shall publish all digital and print marketing content, issues of the newsletter and special notices when requested by the President and/or the Board of Directors.

Section 7. Nominating

The Nominating Committee of NWC shall be the Nominating Committee of NWCF and shall consist of seven (7) active members (at least two (2) members from the board and at least three (3) members from the general membership) and two (2) active alternates, all in good standing. Members serving on the Nominating Committee must have been a member of NWC for one (1) year. Not more than one (1) member shall serve on the Nominating Committee for two (2) consecutive years. This committee shall elect its own Chair.

Section 8. Philanthropy

Philanthropy shall be composed of two subcommittees: (a) Grants and (b) Scholarship. Each subcommittee shall have its own Chair and each Chair shall be a Co-Chair of Philanthropy.

- (a) **Grants.** This subcommittee shall be limited to twenty (20) members in good standing. Each member, including the ex-officio members (President, the Chairs of Ways and Means and the Scholarship Committees), must attend a majority of meetings to maintain voting status. No active member of less than two (2) years shall be eligible to serve on the Grants committee and may not serve more than two (2) consecutive years, excluding years served as Chair. Committee member(s) including the Chair, must abstain from the discussion and from the vote on any application where there is a vested interest and/or relative associated with that applicant. This committee shall investigate and recommend for approval by NWCF any disbursements of Foundation funds for philanthropic purposes in excess of fifty dollars (\$50.00). These recommendations shall be presented to the membership in writing at least seven (7) days prior to a vote by NWCF members.
- (b) **Scholarship.** This subcommittee, excluding the Chair, shall be selected by the Officers and approved by the Board of Directors. Scholarship shall consist of six (6) members, including the Chair, in good standing who review applications and recommend disbursement of any scholarship funds. No active member of less than two (2) years shall be eligible nor shall serve more than two (2) consecutive years. The Chair of Scholarship shall be an ex-officio member of Grants. The following are not eligible to apply for a scholarship: Scholarship Committee members and their children/stepchildren, Officers and Directors of the Boards of NWC and NWCF and their children/stepchildren. This committee shall give no preferential treatment to relatives of members nor discriminate against any applicant.

Section 9. Revisions

The Revisions Committee of NWC shall be the Revisions Committee of NWCF and shall be elected, except for the Chair, by the Board of Directors at the first Board meeting. This committee shall consist of the Revisions Chair, a past President, two (2) members of the Board of Directors, one (1) Sustaining member, and two (2) other members, all in good standing, each of whom has been a member for two (2) years. This committee shall review the Bylaws and Standing Rules, receive suggestions for revisions from any member, and propose all amendments as stated in the Bylaws.

Section 10. Technology

The Technology Committee of NWC shall be the Technology Committee of NWCF. This committee shall maintain and support all technical platforms and serve as liaison to all technology vendors.

Section 11. Ways and Means

This committee shall have the responsibility of raising funds for various NWCF philanthropic projects. The Ways and Means Chair(s) shall be an ex-officio member(s) of the Philanthropy Committee.

ARTICLE VIII-Nominations and Elections Section 1.**Qualifications of the Board of Directors**

- a) Candidates must hold active, honorary, or sustaining membership in NWC at the time of the election.
- b) At the time of installation, a Director must have been a member for one (1) year.
- c) Directors shall be elected for a term of one (1) year and shall not serve more than two (2) consecutive years in the same position.

Section 2. Elections

- a) The membership shall be notified of the slate of Directors chosen by the Nominating Committee, at least seven (7) days prior to the election. The membership shall be notified of any petition-added nominee(s) as early as possible before the election.
- b) Directors shall be elected at a general meeting, unless the Board of Directors reasonably determines that unforeseen and/or unusual circumstances warrant another manner of electing these positions, all in accordance with the Bylaws and Standing Rules.

ARTICLE IX-Directors at Large

The following members of the NWC Board of Directors shall serve as Directors at Large of NWCF: Hostess, Social, Special Interests, and Third Vice President(s).

ARTICLE X-Indemnification

NWCF shall indemnify any person who was or is a party to or is threatened to be made a party to or witness in any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that said person is or was a member, director or officer of the organization, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by said person in connection with such action, suit, proceeding to the fullest extent and in the manner set forth in and permitted by the Illinois General Not-For-Profit Corporation Act and any other applicable law, as from time to time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which such member, director or officer may be entitled, apart from the foregoing provisions. The foregoing provisions of this Article shall be deemed to be a contract between the organization and each member, director and officer who serves in such capacity at any time while this Article and the relevant provisions of the Illinois General Not-For-Profit Corporation Act and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing, with respect to any state of facts then or theretofore existing, or any action, suit or proceeding theretofore, or thereafter brought or threatened, based in whole or in part upon any such state of facts.

ARTICLE XI-Fiscal Year**Section 1. Fiscal Year**

The fiscal year shall begin on June 1 and end on May 31 of each year.

Section 2. Audit

An annual audit shall be conducted by the Audit Committee.

ARTICLE XII-Amendments and Revisions

These Bylaws may be amended, either in whole or in part, by a majority vote of the members in attendance at a meeting designated by the Board of Directors, providing a quorum of the membership is present. The Revisions Committee shall present proposed amendments to the membership in writing at least seven (7) days prior to the vote.

ARTICLE XIII-Parliamentary Procedure**Section 1. Ex Officio Member**

An ex officio member has all the privileges but not the obligation to participate in the proceedings of the committee but is not counted in the quorum.

Section 2. Parliamentary Authority

Robert's Rules of Order, Revised shall be the parliamentary authority in all matters not specified in these Bylaws.