

# **CONSTITUTION**

## **ARTICLE I. ORGANIZATION**

The name of this organization shall be the "Democratic Woman's Club of Kentucky."

## **ARTICLE II. PURPOSE**

Feeling the deep obligation imposed upon the women of Kentucky by the responsibility of the ballot, and believing deeply in the principles of the Democratic Party, we pledge ourselves to stand for all that is highest and best in womanhood and good government. For this purpose, we have associated ourselves together to promote and support the Democratic Woman's Club of Kentucky.

## **ARTICLE III. ELIGIBILITY**

Any woman registered as Democrat and entitled to vote under the laws of the State of Kentucky may become a member.

## **ARTICLE IV. OFFICERS**

The officers of this Club shall be: President, First Vice-President, Second Vice-President, Third Vice-President, Recording Secretary, Treasurer, Auditor, First Member-at-Large and Second Member-at-Large.

## **ARTICLE V. MEETINGS**

Meetings of the Board of Directors shall be held at least three times a year and an annual meeting of the membership shall be held annually. Additional meetings may be called by the President.

## **ARTICLE VI. AMENDMENTS**

This Constitution may be amended at the annual convention of the Democratic Woman's Club of Kentucky by a two-thirds vote of the members present and voting, providing a thirty (30) day notice of proposed change has been given to the members of the Club.

## **BYLAWS**

### **DEMOCRATIC WOMAN'S CLUB of KENTUCKY**

#### **ARTICLE I. NAME**

For purposes of brevity within this document, the Democratic Woman's Club of Kentucky shall be abbreviated as DWCK when applicable.

#### **ARTICLE II. OBJECTIVES**

1. To promote the principles of the Democratic Party;
2. To encourage harmony among Democrats, both men and women;
3. To urge Democratic women to become club members and all-year party workers;
4. To aid campaign committees in electing the party nominees;
5. And to work for a party organization based on a fifty-fifty percentage (50-50%) of men and women, this rationale to begin with the precinct and extend up through the state governing bodies.

#### **ARTICLE III. MEMBERSHIP**

Section 1. **Qualifications:** Any woman registered as a Democrat and entitled to vote under the laws of the State of Kentucky, who will be loyal to the principles of the Democratic Party, both in primary and general elections, may become a member of the Democratic Woman's Club of Kentucky.

Men shall not be permitted to become members or hold office in the DWCK. Local clubs, if their bylaws permit, may allow men to become associate members, but they shall not be allowed to vote or hold office in said local clubs.

Section 2. **State Membership:** In counties having no Democratic Woman's Club, written application for membership may be made to the President of the Democratic Woman's Club of Kentucky. Such membership shall be known as "independent active" and such member shall pay dues of three dollars (\$3.00) annually to the DWCK Treasurer, but shall have no vote at the annual convention. Such member shall also agree to make every effort to initiate a Democratic Woman's Club in her county. Where local club bylaws permit, full membership may be granted in an adjacent or nearby county's club. No woman shall be counted as a member of more than one club pursuant to Article VII, Section 4.

## ARTICLE IV. OFFICERS and ELECTIONS

Section 1. **Officers:** The elected officers of the Democratic Woman's Club of Kentucky shall be President, First Vice-President, Second Vice-President, Third Vice-President, Recording Secretary, Treasurer, Auditor, First Member-at-Large and Second Member-at-Large. These officers shall comprise the Executive Committee of the DWCK as set out in Article V.

Section 2. **Term of Office:** The term of each officer, except the Treasurer, shall be two (2) years or until her successor is elected and installed. Said two year term for each individual officer may be extended for another term due to extraordinary performance and/or extenuating circumstances upon approval of the Board of Directors. The President, First Vice-President, and First Member-at-Large shall be elected in even numbered years. The Second Vice-President, Third Vice-President, Recording Secretary, Auditor and Second Member-at-Large shall be elected in odd numbered years. Where no nominations are made for an office, the office shall be filled pursuant to the bylaws as it relates to a Vacancy in Office, Section 8.

The Treasurer shall serve until she resigns, can no longer serve effectively, or is voted out by the Board of Directors.

Section 3. **Members-at-Large:** At no time, shall the two Members-at-Large be residents of the same congressional district, except in the case of a congressional district reapportionment, in which event, each member may continue to serve out the remainder of her term.

Section 4: **Corresponding Secretary/Assistant to the President and Parliamentarian:** The title Corresponding Secretary is hereby changed to Assistant to the President. The Assistant to the President and the Parliamentarian shall be appointed by the President, their terms of office to be concurrent with that of the President.

Section 5: **Primary Elections:** No officer or member of the Board of Directors of the DWCK shall publicly endorse or otherwise indicate preference for one Democrat candidate over any other Democrat candidate in a Kentucky Primary Election in any manner which would indicate or imply endorsement by the DWCK organization or by the officeholder in her official capacity with the DWCK. Any officer or board member found in violation of this section may be subject to dismissal from her office upon a two-thirds (2/3) vote of the Board of Directors. The DWCK likewise shall not endorse any candidate in the primary elections, but will endorse and fully support the Democratic nominee in the general election.

Section 6. **Election and Installation of Officers:** Officers shall be elected during the annual convention under the rules laid out in Article VII, Section 7, of these bylaws and shall be installed and assume office at the close of the annual convention.

Section 7. **Vacancy in Office:** In the event the office of the President shall become vacant, the First Vice-President shall succeed to that position for the unexpired term. In the

event of a vacancy in any other state elective office, said office shall be filled by appointment of the President, with confirmation by the Board of Directors at its next regular meeting.

## **ARTICLE V. BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE**

Section 1. **Board of Directors:** The Board of Directors of the Democratic Woman's Club of Kentucky shall consist of: (1) the Executive Committee (the elected state officers); (2) Chairs of the Standing Committees, (3) Chairs of Special Committees, (4) and all Past Presidents of the DWCK. The Parliamentarian and the Assistant to the President shall serve on the Board in a non-voting capacity.

Section 2: **Executive Committee:** The Executive Committee shall consist of the elected state officers of the DWCK. The Assistant to the President shall meet with them in a non-voting capacity. Meetings of this committee may be called by the President. The Executive Committee shall conduct all routine and necessary business on behalf of the DWCK and may act in emergencies. The Executive Committee shall be empowered to act on behalf of the Board of Directors, provided a quorum is present (6 or more of the elected state officers) and a two-thirds (2/3) vote of those present is received. Any action of said Executive Committee, presumably of any emergency nature, shall be reported to the Board of Directors at its next regular meeting.

Section 3. **Meetings:** The Board of Directors shall have at least three (3) regular meetings each year, the third to be held on the evening preceding the annual convention. Notice of all Board meetings shall be provided to members ten (10) days prior to the date set by the President. Special meetings may be called by the President and SHALL be called upon request of at least three (3) members of the Board, with ten (10) days email notice.

Meetings of the Executive Committee may be called by the President or upon request of at least three members of the Committee. Notice of all Executive Committee meetings shall be provided to members ten (10) days prior to the date set by the President.

Section 4. **Failure to Attend Meeting:** Any elected or appointed member of the Board of Directors, as set out in Section 1 of this Article who fails to attend two (2) Board meetings in a calendar year, without an approved excuse from the Executive Committee, shall be automatically removed from the Board of Directors. However, said member shall be entitled to a hearing before the Board of Directors upon written request. If good and sufficient cause is demonstrated in the hearing, the Committee may in their discretion rescind the action by a two-thirds (2/3) vote.

In the event of extenuating circumstances such as public health and/or safety concerns, meetings may be held by any means available such as Zoom.

## ARTICLE VI. COMMITTEES

Section 1. **Standing Committees:** There shall be the following standing committees: Constitution and Bylaws, Convention Site Selection, Diversity & Inclusion, Hospitality, Handbook/Publications, Legislative, Public Relations, Ways and Means, Finance, and Scholarship. The president shall appoint a chair, a vice-chair, if deemed necessary, and all members of the above committees, with the exception of Finance (see Article VIII, Section 1). Vice-chairs and committee members are not members of the Board of Directors.

Section 2: **Special Committees:** The President shall appoint the chair, vice-chair, if deemed necessary, and all members of any special committees as she may deem appropriate. She shall designate their duties, and the term of their appointment (not to exceed the term of the President). Vice-Chairs and committee members are not members of the Board of Directors.

Section 3: **Vice-Chairs and Committee Members:** Vice-Chairs and committee members may attend Board meetings but shall have no vote. However, in the absence of a Committee Chair at a Board meeting, the Vice-Chair may vote.

## ARTICLE VII. ANNUAL STATE CONVENTION

Section 1: **Purpose:** The Democratic Woman's Club of Kentucky shall meet in an annual convention during the period from September 15 to October 15 for the purpose of receiving reports, electing officers, and carrying out any other business that may come before it.

Section 2. **Call:** The Call to Convention shall be issued by the President to the Board of Directors and all local Club Presidents designating the time and place of said convention and urging the attendance of all members of the DWCK, be they authorized voting delegates or not.

Section 3: **Voting Body:** The voting body of the convention shall consist of the delegates of the local clubs or their alternates and members of the Board of Directors.

Section 4: **Delegates and Alternates:** Delegates and alternates to the annual convention shall be elected by local clubs at a meeting preceding the annual convention, each club being entitled to one delegate and one alternate for the first ten (10) members, and one (1) delegate and one (1) alternate for an additional six (6) to nine (9) members, whose dues have been paid by June 30<sup>th</sup>. New clubs formed between June 30<sup>th</sup> and August 15<sup>th</sup> shall become entitled to delegates and alternates at convention by paying annual dues to the State Treasurer no later than August 15<sup>th</sup>. No woman shall be counted as a member of more than one club for the purpose of determining the number of delegates and alternates to which a club is entitled (see Article X, Section 5).

Section 5: **Convention Committees:** The President shall appoint the following convention committee: Rules, Credentials, Election, and Resolutions. The parliamentarian shall

serve as a member of the Rules Committee. The Treasurer shall serve as a member of the Credentials Committee. The Assistant to the President shall serve as a member of the Resolutions Committee.

Section 6: **Credentials:** The State Treasurer shall furnish to the President of each local club, if applicable, credential cards for the delegates and the alternates. This credential card, signed by the local Club President and State Treasurer, is to be presented by each individual when voting at a convention.

Section 7: **Elections:** The annual election of state officers shall be conducted by the President. Nominations may be made from the floor and are recorded by the Recording Secretary. Where two or more nominations are received, voting shall be by secret ballot. The Election Committee shall furnish official ballots, distribute them to authorized members of the voting body, collect said ballots, count them, and report the official results to the Recording secretary and convention membership. Any candidate for office may designate one representative to serve with the Election Committee. Any questions regarding proper procedure in an election shall be referred to the Rules Committee for final adjudication. Any Rules Committee member who is a candidate for office shall disqualify herself from any ruling involving her candidacy.

Section 8: **Convention Site Selection Committee:** This committee shall be a standing committee of the Board of Directors and shall be charged with the responsibility of securing future state convention sites for not less than three (3) years in advance. The committee shall (a) encourage advance invitations from local clubs; (b) assist local clubs interested in hosting a future state convention with selecting potential convention site(s) and hotel facilities; (c) assist local clubs with the detailed invitation to the DWCK Board of Directors.

## **ARTICLE VIII. FINANCES**

Section 1. **Finance Committee:** There shall be a Finance Committee composed of the President, Treasurer and Chair of the Ways and Means Committee, which shall administer the DWCK's monies with the approval of the Board of Directors.

Section 2. **Annual Dues:** The annual dues shall be set by the Board of Directors at the Annual Convention. All dues are payable to the State Treasurer before June 30<sup>th</sup> of each year. Along with the dues, each local club shall provide a list of the names of each female member, their physical address, email, and phone number. Any local club who fails to provide their list of members and dues by June 30<sup>th</sup> shall not be eligible to vote at the Annual Convention.

Section 3. **Treasurer:** The DWCK Treasurer shall present for approval, at each Board of Directors meeting, a report on the current status of the DWCK's finances and said report shall be incorporated in the minutes. The Treasurer shall present for approval to the total membership at the annual convention, a report on the status of the DWCK's finances for the

twelve (12) months preceding the convention. The Treasurer shall maintain a current and complete state membership list in electronic format. This should be done on a yearly basis, with a breakdown by Club. The Club information should include: member name, address, phone numbers, email address and any other relevant information.

Section 4. **Auditor:** The Auditor shall have access to all books and records kept by the Treasurer. She shall audit said books and present a report to the full membership during a business session of the Annual Convention.

Section 5. **Financial Records:** The out-going Treasurer's books, bank statements and all other financial records, along with a copy of each Auditor report, shall be turned over to the incoming Treasurer as soon as possible following the election of a new State Treasurer (refer to Article IV, Section 2).

Section 6. **Expenses:** No member of the Board of Directors, or any other member of the Democratic Woman's Club of Kentucky, shall receive any salary or compensation for duties performed.

The President shall be reimbursed for reasonable expenses, including but not limited to, stationary, printing, postage, in-state travel, and such supplies as she may need to carry out the duties of her office. In-state travel shall be defined as travel within the state to events where the President's attendance is required or where she is a featured speaker or special guest. Reimbursement for in-state travel shall be based on submitted receipts for gas purchase, tolls, or parking fees. Registration or additional fees for events shall be submitted to the Finance Committee for review. Reimbursement requests shall be accompanied by supporting receipts or documentation. The President shall additionally be reimbursed for reasonable expenses incurred as a delegate to the annual convention of the National Federation of Democratic Women including registration fees, actual travel cost, food and lodging. The President may be reimbursed for additional out-of-state expenses when approved by the Board of Directors.

Expenditures incurred by other state officers, and pre-approved by the Board of Directors, must be accompanied by an invoice and shall be paid by check or debit card and signed by the Treasurer or by the President.

Section 7. **Scholarship Funds:** Funds designated for scholarship shall be maintained separately in a savings account.

Section 8. **Contributing Organization Funds:** Funds reported to KREF for political purposes shall be maintained in a separate account to be used only for the support of political candidates or promotion of Democratic ideals and principles.

## ARTICLE IX. LOCAL CLUBS

Section 1. **Organizing Clubs:** Any woman who is eligible for membership (see Article III, Section 1) in the Democratic Woman's Club of Kentucky and desires to organize a club in her own community shall apply to the State President.

Section 2. **Bylaws:** The newly organized club may adopt such bylaws or rules of order as best fit its local needs, provided, that such bylaws and rules of order do not conflict with the Constitution of the DWCK. In order to qualify as a member of the DWCK, the local club must hold at least four (4) meetings each year.

Section 3. **Election of Officers:** All officers of local Democratic Woman's Clubs shall be elected by November 30<sup>th</sup> of each year. Names and addresses of the new officers shall be sent immediately to the State President and the State Treasurer.

Section 4. **Congressional District Membership:** Local clubs in counties which have been divided into two or more congressional districts shall be deemed to be within the district of their choice.

Section 5. **Dual Membership:** No woman shall be a member of more than one local club for purposes of determining the number of delegates and alternates to which a club is entitled at the annual state convention. In any case where a woman is a member of more than one club, membership for the purpose of determining the number of delegates and alternates to which a club is entitled shall be deemed to be with the club of the member's choice, and each such member shall, prior to June 15<sup>th</sup> of each year, advise the President of each club of which she is a member of said selection.

## ARTICLE X. QUORUMS

Section 1. **Annual Convention:** Representation for twenty percent (20%) of the organized clubs, along with a simple majority of the members of the Board of Directors, shall constitute a quorum at the Annual Convention of the Democratic Woman's Club of Kentucky.

Section 2. **Executive Committee and Board of Directors:** A simple majority of the members of the Executive Committee or of the Board of Directors shall constitute each body's respective quorum.

## ARTICLE XI. PARLIAMENTARY AUTHORITY

The rules contained in the latest edition of Robert's Rules of Order, Newly Revised, shall govern the DWCK in all cases to which they are applicable and in which they are not



inconsistent with this constitution and bylaws and with any special rules or order the DWCK may adopt.

Where the Bylaws are silent, the current edition of Roberts Rules of Order, Newly Revised, shall govern the Club in all matters.

## **ARTICLE XII. AMENDMENTS**

Section 1. **Requirements:** The Constitution and Bylaws of the Democratic Woman's Club of Kentucky may be amended or revised at the annual convention of the DWCK by a two-thirds (2/3) vote of those present and voting, provided a thirty (30) day notice has been given, by email, to each member of the Board of Directors and all local club presidents to disseminate to their membership.

Section 2. **Time of Effectiveness:** Amendments approved at the convention shall go into effect immediately upon approval.

As amended October 8, 2022