

THE AMERICAN WOMEN'S CLUB OF CENTRAL SCOTLAND

BYLAWS

I. Name

The name of this club shall be the American Women's Club of Central Scotland.

II. Purpose

The purpose of this club is to provide information, support, social events, and fundraising for charities by and for Americans and their families living in Central Scotland.

III. Fiscal year

The fiscal year shall run from July 1 through June 30.

IV. Board of Directors

The Board of Directors shall be composed of nine Elected Officers and those holding non-voting Appointed positions.

1. Elected positions

- a. **Elected officers:** Nine officers, as listed in Article V, shall be elected to the Board by a vote of members at an AGM. Elected officers shall be members in good standing, whether Active or Associate. The office of President shall be exclusive to members who hold or have held United States citizenship.
- b. **Nominations and elections for the Board** shall be held every two years in odd-numbered years and the officers elected shall be installed at the AGM and serve for two years. If there are unfilled positions, nominations and elections shall be held in the intervening year and the office held for the following year. Officers may be re-elected for further terms.
- c. Elected officers shall support the President, shall be collectively responsible for carrying out Board responsibilities, and shall be prepared to represent the President when necessary on public occasions.

2. Appointed positions:

- a. **Honorary President:** Offered to the Principal Officer, U.S. Consulate General, Edinburgh, if female, or the wife of the Principal Officer if in residence.
- b. **Website Manager** (member of Communications Team)
- c. **Parliamentarian:** To adjudicate questions that may arise relating to the Bylaws and procedures.
- d. **Member(s) at Large**, who may be appointed and attend Board meetings for specified or unspecified purposes.
- e. Such other temporary positions as the Board of Directors may deem necessary.

3. Board authority and responsibility:

The Board of Directors shall have responsibility for the management of the Club under the terms of the Bylaws. It is the responsibility of the Board, in cooperation with the Treasurer, to draw up and administer an approved annual budget and to commit Club funds in accordance with the budget. The Board will ensure that a Resource Book for members is drawn up, is kept up-to-date, and is available to members on the Website.

4. Board resignations/unfilled positions:

In the event that any Board position is unfilled, the Board will seek a replacement from the membership. Meanwhile, the Board will be responsible collectively for ensuring that the duties are carried out insofar as possible.

5. Board meetings:

Board meetings may be held monthly or as deemed necessary by the Board.

6. Club events: The Board is responsible for arranging Club events, which shall normally be arranged monthly. Events may take place either in person or digitally and shall be notified to the membership via invitation from the website. In planning its activities, the Board shall take into consideration that its members represent many nationalities, religions and political views.

V. Duties of officers

- 1. President:** The President shall preside at all Club events and shall be an ex-officio member of all committees. The President shall be the primary representative of the Club to the community.
- 2. Secretary:** The Secretary shall keep digital and paper copies of the minutes of Board meetings and of the Annual General Meeting.
- 3. Treasurer:** The Treasurer shall be custodian of all Club funds and shall regularly update the Board on receipts and expenditures and develop an annual budget. All bills must be documented by invoice. A preliminary account for the year shall be made available to members in June, and a final statement, including the budget for the coming year, shall be published in October. A sum of not less than £750 must remain in the treasury at the end of the fiscal year. The Treasurer may keep a Petty Cash account of an amount no greater than £100, as deemed appropriate by the Board, for incidental Club expenses and reimbursements.
- 4. Events Convenor:** The Events Convenor shall work with other Board members to plan and organise Club events, including commemorative events such as Thanksgiving and July Fourth.
- 5. Charity Convenor:** The Charity Convenor shall coordinate charity fundraising activities for the Club to raise funds for our designated charity and shall work with the Board to select the latter every two years.
- 6. Membership Convenor:** The Membership Convenor shall be responsible for compiling and maintaining a list of members, for collecting Membership fees, and for working with the Website Manager to update an online membership directory. The Membership Convenor is responsible for being the first contact with prospective members.
- 7. Communications Convenor:** The Communications Convenor is responsible for overseeing a team – including a Newsletter Editor, Website Manager, and Advertising/Publicity Coordinator – which will prepare and distribute the necessary communications from the Board to the Membership in the form of online newsletters and bulletins, as well as seeing that the online Resource Book is kept updated and available to Members. Members of the team may attend Board meetings in a non-voting capacity.
- 8. Glasgow representative:** To organise activities in Glasgow and bring any issues from that area to the Board.
- 9. FAWCO Representative:** The FAWCO Representative serves as a liaison between the Club and the Federation of American Women’s Clubs Overseas. She shall ensure that annual dues and all appropriate fees and donations are paid to FAWCO.

VI. Membership

Membership of the American Women’s Club of Central Scotland shall be of three classifications: Active, Associate, and Honorary.

- 1. Dues-paying members:** Active and Associate members are dues-paying members and have full voting rights. Annual membership will be counted from the date the member first joins the Club.

- a. **Active members:** Active membership shall be open to North American citizens or wives and daughters of North American citizens upon payment of annual dues.
 - b. **Associate members:** Associate membership shall be open to English-speaking women who wish to affiliate themselves with the aims and activities of the AWCCS. The number of Associate members should not exceed 20% of the number of Active members when the Associate member is accepted.
2. **Honorary members:** Honorary members may be appointed at the discretion of the Board of Directors. Honorary members do not pay dues and do not have the right to vote.
 3. **Dues:** Annual dues shall be determined by a vote at the AGM. Membership is automatically forfeited upon non-renewal of membership 30 days after the member's renewal date. Concessions, for which proof is required, may be given to students and spouses of students and to seniors.
 4. **Visitors:** Visitors may attend Club events upon invitation of a member and shall pay full price for entrance fees and other costs. A non-member who is eligible for membership shall be limited to two meetings per year as a visitor.

VII. Members' Privileges and Responsibilities

1. Members shall receive newsletters and bulletins and have access to the online Bylaws, Membership Directory, Social Media pages, and Resource Book, and to the "Members Only" page on the Website. They shall receive discounts for events and other occasions when appropriate.
2. The AWCCS operates in compliance with the General Data Protection Regulation (GDPR) and holds information on its members for the sole purpose of communicating with them. Member details are held in an online Directory on a password-protected Members Only page of the Club website, which members may access and which is the sole database containing this information. It is not to be reproduced, downloaded, or held in any other format or location.
3. The Directory is solely for the use of members and is not to be shared outside the club or used for business or advertising purposes.
4. A link to the AWCCS Privacy Policy is to be posted by the Communications Convenor on each page of the Club's website and its location communicated to new members in a welcome letter from the Membership Convenor.

VIII. Annual General Meeting (AGM)

The AGM shall be held annually in May or June. It shall normally be held in person but may be digital if the situation requires. Election and installation of Officers shall take place at AGMs, as described in Article IV.1.b. All dues-paying members shall have full voting rights.

1. **Nominations:** Nominations to the Board shall be sought by the Board from the membership and the slate published in the newsletter/bulletin, on the Members Only page of the website, and on the Club's Social Media page prior to the AGM. Nominations may also be invited at the AGM. All nominations must have the consent of the nominee. Only members in good standing shall be eligible for the Board.
2. **Voting:** In the event there is a single slate with no floor nominations, election of the Board may proceed by a show of hands. Should there be more than one candidate for any office, the election shall take place by secret ballot, for which the Parliamentarian and/or any two AWCCS members not standing for election shall act as tellers.
3. **Quorum:** A quorum for the AGM shall consist of all members attending, including at least three elected officers. Resolution of any motion shall be by simple majority with the exception of Bylaw changes, which will

require a two-thirds majority of those members voting. The Board may arrange for a digital or postal vote on resolutions or Bylaw changes.

IX. Changes to Bylaws

- 1.** Changes to the Bylaws, whether of Board or membership origin, must be presented for discussion by the Board no later than two Board meetings prior to the AGM at which they will be considered. The proposed changes should be notified to the membership in a timely manner, via email and the Members Only page of the website, to be voted on at the forthcoming AGM.
- 2.** Changes to the Bylaws will require a two-thirds majority of those members voting, including at least three Elected Board members.
- 3.** At the discretion of the Board, voting on changes to the Bylaws may be by post and/or email ballot.

X. Limitation of Club liability

Club activities are organized by the Club for the enjoyment and enrichment of its members. Participation is voluntary and solely at the participants' (including members, members' families, and guests' own risk. Each participant's insurance must provide coverage when involved in any and all club activities. The Club accepts no responsibility for any injury, damage or inconvenience howsoever caused.

XI. Dissolution of Club

In the event of the dissolution of the Club, those funds remaining after any outstanding debts have been paid will be passed to the Club's current charity/charities or to another charitable organisation as agreed by the Board.

Adopted May 2021

Revised May 2022