

RICHARDSON WOMAN’S CLUB CHARITABLE FOUNDATION, INC.
BYLAWS
ADOPTED - May, 1983 LAST AMENDED - April, 2024

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ARTICLE I

1.2 Name

The name of this organization shall be Richardson Woman's Club Charitable Foundation, Inc.

ARTICLE II

PURPOSE AND POLICIES

2.1 Purpose

The purpose of the organization is exclusively charitable and is to operate in compliance with the Articles of Incorporation dated May 27, 1983.

2.2 Policies

(a) The Richardson Woman's Club Charitable Foundation, Inc. and buildings and grounds in its custody, within the provision of Section 501(c)(3) of the Internal Revenue Code of 1954, is now in force or afterwards amended.

(b) The Richardson Woman's Club Charitable Foundation, Inc. (RWCCF) shall cooperate with the City of Richardson for the purpose of providing a building, or buildings, for civic, charitable, and/or public functions.

(c) The Richardson Woman's Club Charitable Foundation, Inc. shall allocate contributions of its funds to charitable, religious, scientific, literary, or educational purposes as stipulated in its Articles of Incorporation. Recommendations from the Philanthropy Committee shall be submitted to the RWCCF Board of Directors at a Richardson Woman's Club Charitable Foundation, Inc. Board meeting for approval.

(d) Employees of the Richardson Woman's Club Charitable Foundation, Inc. shall be as follows:

1. Business Manager
2. Facilities Manager
3. Financial Assistant (if needed)
4. Others as needed

Qualifications shall be set out in Section 10 of the Richardson Woman's Club Charitable Foundation, Inc. "Employee Policies."

ARTICLE III

MEMBERSHIP

3.1 RWCCF Board of Directors

The RWCCF Board of Directors shall consist of nine (9) members, elected from the membership of the Richardson Woman's Club by current members of RWCCF Board of Directors.

3.2 Ex-officio Members

The President and President-Elect of the Richardson Woman's Club, who are elected at the RWC General Meeting in March, are to attend the regular monthly meetings of the RWCCF Board of Directors in a liaison capacity as non-voting ex-officio members.

3.3 Term and Eligibility

(a) Three members shall be elected annually to serve a three-year term. No member shall serve consecutive terms, either by election or appointment.

(b) Eligibility requirements for membership on the RWCCF Board of Directors are:

1. She must have served a minimum of two (2) years on the Richardson Woman's Club Executive Board.
2. She must have been a member of the Richardson Woman's Club for five (5) years at the time her term of office on the RWCCF Board begins.

(c) In the event of a vacancy on the RWCCF Board of Directors, the Chair of RWCCF shall appoint a replacement to serve the unexpired portion of the resigned member's-term. She must meet the eligibility requirements as stated in Section 3.3.

ARTICLE IV

OFFICERS

4.1 Election

(a) The RWCCF Board of Directors will elect the Chair for the following year at a regular RWCCF meeting for a term of one year, extending from June 1 to May 31 of the fiscal year.

(b) The election shall be by written, secret ballot. The votes will be tabulated by the RWC President and President-Elect, both of whom are ex-officio, non-voting members of the Board of Directors. The results shall be turned over to the Richardson Woman's Club Charitable Foundation, Inc. Chair to be announced to the Board of Directors. Absentee Directors may vote by proxy in writing to the Chair or by other electronic media.

(c) Following her election, the new RWCCF Chair shall appoint officers for the following year, which begins June 1 and ends May 31. The offices to be filled are Vice- Chair, Treasurer, House Chair, Grounds Chair, Assistant Grounds Chair, Catering Chair, and Marketing/Media Chair/ Assistant Chair.

(d) The three new Directors shall rotate as the office of Secretary through the year, each serving four consecutive months in this role.

4.2 Officers and Duties

(a) Chair

The RWCCF Chair shall:

- 1) represent the Richardson Woman's Club Charitable Foundation, Inc. in all business matters with the City of Richardson officials.
- 2) preside at all Directors' meetings, and with Board approval, shall appoint any committees when needed.
- 3) execute such financial and/or other documents as may be required.
- 4) be a signatory on all bank accounts and shall write and sign checks in the absence of the RWCCF Treasurer.
- 5) attend the monthly meetings of the RWC Executive Board meeting in a liaison capacity as a non-voting ex-officio member and shall represent the RWCCF Board of Directors at the general meetings of the Richardson Woman's Club.

- 6) be responsible for collecting and submitting all necessary annual reports to the City of Richardson City Manager, to the Mayor and City Council, and to each member of the RWCCF Board of Directors by August 15.
- 7) appoint a Webmaster, as needed, who will report to the RWCCF and serve at their discretion.
- 8) appoint the chair of the Philanthropy Committee from those on the committee who are eligible. She would serve a one-year term from June 1 to May 31.
- 9) appoint other committee chairs as necessary.
- 10) Monitor Paid Time Off (PTO) for the Business Manager and Facilities Manager.

(b) Vice Chair

The RWCCF Vice- Chair shall:

- 1) assume the duties and responsibilities and exercise the same powers as the Chair in her absence or disability.
- 2) familiarize herself with the over-all operations and perform any other duties as may be assigned to her by the Chair.
- 3) be responsible for making all arrangements for the annual breakfast for the City Parks Department and the Capital Projects staff held in August or September.
- 4) be responsible for making all arrangements for an annual event with City Officials to be held in the spring.
- 5) preside as Chair of all special committees appointed by the RWCCF Chair and be responsible for submitting all committee reports to the Chair and Board of Directors.
- 6) be in charge of scheduling Directors to give the Inspirational Message and furnish refreshments at the RWCCF Board Meetings.
- 7) be responsible for purchasing and distributing birthday cards.
- 8) be responsible for updating the Directors' Guidebooks.

(c) Secretary

The position of RWCCF Secretary shall rotate among the 3 first year Directors for a period of 4 consecutive months each. She shall:

- 1) carry out all duties and responsibilities relating to the position of Secretary of the RWCCF Board of Directors.
- 2) perform any other secretarial duties assigned to her by the RWCCF Chair and/or the Board of Directors.
- 3) be responsible for recording all meeting proceedings and act as custodian of the official minutes.
- 4) provide a draft of the minutes of RWCCF's regular and special meetings, as well of those of any special committee meetings that may occur, to the Chair for review prior to the Chair sending the approved copy to all RWCCF Directors and ex-officio members of the Board of Directors one week prior to the next Board Meeting.

(d) Treasurer

The RWCCF Treasurer shall:

- 1) furnish the Chair a report prior to the meeting and receive and acknowledge all money.
- 2) keep an accurate account of all receipts and expenditures and furnish to the Board a full account and report thereof at each regular meeting of the Board. This report shall be filed with the Secretary.

- 3) discuss all tax returns at the RWCCF meeting following their filing
- 4) furnish to the Secretary an annual statement and report of all receipts and expenditures.
- 5) be a signatory on all bank accounts; and write and sign checks to pay all bills, preserving all vouchers.
- 6) handle the payroll for RWCCF employees, including the timely deposition of payroll taxes. She shall perform such other duties as may be required of her.
- 7) act as an ex-officio member of the Richardson Woman's Club Philanthropy Committee and will be the primary writer of all checks pertaining to the Philanthropy Committee.
- 8) be responsible for maintaining all insurance policies and advising Chair of renewal dates.
- 9) be responsible for advising the Philanthropy Chair and the Golf Tournament Event Chair and their committees on all financial matters.

(e) House Chair

The House Chair shall:

- 1) oversee the general maintenance and care of all the buildings.
- 2) organize and supervise an annual inventory of the contents of all buildings and storage rooms with the aid of the Assistant House Chair.
- 3) be responsible for scheduling and directing the activities related to Christmas decorating Founders Hall including the tree and providing a light lunch for those who help.
- 4) be responsible for restocking necessary items as dictated by the results of the inventory and according to recommendations of the Board of Directors.

(f) Catering Chair

The RWCCF Catering Chair shall:

- 1) work with the Business Manager in all matters pertaining to RWCCF rentals.
- 2) renew all RWCCF-approved caterer contracts each year. The contracts are in effect for one year from the day the contract is signed. Renewed, signed contracts from the RWCCF-approved caterers must contain a current health certificate, current catering documents, and proof that the Richardson Woman's Club Charitable Foundation, Inc. is listed as covered by the caterer's insurance company for liability insurance and worker's compensation insurance or a signed waiver of worker's compensation insurance.
- 3) recommend new caterers to the board for their approval. She may choose to host a tasting event prior to approval.

(g) Grounds Chair/Assistant Grounds Chair

The RWCCF Grounds Chair/Assistant Chair shall:

- 1) supervise the maintenance and planting of the Richardson Woman's Club estate grounds, including any Richardson Woman's Club gardening activities following the City of Richardson guidelines.
- 2) establish a Beautification Committee on an annual basis to further enhance the overall appearance of the RWC estate grounds. Beautification projects will be funded by donations to the Arbor Fund. These funds will be held on a separate budget line item, not to be confused with the Arbor donations for scholarships or first responders.
- 3) supervise all projects concerning the Arbor Memorial Fund and shall follow IRS rules for acknowledgement of donations for 501 (c)(3) organizations.
- 4) Plan and host the RWCCF Arbor Memorial Fund Service.

(h) Marketing/Media Chair/Assistant Chair

The Marketing/Media Chair/Assistant Chair shall:

- 1) be responsible for increasing the visibility of the Richardson Woman's Club by promoting and publicizing the estate and facilities for rentals.
- 2) be responsible for preparing and developing a marketing plan to advertise the facilities, submitting them to the RWCCF Board for approval.
- 3) advise the RWCCF Webmaster when any changes are needed for the RWCCF website and relay information and website changes to the other RWCCF board members.

(i) Members of the Board of Directors

The members of the Board of Directors are responsible for all duties of their offices as described in the Richardson Woman's Club Charitable Foundation, Inc. Bylaws and in the Directors' Guidebook. A copy of the Directors' Guidebook will be given to each of the three incoming Directors at the RWCCF June Board meeting to be kept for the duration of their three-year term on the Board of Directors. Directors retiring from their three-year term of office will update and pass on their Directors' Guidebook.

(j) Once the new RWCCF Chair has filled officer positions for the up-coming year, (Vice Chair, Treasurer, House Chair, Catering Chair, Grounds Chair/Assistant Grounds Chair, and Marketing/Media Chair/Assistant Chair, the outgoing officer is responsible for training and updating the incoming RWCCF officer regarding the duties and responsibilities of the position she is vacating. Each officer will have kept for her individual position a job-specific notebook, which will be given to her replacement no later than the June RWCCF meeting. The three (3) new Directors will serve on a rotation basis as Secretary, and assume other duties as appointed by the Chair.

4.3 Special Committees

(a) Bylaws

The RWCCF Chair may appoint a special committee to review and update the Bylaws and Standing Rules.

(b) Philanthropy Committee

- 1) The RWCCF Chair appoints the Chair or Co-Chairs of this committee from those who have served on the committee for one year.
- 2) If Co-Chairs are appointed, one of them will be responsible for the Scholarships and the other will be responsible for Community Outreach.
- 3) The Philanthropy Committee shall consist of nine (9) members appointed by the RWCCF Chair with approval of the RWCCF Board. Each member of the committee will serve for two (2) years from June 1 through May 31. At the end of two years, that member will rotate off the committee, and the RWCCF Chair will select new members for the committee to replace those who rotate off the committee, four appointed during odd numbered years and five appointed during even numbered years.
- 4) The RWCCF Chair and Treasurer and the RWC President serve as ex-officio members of this committee.

- 5) The budget for the committee is determined by RWCCF Board, and dispensation of funds is recommended by the committee for the approval of RWCCF.

(c) Website

- 1) The RWCCF Chair appoints the Webmaster, as needed.
- 2) The Webmaster reports to the RWCCF and serves at its discretion.
- 3) The Webmaster shall work with the RWCCF Chair and the Marketing/Media Chair to keep the website up to date.

ARTICLE V

MEETINGS

5.1 Regular Meetings

The Board of Directors shall hold meetings on the third Monday of each month, unless, due to special circumstances, the Chair designates a different date.

5.2 Special Meetings

Special meetings of the Board of Directors shall be held at such times as may be called by the Chair.

5.3 Quorum

A majority of the Board of Directors will constitute a quorum. A quorum consists of five (5) Directors.

ARTICLE VI

COMPENSATION

6.1 The RWCCF Directors shall receive no compensation for their services.

All Directors are subject to the same fees and regulations regarding property rentals under Richardson Woman's Club Charitable Foundation, Inc. Club House-Founders Hall rules. All Director expenses incurred for Richardson Woman's Club Charitable Foundation, Inc.-sponsored events shall be compensated by Richardson Woman's Club Charitable Foundation, Inc., unless the Director chooses to donate her expenses.

ARTICLE VII

POWERS TO DIRECTORS

7.1 The Directors' powers are exercisable solely in a fiduciary capacity consistent with the furtherance of the charitable purposes of the Foundation and in accordance with Section 501 (c)(3) of the Internal Revenue Code of 1954 as now in force or afterwards amended.

ARTICLE VIII

DISCRETIONARY POWERS

8.1 The Directors shall have the following discretionary powers:

(a) to invest and reinvest the principal and income of the Foundation in such a manner, as they shall deem proper, and change investments as they shall deem advisable.

(b) to invest in the property in such a manner that it does not exceed the income limitation of Section 509 (a)(2) of the Internal Revenue Code of 1954, as now in force or afterwards amended, so as to be classified as a private Foundation.

(c) make no loans directly to a Director or anyone else who has made a contribution to the Foundation, or to anyone except on the basis of adequate interest charge.

(d) to borrow money and as security for such loans to mortgage or pledge real or personal property with or without power of sale, to acquire or hold any real or personal property subject to any mortgage or pledge, and to assume any mortgage or pledge on or of property acquired or held by this Foundation.

(e) to execute and deliver deeds, assignments, transfers, mortgages, pledges, leases, covenants, promissory notes, releases and other instruments, sealed or unsealed, incident to any transaction to which they engage.

(f) to vote, to give proxies only if RWCCF Director is incapacitated, to participate in reorganization, merger, or consolidation of any concern, or in the sale, lease disposition or distribution of its assets.

(g) to employ a bank or trust company as custodian of any funds or securities and to delegate to them such powers as they deem appropriate; to keep funds in any place or places in the United States; to employ clerks, accountants, investment counsel, agents, or special services, and to pay reasonable compensation and expenses of all such services.

ARTICLE IX

PARLIAMENTARY AUTHORITY

9.1 The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Foundation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Foundation may adopt.

ARTICLE X

AMENDMENTS

10.1 These bylaws may be amended at any regular meeting of the Directors by two thirds vote, provided that the amendment has been submitted to the Directors in writing at the previous regular meeting.

STANDING RULES

1. The Bylaws designate the Chair as the representative of the Board of Directors at the General Meetings of the Richardson Woman’s Club. Any Director appearing on the program at the General Meetings of the Richardson Woman’s Club should do so at the request of the Chair and, at the meeting, should be called upon and represented by the Chair of the Board of Directors. The Chair may appoint any Director to serve in her place at a General Meeting.
2. The Bylaws designate the Chair of the RWCCF Board of Directors as the representative of the Richardson Woman’s Club Charitable Foundation, Inc. in all business matters with Richardson City officials. This is in compliance with the requests of the Richardson City officials. Any Director with questions pertaining to operations on or off the properties should contact the Chair who will arrange for and accompany the Director to a meeting with the appropriate City official(s) to discuss matters, if necessary.
3. Any intentional use of a business connected with a Richardson Woman’s Club member for the Richardson Woman’s Club Charitable Foundation, Inc. shall be prohibited.
4. The Chair, at her option, may choose an advisory committee consisting of the previous year’s Chair and other former members of the Board of Directors. This committee will be advisory only, not ancillary members of the Board, and function only when called on by the Chair for advice concerning activities during their term.
5. According to the Bylaws (3.3a), a term is defined as three (3) years. Therefore, anyone resigning before the end of her term would be eligible for reelection to the Board after a period of one (1) year from the date of her resignation.
6. All Directors are required to participate in the annual inventory, activities related to holiday decorating in the buildings, Events honoring City Officials, and all other Richardson Woman’s Club Charitable Foundation, Inc. designated events.
7. RWCCF Directors’ duties and responsibilities shall have priority over all other Richardson Woman’s Club responsibilities. They shall not be a member of the Richardson Woman’s Club Executive Board except as ex-officio, non-voting members.