



Bylaws

ARTICLE I NAME AND OFFICE

SEC. 1. NAME

The name of this corporation shall be the Federation of American Women's Clubs Overseas Incorporated (FAWCO).

SEC. 2. PRINCIPAL OFFICE

The principal office of the Federation of American Women's Clubs Overseas shall be in the city of New York.

SEC. 3. OPERATIONS AND ACTIVITIES

HEADQUARTERS

The operations and activities headquarters of the Corporation shall be in New York City.

ARTICLE II PURPOSE AND POLICY

SEC. 1. PURPOSE

The purpose of the Corporation shall be to promote friendship and cooperation among America and International women's organizations overseas, to provide a voice for American women living abroad, to support the rights of all Americans worldwide, to contribute actively to the global community by supporting education, the rights of women and children, the natural and human environment, to promote multicultural goodwill, and to work towards better understanding between the United States and other nations.

SEC. 2. GENERAL POLICY

The Corporation shall have no authority over the organization, membership policy and activities of its Member Clubs, provided that they conform to the purpose and policy of the Corporation.

SEC. 3. POLITICAL POLICY

The Corporation shall not support or oppose any political party or candidate.

ARTICLE III MEMBERSHIP

SEC. 1. ELIGIBILITY

Membership shall be open, by invitation of the President, to American and International women's clubs and other associations, and persons outside the continental limits of the United States.

SEC. 2. TYPES OF MEMBERSHIP

- a. Member Clubs: clubs and associations which include American members, use the English language for club business (oral and written), and whose aims and purposes are in concert with those of the Corporation.
- b. Individual Members: a limited number of persons living outside the United States, who are not members of a Member Club.

SEC. 3. RESIGNATIONS

Resignations from membership in the Corporation shall be made in writing, and unless made before the 31st day of December, the Member Clubs resigning shall be liable for all membership obligations for the following year.

ARTICLE IV OFFICERS

SEC. 1. ENUMERATION AND ELECTION OF OFFICERS

The officers of the Corporation shall be a President, a First Vice-President, a Second Vice-President, a Third Vice-President, a Treasurer and a Secretary. These officers shall be elected by the Board of Representatives. No two elected officers shall be members of the same Member Club. No officer may hold the same office for more than two consecutive terms. No more than two non-Americans may serve as elected officers in the Corporation.

SEC. 2. QUALIFICATIONS

At the time of election, all elected officers must be members of Member Clubs, and the President must be an American member of a Member Club.

SEC. 3. THE PRESIDENT

The President shall preside at all meetings of the Corporation and of the Board of Directors. The President shall be empowered to sign or endorse checks and to disburse funds for administrative purposes and for money-raising projects. The President shall, with the approval of the Council or Officers, appoint an Assistant Treasurer and a Parliamentarian. The President shall be empowered to carry on the business of the Corporation between Biennial Conferences and Interim Meetings, conferring with the Board of Directors when necessary and informing the Member Clubs of decisions reached. The President shall be, ex-Officio, a member of all committees except the Nominating Committee. The President shall have such usual powers of supervision and management as may pertain to the office of the President and perform such other duties as may be designated by the Board. The President shall create and designate such special committees as she may deem necessary. She shall call a meeting of the Board of Directors or of the Council when necessary. The President becomes a Counselor upon the expiration of her term of office.

SEC. 4. THE VICE-PRESIDENTS

The Vice-Presidents shall perform such duties as the President and/or Board of Directors may designate. The highest-ranking American Vice-President shall, in the event of absence, disability, resignation or death of the President, possess all the powers and perform all the duties of that office. In the event that none of the Vice-Presidents are able to serve in this capacity, the secretary shall call a meeting of the Board of Directors in order to elect a presiding officer pro tempore.

SEC. 5. TREASURER

The Treasurer shall collect and administer the funds of the Corporation in consultation with the Board of Directors. She shall report the Corporation's fiscal status to the Council with a full profit and loss statement and balance sheet at the Annual Meeting and provide a written account in the annual report. The Corporation's accounts shall be open for inspection by the Council upon request. The Treasurer is responsible for all financial records for

her time in office. The Treasurer shall ensure that an independent review of the books through the end of the most recent fiscal year is conducted prior to relinquishing her duties. The Treasurer shall send dues notices to Member Clubs during the last quarter of the fiscal year.

SEC. 6. SECRETARY

The Secretary shall take minutes of all meetings of the Corporation, of the Council and of the Board of Directors. She shall make a register of the names and addresses of the officers of the Corporation and of the Member Clubs, and she shall be responsible for sending notices of times and places of meetings. The records of the Secretary shall at all times be open to the inspection of any representative of a Member Club. She shall also assist the President in any way the President may define.

SEC. 7. TRANSFER OF RECORDS

All officers and Chairs of appointed committees, upon retirement from office, shall turn over to their successors, all of the records and correspondence pertaining to their term in office.

SEC. 8. HONORARY OFFICERS

Honorary Officers shall be women whom the Corporation desires to honor by reason of special service or distinction. This honor shall be conferred by unanimous vote of the Council at the Biennial Conference upon recommendation of the Board of Directors.

ARTICLE V BOARD OF DIRECTORS

SEC. 1. NUMBER, SELECTION

The Board of Directors shall consist of the elected officers of the Corporation.

SEC. 2. QUALIFICATIONS

At the time of election, all Directors must be members of Member Clubs, and the President must be an American member of a Member Club. All Directors, except the Treasurer, shall reside outside the United States at the time of election.

SEC. 3. VACANCIES

Any vacancy occurring among the Directors between Biennial Conferences shall be filled in the following manner:

- a. The office of President shall be assumed by the highest-ranking elected American Vice President, in the order of First, Second and Third Vice-Presidents.
- b. In the absence or resignation of a Vice-President, the President shall appoint a replacement with the approval of the Board of Directors.
- c. The Assistant Treasurer shall assume the duties of the Treasurer in her absence or resignation.
- d. The appointment of an Assistant Treasurer pro tempore is left to the discretion of the President.

SEC. 4. POWERS

- a. The Corporation shall be governed by the Board of Directors.
- b. The Board of Directors shall have full charge of the property and business of the Corporation, with full power and authority to manage and conduct same, subject to the instructions of the Council.
- c. The Board of Directors shall have the power to remove Officers and Directors for cause, pursuant to the instructions of the Council.

SEC. 5. MEETINGS AND VOTING

There shall be at least one meeting of the Board of Directors annually. The Directors may conduct their regular meetings via conference call or other vocal telecommunication methods. Voting, during such meetings, shall be allowed and considered binding as long as a quorum is met, a proper motion has been made and all Directors are able to participate in a verbal discussion, prior to the vote being taken. Electronic voting, via email or other similar means, shall be allowed and considered binding as long as a quorum is met, a proper motion has been made and all Directors are able to participate in written discussion, prior to the vote being taken.

SEC. 6. QUORUM

Two-thirds of the members of the Board of Directors present or represented by proxy shall constitute a quorum at a Board Meeting.

SEC. 7. RESIGNATIONS

All resignations shall be made in writing and be addressed to the President.

ARTICLE VI THE FAWCO FOUNDATION

The FAWCO Foundation is the philanthropic arm of FAWCO. As a not-for-profit 501(c)(3) corporation registered in the State of Missouri, where it maintains a registered agent, The FAWCO Foundation operates under its own corporate documents and Bylaws, and has its own elected Board of Directors and financial responsibilities.

ARTICLE VII FAWCO ALUMNAE U.S.A.

FAWCO Alumnae U.S.A. (FAUSA) is an Alumnae arm of FAWCO in the United States and is open to members and former members of FAWCO Clubs who now reside in the United States. As a not-for-profit 501(c)(3) corporation registered in the State of Texas, where it maintains a registered agent, FAUSA operates under its own corporate documents and Bylaws, and has its own elected Board of Directors and financial responsibilities.

ARTICLE VIII BOARD OF REPRESENTATIVES

SEC. 1. COMPOSITION

The Board of Representatives shall be composed of one (1) member from each Member Club, preferably the FAWCO Rep.

SEC. 2. PLACE AND DATE

The Board of Representatives shall meet each year at the Biennial Conference and at the Interim Meeting.

ARTICLE IX COUNCIL

SEC. 1. COMPOSITION

The Council shall be composed of the Board of Directors, the Board of Representatives, Delegates, the Assistant Treasurer, Committee Chairs, Counselors, Regional Coordinators, Liaisons, the

President of The FAWCO Foundation and the President of FAUSA.

SEC. 2. POWERS

- a. Voting privileges at the Council are limited as provided in Article X, Sec. 5.
- b. The Council may be convened at the request of one more than 50% of its voting members.

SEC. 3. PLACE AND DATE

The Council shall meet each year at the Biennial Conference and at the Interim Meeting.

ARTICLE X ANNUAL MEETING

SEC. 1. PLACE AND DATE

- a. A Biennial Conference of the Corporation shall be held in odd years at a place determined by the FAWCO President and Board of Directors upon approval of a Pro Forma Budget submitted by the Member Club/FAUSA/Professional Conference Organizer(s) bidding to host the Conference. All arrangements for the Biennial Conference shall be made by the President in conjunction with the conference organizer(s). The date shall be announced no later than the prior Interim Meeting.
- b. An Interim Meeting of the Corporation shall be held in the even years at a time and place determined by the FAWCO President and Board of Directors upon approval of a Pro Forma Budget submitted by the Interim Meeting Planning Team. All arrangements for the Interim Meeting shall be made by the President in conjunction with the Interim Meeting Planning Team. The date shall be announced no later than the prior Biennial Conference.

SEC. 2. AGENDA

- a. The President, in consultation with the Board and the Conference organizers, shall arrange the agenda for the Annual Meeting.
- b. A preliminary agenda will be sent to the Council and conference participants three months prior to the Annual Meeting. The final agenda shall be given to each delegate on the first day of the Annual Meeting.

SEC. 3. COMPOSITION

In addition to the Council, members of Member Clubs and FAUSA, individual members of FAWCO, and invited guests, may register to attend the Annual Meetings as participants.

SEC. 4. REPRESENTATION

- a. Each Member Club is entitled to send up to three delegates to the Biennial Conference and up to two delegates to the Interim Meeting.
- b. No FAWCO Board member shall be considered a delegate of her Club.
- c. The FAWCO Representative, or if she is unable to serve, the Club President, shall be the Club's voting delegate. If neither are able to serve, the Club President may appoint another member of the Club to be the voting delegate by submitting a written statement to the Parliamentarian.

SEC. 5. VOTING

- a. Each Member Club is entitled to one vote, to be cast by their voting delegate at the Annual Meeting. Member Clubs unable to send a voting delegate to the Annual Meeting may submit an absentee vote on matters presented to them prior to the Annual Meeting. Absentee votes shall be submitted to the Parliamentarian, prior to the beginning of the Annual Meeting.
- b. If a quorum has been established, matters presented for a vote shall pass if they receive a majority of the votes cast.
- c. An Individual member does not have the right to vote.

SEC. 6. BUSINESS

- a. The Council shall address business as presented in advance of the Annual Meeting and new business as presented from the floor during the General Session.
- b. The Council shall elect officers and approve Resolutions and Recommendations during the Biennial Conference.

SEC. 7. CLOSED MEETINGS

Meetings so designated by the Board of Directors are limited to the Council.

SEC. 8. QUORUM

- a. For business submitted in advance: a quorum shall consist of a majority of Member Clubs.
- b. For new business at the Annual Meeting: a quorum shall consist of two-thirds of Member Clubs with a registered voting delegate at the meeting.

ARTICLE XI NOMINATIONS & ELECTIONS

SEC. 1. NOMINATING COMMITTEE

The Nominating Committee shall consist of a minimum of five members. The Chair shall be appointed by the President and be introduced at the prior Interim Meeting. The President shall then ask for proposals from the floor for additional members of the Committee. No two committee members may be from the same club.

SEC. 2. SUGGESTIONS FOR NOMINATIONS

When possible, names of qualified candidates shall be selected from lists submitted by the Member Clubs. These names shall be submitted in writing and supported by a curriculum vita.

SEC. 3. REPORT OF THE NOMINATING COMMITTEE

No later than the second day of the Biennial Conference, the Nominating Committee shall present a slate of at least one name each for the office of President, First, Second, and Third Vice-Presidents, Treasurer and Secretary. Nominations may be made from the floor. They must have the prior consent of the nominee.

SEC. 4. ELECTIONS

The Council shall elect officers during the Biennial Conference for a two-year term.

ARTICLE XII COMMITTEES

SEC. 1. APPOINTMENT AND DUTIES

The President shall, or may be requested by the Council or Board of Directors to, appoint Chairs of standing and special committees as needed. They shall attend Council meetings without voting privileges and submit written reports to the President.

- a. Standing Committees. The Chairs will serve until the next Biennial Conference.

- b. Special Committees. The Chairs will serve for the duration deemed necessary.

SEC. 2. COMMITTEE ON RECOMMENDATIONS AND RESOLUTIONS

The presiding officer shall appoint this Committee at the Interim Meeting to report at the end of the following Biennial Conference.

ARTICLE XIII FINANCIAL ADMINISTRATION

SEC. 1. FISCAL YEAR

The fiscal year shall commence on the first day of January.

SEC. 2. FINANCIAL SUPPORT

- a. Dues. The amount of the annual dues to be paid by Member Clubs may be reviewed and changed by a vote at the Annual Meeting. All dues shall be payable by the last day of January.

SEC. 3. BUDGET

- a. The Finance Committee shall submit an annual budget for approval to the Member Clubs in September, opening a period of discussion. A final version will be submitted for a vote by December 1st. Voting shall be by electronic ballot. The proposed budget will pass with a majority vote of Member Clubs.
- b. No Officer or Committee Chair may spend or commit the organization to spending a sum larger than the amount budgeted annually to her without the prior permission of a majority of the Board of Directors.

SEC. 4. GRANTS

The Board of Directors shall review all requests for funds from foreign organizations. The Board shall require that such requests specify the Section 501(c)(3) purpose or use to which the funds will be put and if the Board approves the request, it shall authorize payment of such funds to the approved grantee only for such Section 501(c)(3) purposes. The Board of Directors shall require the grantees furnish a periodic accounting to show the funds were expended for the purposes that were approved by the Board. The Board may, in its absolute discretion, refuse to make any grants or

contributions or otherwise render financial assistance to or for any or all the purposes for which funds are requested.

After the Board of Directors have approved a grant to another organization for a specific project or purpose, the corporation may solicit funds for the grant to the specifically approved project or purpose of the other organization. However, the Board of Directors shall, at all times, have the right to withdraw approval of the grant and use the funds for other charitable, scientific or educational purposes.

SEC. 5. REVIEW

Prior to the Biennial Conference, the Finance Committee shall recommend a professional accountant to the Board of Directors to perform an independent review of the accounts. The accountant shall not be a Director of the Corporation. The accountant's report shall be provided in writing to the Board of Directors upon completion, presented at the following Interim Meeting and published in the annual report.

Prior to the Interim Meeting, the President shall appoint a Member with financial experience to make a limited review of the accounts and provide a written report to the Board of Directors, including any concerns.

ARTICLE XIV PARLIAMENTARY AUTHORITY

SEC. 1. PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XV AMENDMENTS

SEC. 1. AMENDMENTS

These bylaws may be amended at any Annual Meeting.

- a. Proposals for change may be made by any member of the council or Member Club and shall be submitted to the Bylaws & Administrative Guidelines Chair or to the Board of Directors.

- b. All such proposed amendments shall be sent to all Member Clubs three (3) months before the Biennial Conference or Interim Meeting.
- c. Any grammatical correction and/or word changes that do not alter the meaning of the content of this document may be adjusted as the Bylaws & Administrative Guidelines Chair and the Board of Directors deem necessary without having to obtain approval from the Council.

ARTICLE XVI DISSOLUTION

SEC. 1. PROCEDURE

- a. A resolution to consider the dissolution of the Corporation may be presented to the Council by Directors, or Member Clubs, no more than once in any twelve consecutive months; it is carried by an affirmative vote of one more than 50% of the Member Clubs entitled to vote thereon.
- b. The Board of Directors shall adopt a plan for the dissolution of the Corporation and the distribution of its assets and submit it to a vote of the Council. Such plan must be approved by two-thirds vote of Member Clubs.
- c. The plan of dissolution and distribution of assets shall, within 10 days of its adoption, be submitted for approval to a Justice of the Supreme Court of the state in which the office of the Corporation is located.
- d. After the plan of dissolution and distribution of assets has been authorized, a Certificate of Dissolution shall be signed, verified, and delivered to the New York Department of State, Office of the Attorney General.
- e. If the Corporation has no assets to distribute at the time of dissolution, the plan of dissolution shall include a statement to that effect, and a certified copy of such plan shall be filed with the Attorney General within 10 days after adoption.

SEC. 2. DISTRIBUTION

All assets remaining after payment or satisfaction of liabilities shall be distributed to an organization organized and operated exclusively for charitable, scientific, or educational purposes as shall, at that time, qualify as an exempt organization under Sector 501 (c) (3) of the Code.

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