

BY LAWS
OF
The Woman's Club of Norfolk, Virginia

ARTICLE I

NAME

The name of the corporation is The Woman's Club of Norfolk, Virginia.

ARTICLE II

OFFICES AND REGISTERED AGENT

- 2.1. Principal Office. The principal office of the corporation and such other offices as it may establish shall be located at such places, either within or without the Commonwealth of Virginia, as may be designated by the Board of Directors.
- 2.2. Registered Office. The corporation shall continuously maintain within the Commonwealth of Virginia a registered office in compliance with the laws of Virginia.
- 2.3. Registered Agent; Changes. The corporation shall continuously maintain within the Commonwealth of Virginia a registered agent in compliance with the laws of Virginia.

ARTICLE III

PURPOSE

- 3.1. General Purpose. The Club is organized and operated for the following purposes:
- a. The Woman's Club of Norfolk is a philanthropic and social organization dedicated to supporting women of all ages, with a focus on philanthropy, education and women's entrepreneurship. To this end, the Association may give lecture courses, hold meetings and events of an educational, philanthropic, entrepreneurial, or other character pertinent to the purposes of its organization, and may charge admission fees to such entertainments to those who are not members of the Association, for the privilege of attending the same;
 - b. To acquire and hold, by purchase or otherwise, real estate, and to erect, equip and furnish a suitable building to be used by the Association, and to provide therein a suitable hall, and to rent or let the said hall, thereby providing a center of cultivation.

ARTICLE IV

MEMBERS

4.1. Classes of Members. The Woman's Club (the "Club" or "Corporation") shall have (4) classes of members: Active Members, Associate Members, Heritage Members and Honorary Members. The Club may have such other additional classes of Members as may be designated by the Board of Governors from time to time (2/3 majority board vote required). Each class of Members shall have the rights and obligations set forth for their perspective class below. Only Active Members in good standing and having fulfilled all service and attendance requirements of Active membership in prior year(s) shall have the right to vote and/or run for an elected office and/or serve on the Board of Governors and/or propose new members. By 2/3 majority vote, the Board of Governors may Elect to activate or deactivate a junior division for members aged 23-35 years of age, who may conduct their own meetings and programming led by a Junior Division Chair and co-chair in support of the Woman's Club of Norfolk, and remain under the governance and direction of the Woman's Club of Norfolk Board of Governors.

4.2. General Requirements for Membership. Any person desiring membership in the Woman's Club of Norfolk must be genuinely interested in fostering the purposes of the Club. Each Member of the Club shall be responsible for paying such initiation fees and annual dues as may be set by the Board of Governors for her class of membership (yearly rates and/or initiation dues set by Board of Governors every year). All new members, excepting Honorary, are provisional members through their first year of membership and may then be presented to the Board of Governors by the Director of Membership in consultation with the President for either Active or Associate membership, upon which the Board of Governors will conduct a ballot vote (2/3 approval required).

4.3. Active Members. Active Members shall be women, 23 years of age or over, who reside within 15 miles of 524 Fairfax Avenue, Norfolk, Virginia 23507. There shall 2 be the following types of Active Members:

a. Regular Members. Regular Members shall be those Active Members who are 30 years of age or older and who are not Associate, Heritage or Honorary members. The number of Active Members of the Club shall be determined by the Board of Governors every 2 (two) years.

b. Intermediate Members. Intermediate Members shall be those Active Members who are under the age of 30. Intermediate Members shall automatically become Regular Members upon attaining the age of 30 so long as they otherwise continue to meet the requirements of Active Membership.

4.4. Associate Members. Associate members are women who are interested in membership and reside more than 15.1 miles from 524 Fairfax Avenue Norfolk Virginia or women that are interested in membership but do not have Sponsorship. Prospective Associate members may be invited in writing by the Director of Membership Chair and/or

President to attend the annual or bi-annual prospective member social, and following may be invited by the President and/or Membership Chair to complete a membership application, to be approved by the Board of Governors. If approved, Associate Member will be a provisional member for a term of 1 year (first of two years is always provisional), after which she may be presented to the Board of Governors by the Director of Membership, in consultation with the President for associate membership, after two years she may be nominated/sponsored for Active membership by an Active member and additional active members in good standing or remain an Associate member. The number (if any) of non-sponsored provisional or associate members Club will consider will be determined by a 2/3 vote of the Board of Governors, per recommendation of the Director of Membership, every 2 years. Neighbors sharing the Club property borders may join the Club per regular process but may not become Active members, present Active members grandfathered.

4.5. Heritage Members. Heritage Members shall be those Active Members who are nominated and voted for by the Board of Governors for Heritage membership. Heritage members shall have no obligation to pay any future dues in recognition of their years of service and dedication, and receive Honorary Member benefits and status.

4.6. Honorary Members. Honorary Members shall be those Members who are elected as such by the Board of Governors in its sole discretion. Honorary members have no obligation to pay dues, receive active membership level use of club privileges and rates but have no vote or role in WCN governance.

4.7. General Rights and Privileges of Members. Online members handbook specifies service and attendance requirements for all membership classes as well as club use privileges, preferred rates, and other applicable benefits, these may be routinely reviewed by the Board of Governors, all changes require 2/3 board vote. Members, in addition to dues, are expected to contribute time, efforts and make additional donations in support of club activities. Active Members in good standing and having fulfilled all service and attendance requirements of Active membership (attendance at over 50% of meetings, programs and active in two or more committees) per President, Director of Membership, and Treasurer, shall be eligible to vote as provided in these Bylaws, nominate and be nominated to serve on the Executive committee and or on the Board of Governors or its committees. Any Active member in good standing may propose and sponsor a prospective new member for membership, the number of prospective new members an Active member may sponsor will be set by the board of Governors every year. Any active member may be nominated by the President and Executive committee to serve as a Chair on the Board of Governors. Chairs are non-voting members of the Board of Governors and represent their prospective committees and are nominated and appointed by the Executive committee. Heritage Members shall have all the rights and privileges of Active Members, but shall not have the right to vote, serve on the Board of Governors, or hold office and Honorary Members shall have all the rights and privileges of Active Members, but shall not have the right to vote, serve on the Board of Governors, hold office, or propose or sponsor candidates for membership. Associate members will enjoy club privileges, use, and rates as defined in online membership handbook, Associate members may serve on committees.

All Membership classes are eligible to attend meetings and educational sessions for the general membership. Active Members in good standing and having fulfilled all service and attendance requirements of Active membership shall have the right to nominate and vote on the election of the Club's officers and Directors of the Board of Governors and shall have the right to vote on any amendment to the Articles of Incorporation or these Bylaws or any other matter required to be submitted to Active Members for a vote by law. A Member in good standing for purposes of these Bylaws is one for whom the Club's records indicate that her dues and fees have been paid in full, members that have fulfilled all service and attendance requirements of Active membership will be notified prior to a nomination and vote of their eligibility by the Board of Governors and the Director of Membership. Eligibility is determined by Record book at the Club and by President, Treasurer and Director of Membership. Each Eligible Active Member entitled to vote shall be entitled to one vote on each matter presented to the Active Members for a vote. All other rights and privileges of the Members shall be determined by the Board of Governors in its discretion from time to time.

4.8. Number of Members. Except as otherwise provided in these Bylaws, the number of Members to be admitted to each class shall be fixed every 2 (two) years by the Board of Governors.

4.9. Proposing and Sponsoring Membership. Any Active Member in good standing may propose or sponsor a candidate for membership or sign a membership application, in such form as specified by the Board of Governors and Director of Membership. A Member in good standing who knows a candidate and wishes to propose her for membership shall complete and sign, with any pertinent comments, a membership application form. Two additional Active Members in good standing must also sign the membership application form as sponsors. It shall be the responsibility of the proposer and sponsors to make their candidate known to several members on the Board. The Prospective member candidate will be invited by the Director of Membership and her committee, by written invitation, to attend the annual or biannual Prospective member welcome meeting, after which the Director of Membership and/or President in her absence shall present the slate of new provisional members to the Board of Governors who will review application and vote on (2/3 affirmative ballot vote required) approval for one year of provisional membership. After one year, having met the requirements of membership and being in good standing, Director of Membership may present provisional members for Active or Associate membership.

4.10. Legacy Applications. Any Active Member in good standing may present her daughter, daughter-in-law, stepdaughter, granddaughter, mother, mother-in-law, stepmother, or grandmother for membership in the Club by a legacy application to the Board of Governors without obtaining the signatures of any additional sponsors. A daughter, daughter-in-law, stepdaughter, granddaughter, mother, mother-in-law, stepmother, or grandmother of a deceased Member or a Resident or Member who resigned in good standing may be presented for membership by any Member in good standing by a legacy application without obtaining the signatures of any sponsors.

4.11. Election of Members. Candidates for membership shall be voted on by the Board of Governors at the Board of Governors meeting following the annual or ~~biannual~~ prospective member social, after which all prospective members will be informed the week following in writing by the Director of Membership and/or her committee of their membership status. An affirmative secret ballot vote of three quarters of those present at a meeting at which a quorum is present shall be necessary for the election of a Member. Honorary or Heritage memberships may be proposed and voted on throughout the calendar year so long as they are noted prior on the meeting agenda. Membership (Active, Associate, Heritage, Honorary) shall become effective immediately upon an affirmative vote, except that at such time as the total Active membership is within 20 Members of the membership limit, the Board of Governors and Director of Membership may elect to maintain a waiting list by placing candidates who have been elected to Active membership on such list. Each candidate may be voted on once during any fiscal year of the Club. Candidates who fail to be elected on the first presentation to the Board of Governor may be re-proposed for membership after a period of one year has lapsed since the last vote on the candidate's application after which a candidate may not be presented again. It shall be a point of honor with the Board not to elect to membership any candidate without personal knowledge of her good character. It shall be a point of honor that any candidate failing to honor the bylaw decorum clause will not be elected.

4.12. Approval of Membership. A new Member shall be notified in writing (letter, or email) of her admission to membership in the Club. If she fails to respond by payment of the required fees within one month after such notification, without adequate excuse, her name shall be dropped, and she shall be so notified. Any candidate who does not wish to become a Member at the time she is notified of her admission may apply in writing to the Board of Governors to have her name withdrawn without penalty. Her application will be kept on file for 24 months to reactivate if requested.

4.13. Change of Membership Status. An Active Member permanently moving from the resident area for more than a year may request a leave of absence, upon written notification to the Director of Membership. Upon her return, she may resume Active membership without paying another initiation fee. An Active Member who is out of the area for less than a calendar year or who temporality moves from the resident area for more than a calendar year must pay full dues in order to retain her membership as an Active Member. An Active member, after 5 years of service may retain her Active membership regardless of zip code, so long as she remains in good standing and meets requirements.

4.14. Termination of Membership.

- a. Membership in the Club shall be terminated upon:
 - i. Death;
 - ii. Resignation;

- iii. Non-payment of dues in accordance with the policies and procedures established by the Board of Governors; and
 - iv. Suspension or expulsion by the Board of Governors as provided below.
- b. Resignation. Any Member may resign as a Member by written notice to the Director of Membership. The resignation shall be effective as of the date received by the Director of Membership.
- c. Reinstatement of Member.
- i. A former Member who resigned in good standing and desires to become a Member of the Club again shall apply in writing to the Board of Governors via the Director of Membership and, if approved, be readmitted at the first vacancy in the membership list (required 2/3 majority board ballot), upon payment of a reinstatement fee.
 - ii. Any Member whose membership is terminated for nonpayment of dues may apply for reinstatement within 30 days. Reinstatement shall be at the discretion of the Board of Governors. If the application is acted upon favorably, a reinstatement fee and full back dues and fees must be paid unless waived by the Board of Governors. Should a Member's membership be terminated for nonpayment a second time, one year from the time of termination must elapse before the terminated member may be presented for consideration and only upon an application following the regular procedure for election to membership.
- d. Suspension and Expulsion. The Executive Committee may, by an affirmative majority vote of its members then serving, suspend or expel any Member from the Club whose conduct, in their opinion, tends to endanger the good character or welfare of the Club. Before taking this action, the Executive Committee shall notify the Member in writing of the cause of complaint and give her an opportunity to respond. The suspended member forfeits all voting rights for the duration of the suspension period, the length of which will be determined by the Executive Committee. If a second violation occurs during their Club membership, as deemed by majority vote of the Executive Committee, the member will be terminated. Dues and fees are non-refundable.

4.15. Fees and Dues.

- a. All dues are payable in advance. Payment is due within 30 days following the date of notice by the Treasurer. If any Member is 30 days late paying her dues, a second notice shall be sent. If dues are not paid within 30 days after the date of the second notice, the Member shall be notified of automatic termination her membership if dues plus any applicable fine are not paid within two weeks from

date after such notification was sent. All fees and dues are non-refundable, unless exception is granted by a 2/3 majority vote of the Board of Governors.

b. The Board of Governors shall set the initiation fees, dues, and reinstatement fees for all membership Classes every 2 (two) years. The Director of Membership, President and Treasurer shall review and present recommendations to the Board of Governors for vote.

ARTICLE V

MEETINGS OF MEMBERS

5.1. Place and Time of Meetings. Except as otherwise provided in these Bylaws, meetings of Members may be held at such place, either within or without the Commonwealth of Virginia, and at such time as may be provided in the notice of the meeting and approved by the President or the Board of Governors.

5.2. Annual, Business, and Other Meetings. The Annual meeting of members and prospective member social shall be held in September or such other date as determined by the Board of Governors. The business meeting of Members shall be held in May or such other date as determined by the Board of Governors. Other meetings of Members may be held at appropriate intervals between the annual and business meetings as determined by the Board of Governors.

5.3. Special Meetings. Special meetings of the Members may be called by the President or the Board of Governors and shall be called by the President or Secretary upon the written request of seventy-five percent (75%) of Active Members. Only business within the purpose or purposes described in the notice of a special meeting of Members may be conducted at the meeting.

5.4. Record Dates. The record date for determining Active Members entitled to demand a special meeting is the date the first Active Member signs the demand that the meeting be held. Except as provided in the preceding paragraph or in section 2.5, the Board of Governors may fix, in advance, a record date to make a determination of Members for any purpose, such date to be not more than 70 days before the meeting or action requiring a determination of Members. If no such date is set for any meeting of Members then, except as provided in the preceding paragraph, the record date shall be the close of business on the day before the date on which the first notice of the meeting is mailed. If notice is given in any other manner, then the record date shall be the close of business on the day before the date on which the first notice of the meeting is given. When a determination of Members entitled to notice of or to vote at any meeting of Members has been made, the determination shall be effective for any adjournment of the meeting unless the Board of Governors fixes a new record date, which it shall be required to do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

5.5. Notice of Meetings. Written notice stating the place, day, and hour of each meeting of Members and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting either personally or by mail, electronic mail, messenger, facsimile, member portal notice or other means of written communication or by telephoning such notice to each Member of record entitled to vote at such meeting. Date of delivery is when transmitted to the Member at her number or date posted on Member only portal, or sent to electronic mail address as it appears on the records of the Club. If a meeting is adjourned to a different date, time, or place, notice need not be given if the new date, time, or place is announced at the meeting before the adjournment unless the Board of Governors fixes a new record date. However, if a new record date for an adjournment is fixed, notice of the adjourned meeting shall be given to persons who are Members as of the new record date unless a court provides otherwise.

5.6. Waiver of Notice: Attendance at Meeting. A Member may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time of the meeting that is the subject of such notice. The waiver shall be in writing, signed by the Member entitled to the notice, and delivered to the Secretary for inclusion in the minutes or filing with the corporate records. A Member's attendance at a meeting (i) waives objection to a lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (ii) waives objection to consideration of a particular matter at a meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when it is presented.

5.7. Quorum and Voting Requirements. Thirty five percent of eligible Active Members represented in person or by written ballot shall constitute a quorum for the quarterly meetings of Members, and Thirty percent of eligible Active Members represented in person or by written ballot shall constitute a quorum for all other meetings of Members. Once a Member is represented for any purpose at a meeting, the Member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or shall be set for that adjourned meeting. The vote of a majority of the votes entitled to be cast by the Members present or by written ballot at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members unless a greater proportion is required by these Bylaws. Less than a quorum may adjourn a meeting.

5.8. Action Without Meeting. Action required or permitted to be taken at a Members' meeting may be taken without a meeting and without action by the Board of Governors if the action is taken by all the Members entitled to vote on the action. The action shall be evidenced by one or more written consents describing the action taken, signed by all the Members entitled to vote on the action, and delivered to the Secretary of the Club for inclusion in the minutes or filing with the corporate records. Any action taken by unanimous written consent shall be effective when all consents are in the possession of the Club, unless the consent specifies a different effective date and states the date of execution by each Member, in which event it shall be effective according to the terms of the consent.

A Member may withdraw her consent only by delivering a written notice of withdrawal to the Club before the time that all consents are in the possession of the Club. The record date for determining Members entitled to take action without a meeting is the date the first Member signs the consent described in the preceding paragraph. If notice of proposed action is required by law to be given to nonvoting Members and the action is to be taken by unanimous consent of the voting Members, the Club shall give its nonvoting Members written notice of the proposed action at least ten (10) days before the action is taken. The notice shall contain or be accompanied by the same material that would have been required to be sent to nonvoting Members in a notice of meeting at which the proposed action would have been submitted to the Members for action.

ARTICLE VI

BOARD OF GOVERNORS

6.1. **Board of Governors.** The Club shall have a Board of Governors (also known as the Board of Directors). All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Club managed under the direction of, its Board of Governors, subject to any limitation set forth in the Articles of Incorporation. Subject to any limitations of the Articles of Incorporation, the Virginia Nonstock Corporation Act or these Bylaws, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Governors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the governors shall have the following powers:

- a. To appoint and remove all officers of the Corporation subject to such limitations as may appear in the Bylaws, and to prescribe such powers and duties for officers as may not be inconsistent with law, with the Articles of Incorporation, or the Bylaws.
- b. To conduct, manage and control the affairs of the Corporation, and to make such rules and regulations therefor, not inconsistent with law, or the Articles of Incorporation, or the Bylaws, as they may deem best.
- c. To designate any place for the holding of any membership meeting or Board of Governors meeting, to change the principal office of the Corporations for the transaction of its business from one location to another; to adopt, make and use a corporate seal and to alter the form of such seal from time to time, as, in their judgement, they may deem best, provided such seal shall at all times comply with the provisions of law.
- d. To borrow money and incur indebtedness for the purpose of the Corporation and to cause to be executed and delivered therefor, in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debts, and securities thereof.

e. To manage in such manner as they may deem best, all funds and property, real and personal, received and acquired by the Corporation, and to distribute, loan or dispense the same or the income and profits therefrom.

f. To create such trusts, foundations, and subsidiaries, as the Board of Governors shall deem necessary and to appoint the trustees, directors, or other governing officials of such legal entities.

6.2. Number, Election, and Term. The Club shall have 9 voting members of the Board of Governors (such members to be referred to herein as "Governors"). Subject to the provisions of Section 6.3 below, the Club's Board of Governors shall consist of (a) those individuals who are elected by eligible Active Members to hold the following official positions within the Club: President, President-Elect or Vice President, Treasurer, Director of Membership, Recording Secretary, the Director of Communications and (b) Second Vice President who is the immediate Past President, and (c) two Directors of the Gatewood-Martin Foundation, who are appointed by the Board of Governors to serve for a term of six (6) years at the initial upstanding of the Foundation and subsequent four-year terms, in addition 4 non-voting Chairs as follows: Chair, Historical Archivist, Chair, Charitable and Community Engagement, Chair, Educational Programs and Initiatives, Chair, Entrepreneurship Programs and Initiatives shall be nominated by the President and appointed by the Board of Governors and invited to serve on the Board of Governors, Chairs serve for a term of two (2) years while no such Governor who is an officer may serve in that capacity and on the Board for more than two consecutive two-year terms and after serving two consecutive terms shall not be entitled to serve as an elected officer until she has not served for a period of one year or more as an elected officer, unless there is no other Active member nominated, qualified or willing to serve, whereas an additional year may be served. The President and the President Elect shall serve for a term that equals her tenure in office; provided, however, that the President and the President-Elect or Vice President of the Club shall not be entitled to serve as an officer and on the Board of Governors for more than two consecutive two year terms and thereafter shall not be entitled to serve as an officer and on the Board of Governors until she has not served for period of one year or more. Notwithstanding the foregoing, the term of the individual elected to serve as President of the Club may be extended for one year if necessary to permit her to complete her service as President. No individual shall be elected as Governor without her prior consent. Any Board member who shall be absent for more than three regular meetings of the Board during any single fiscal year, shall be considered as having resigned and that office is treated as vacant.

6.3. Eligibility Requirements for Service on Board of Governors. No Member shall be eligible for nomination to the Board until she has been an Active Member of the Club for three years (provisional year counted as one of the three years). Any Active Member appointed to fill an unexpired term of a Governor shall be eligible for election to the Board of Governors provided she shall not have served a term that exceeds the limits as provided in Section 6.2 of this Article. Whenever a governor has a direct or indirect personal or financial interest in a particular transaction or other decision to come before the Board of

Governors, she shall disclose such personal or financial interest to the Board of Governors who shall excuse her from any voting matter pertaining to said conflict.

6.4. Removal; Vacancies. The Board of Governors or the Executive Committee in executive session may remove any Governor, with or without cause, but only at a meeting called for that purpose, and the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of the Governor. The removal of a Governor shall be effective only upon the affirmative vote of two thirds of the remaining Governors or two thirds of the Executive Committee (not including the party to be removed). A vacancy on the Board of Governors, including a vacancy resulting from the removal of a Governor, may be filled by the affirmative vote of a majority of the remaining Governors though less than a quorum of the Board of Governors, and may, in the case of a resignation that will become effective at a specified later date, be filled before the vacancy occurs, but the new Governor may not take office until the vacancy occurs.

6.5. Regular Meetings. The Board of Governors shall hold regular monthly meetings as scheduled by the President. Regular meetings of the Board of Governors shall be held at such places, either within or without the Commonwealth of Virginia, as may be provided in the notice of the meeting and approved by the Board of Governors. If no such place is designated in the notice of a meeting, it shall be held at the principal office of the Club. Member of the Board of Governors are required to attend a minimum of 9 of 12 monthly meetings. Board of Governors members that are unable to meet attendance requirements due to unforeseen circumstances are expected to tender a leave of absence letter or resigns their seat. It shall be a point of honor with the members of the Board of Directors that their proceedings are the business of the Woman's Club of Norfolk, and are therefore to be considered confidential. Any business or discussion undertaken in an executive session of the Board is strictly confidential, any member violating this rule may be removed from the Board. The Discussions and actions taken place in committee or Board meetings should remain confidential as well.

6.6. Special Meetings. Special meetings of the Board of Governors may be called by the President or any four (4) voting members of the Governors of the Club and shall be held at such times and such places, either within or without the Commonwealth of Virginia, as the person or persons calling the meeting shall designate. If no such place is designated in the notice of a meeting, it shall be held at the principal office of the Club.

6.7. Notice of Meetings. Notice of meetings of the Board of Governors shall be given to each Governor not less than forty-eight (48) hours before the meeting, by delivering the same to the Governor in person or to the Governor's residence or business address (or such other place as the Governor may have directed in writing) by mail, electronic mail, messenger, telecopier, or other means of written communication or by telephoning such notice to the Governor. Any such notice shall set forth the time and place of the meeting.

6.8. Waiver of Notice. A Governor may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in the next

paragraph of this section, the waiver shall be in writing, signed by the Governor entitled to the notice, and filed with the minutes or corporate records. A Governor's attendance at or participation in a meeting waives any required notice to the Governor of the meeting unless the Governor at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

6.9. Quorum; Voting. A majority of the number of Governors fixed in these Bylaws shall constitute a quorum for the transaction of business at a meeting of the Board of Governors. The act of a majority of the Governors present at a meeting at which a quorum is present shall be the act of the Board of Governors. A Governor who is present at a meeting of the Board of Governors or a committee of the Board of Governors when corporate action is taken is deemed to have assented to the action taken unless the Governor (i) objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting; or (ii) votes against, or abstains from, the action taken.

6.10. Action Without Meeting. Action required or permitted to be taken at a Board of Governors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each Governor either before or after the action is taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last Governor signs the consent unless the consent specifies a different effective date and states the date of execution by each Governor, in which event it shall be effective according to the terms of the consent.

6.11. Compensation. No governor shall be compensated for her service as a governor, unless otherwise decided by the Board of Governors. Governors may be reimbursed for expenses incurred for the purposes of participating in meetings of the Board and while otherwise acting on behalf of the Club, the Gatewood Martin Foundation exempted.

6.12. Loans. The Club shall not lend money to or guarantee the obligation of a governor except that the Club may provide:

- a. An advance to pay reimbursable expenses reasonably expected to be incurred by a governor;
- b. An advance to pay premiums on life insurance if the advance is secured by the cash value of the policy;
- c. advances pursuant to the Articles of Incorporation or Bylaws;
- d. loans or advances pursuant to employee benefit plans, if any.

6.13. Teleconferencing. One or more governors may participate in a meeting by means of a conference telephone or similar communications equipment through which all governors participating in the meeting can speak to and hear each other at the same time provided that each person entitled to participate in the meeting consents to the meeting being held by such means. Participation by such means shall constitute presence in person at the meeting.

ARTICLE VII

OFFICERS

7.1. Officers. The officers of the Club shall be a President, a President-Elect or Vice President of the Club, a Second Vice President (prior President), a Treasurer, a Recording Secretary, a Director of Communications, and a Director of Membership, who shall also serve as members of the Board of Governors as set forth in Article III of these Bylaws. At the discretion of the Board of Governors, the Club may have one or more other assistant officers as may be deemed necessary or advisable to carry on the business of the Club, but these assistant officers shall not serve as members of the Board of Governors.

7.2. Election and Term of Office.

a. The officers shall be elected by voice vote at the annual Member business meeting. Active members in good standing shall vote on the proposed ballot and newly elected officers shall take office at the beginning of the new fiscal year (June 1).

b. The President, President-Elect and Second Vice President shall hold office, unless removed, for a term of two (2) years. All officers shall hold office unless removed, for a term of two (2) years.

c. The President-Elect shall automatically succeed to the office of President at the expiration of the President's two-year term. The President-Elect shall be an Active Member in good standing who has previously served at least one year as a Governor. Notwithstanding the foregoing, if the office of President becomes vacant, the President-Elect shall become the President for the remainder of the President's unexpired term, and the office of President-Elect shall remain vacant until a new President-Elect is elected. If there is no President-Elect, and the office of President becomes vacant, the Vice President of the Club shall become the President for the remainder of the President's unexpired term, and the office of Vice President of the Club shall remain vacant until a new Vice President of the Club is elected.

d. Individuals may serve as officers for no more than four (4) consecutive years, except that the individual who is serving as President may serve as ~~as an~~ an officer for a fifth consecutive year if necessary to complete her two-year term as President.

e. Any officer may resign at any time upon written notice to the Board of Governors, and no acceptance of a resignation shall be necessary to make it effective.

7.3. Removal. The Board of Governors or the Executive Committee may remove any officer or assistant officer at any time, with or without cause.

7.4. Vacancies. A vacancy in any office (other than the office of the President if there is a President-Elect then serving) because of death, resignation, disqualification or otherwise, may be filled by the Board of Governors for the unexpired portion of the term.

7.5. Duties of Officers.

a. The President shall be Chief Executive Officer of the Club and, if present, shall chair all meetings of the Board of Governors and the Members. The President shall be an ex officio member of all committees except the Nominating Committee. She shall sign checks in the absence of the Treasurer. The President shall supervise all of the affairs of the Club in accordance with policies and directives approved by the Board of Governors, and shall perform such other duties as the Board of Governors may from time to time prescribe. The President shall have the power to change the registered agent and registered office of the Club.

b. The President-Elect or Vice President of the Club shall perform the duties and exercise the powers of the President in her absence or inability to serve. She shall also administer the Club's Strategic Plan.

c. The second Vice President (prior President) shall act in an advisory capacity to Board.

d. The Recording Secretary shall keep a faithful record of all meetings of the Members, the Board of Governors, and the Executive Committee. She shall maintain all minutes with their respective reports in a Binder in the WCN office safe. The Secretary shall give or cause to be given notice of all meetings, and shall perform such other duties as may be prescribed by the Board of Governors or the President.

e. The Treasurer shall authorize the Club accountant to receive dues and moneys of the Club and deposit the same to the Club's account. The Treasurer, or the President may sign any check in an amount not in excess of \$1,000. All checks in excess of \$1,000 (or such other amount as set by the Board of Governors from time to time) must be signed both the Treasurer and the President unless such amount is an approved budgeted expense. The Treasurer shall present monthly reports and the financial condition of the Club at the meetings of the Board of Governors and at the business meeting of Members. The accounts shall be reviewed annually by a certified public accountant appointed by the Board of Governors.

- f. The Director of Communications shall oversee the Communications Committee.
 - g. The Director of Membership shall oversee the Membership Committee.
 - h. In addition, the officers of the Club shall have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be delegated to them from time to time by the Board of Governors and/or President.
- 7.6. Compensation. Officers shall not receive any compensation for their services as an officer of the Club; however, reasonable expenses associated with the discharge of the duties may be reimbursed provided that such expenses are approved by the President.
- 7.7. Loans. The Club shall not lend money to or guarantee the obligation of an officer expect that the Club may provide:
- a. An advance to pay reimbursable expenses reasonably expected to be incurred by an officer;
 - b. An advance to pay premiums on life insurance if the advance is secured by the cash value of the policy;
 - c. loans or advances pursuant to employee benefit plans;
 - d. a loan secured by the principal residence of an officer; or
 - e. a loan to pay relocation expenses of an officer.

ARTICLE VIII

COMMITTEES

- 8.1. Committees. The Club shall have the following standing committees: an Executive Committee, a Budget Committee, a Nominating Committee, a Membership Committee, Historical Archival committee, Charitable and Community Initiatives committee, Educational Programs and Initiatives committee, and Entrepreneurship Programs committee. In addition, the Board of Governors may create one or more additional committees and appoint Members in good standing to serve on them.
- 8.2. Executive Committee. The Executive Committee shall consist of the President, the Vice President (or President elect), the Treasurer, the Director of Membership, and one or more other Governors as appointed by the Board of Governors upon the recommendation of the President. The President shall be the Chair of the Executive Committee. The

Executive Director for review and approval and shall present a written report of her committee's work.

8.6. Other Authority of Committees. To the extent specified by the Board of Governors and except as otherwise provided by law or these Bylaws, each committee may exercise the authority of the Board of Governors, except that a committee may not (i) approve or recommend to Members action that is required by law to be approved by Members; (ii) fill vacancies on the Board of Governors or any of its committees; (iii) amend the Articles of Incorporation; (iv) adopt, amend, or repeal these Bylaws; or (v) approve a plan of merger or consolidation.

8.7. Committee Meetings; Miscellaneous. The provisions of these Bylaws that govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Governors shall apply to committees as well.

ARTICLE IX

CONFLICTS OF INTEREST

9.1. Duty of Governors, Officers, and Employees. The Governors, officers, and employees of the Club shall exercise the utmost good faith in all transactions touching upon their duties to the Club and its property. In their dealings with and on behalf of the Club, they are held to a strict rule of honest and sincere dealing between themselves and the Club. They shall not use their positions, or knowledge gained therefrom, so that a conflict of interests might arise between the Club's interest and that of the Governor, officer, or employee.

9.2. Interest. For purposes of this policy, a person shall be deemed to have an "interest" in a contract, transaction, or other arrangement, or in the same or related business as the Club, if the person is the party (or one of the parties) or is a director, trustee, officer, or general partner of, or has a material financial or influential interest in, an entity that is the party (or one of the parties) contracting or dealing with the Club. Relationships and dealings of the Club with corporations, partnerships, joint ventures, or other entities owned, controlled, or managed by the Club shall not constitute interests under this Article.

9.3. Full Disclosure. Any Governor, officer, or employee having an interest in a contract, transaction, or arrangement presented to the Board of Governors or a committee thereof for consideration, authorization, approval, discussion, or ratification shall make a prompt, full, and frank disclosure of her interest to the Board of Governors at the first meeting of the Board in each year, or before the Board or committee takes action on such contract, transaction, or arrangement. Such disclosure shall include any relevant and material facts known to such person that might reasonably be construed to be adverse or potentially adverse to the Club's interest.

9.4. Standards and Procedures.

a. The Board of Governors shall determine, by majority vote, whether the disclosure shows that a conflict of interests exists or can reasonably be construed to exist.

b. The Board of Governors may request the person to provide factual information regarding the potential or actual conflict of interests and such proposed contract, transaction, or arrangement.

c. If deemed appropriate, the Board of Governors may appoint a non-interested person or committee or subcommittee, respectively, to investigate alternatives to such proposed contract, transaction, or arrangement.

d. If a conflict of interests is deemed to exist, the person having the conflict of interests shall not participate or attend, vote on, or use her personal influence in connection with the discussions, deliberations, or vote with respect to such contract, transaction, arrangement, or related matters affecting the Club.

e. At any meeting of the Board of Governors where such contract, transaction, arrangement, or related matters are under discussion or are being voted upon, a quorum is present if a majority of Governors who have no direct or indirect personal interest in such contract, transaction, or arrangement participate in the vote held to authorize, approve, or ratify such contract, transaction, or arrangement.

f. In order to approve such contract, transaction, or arrangement, the Board of Governors must first find, by majority vote without counting the vote of the interested Governor or Governors, that the proposed contract, transaction, or arrangement is in the Club's best interest and for its own benefit; and the proposed contract, transaction, or arrangement is fair and reasonable to the Club.

g. The minutes of the meeting shall reflect the disclosure made, the persons present for the discussion and vote, the content of the discussion, the vote thereon (including any roll call), and, where applicable, the abstention from voting and participation, and that a quorum was present. The Club shall keep minutes of the discussions and deliberations as part of the minutes of the Club.

9.5. Corrective and Disciplinary Action. The violation of this conflicts of interest policy is a serious matter and may constitute "cause" for removal or termination of a Governor, officer, or employee.

9.6. Annual Disclosures. Governors, officers, and employees of the Club shall annually sign a statement that affirms that such person has received a copy of the conflict of interest policy, has read and understands the policy, has agreed to comply with the policy, and has

disclosed any interest or potential interest that she might have which might give rise to a conflict with the Club. If at any time during the year, the information in the annual disclosure statement changes materially, such person shall disclose such changes and revise the annual disclosure form. The Board of Governors shall regularly review the annual disclosure statements and take such steps as necessary to enforce compliance with this policy.

ARTICLE X

GATEWOOD MARTIN FOUNDATION

10.1 The Board of Governors of the Club shall elect the founding Board of Directors of the Gatewood Martin Foundation to serve an initial six (6)-year term and shall elect subsequent Board of Directors of the Gatewood Martin Foundation for four (4) year terms. The Gatewood Martin Foundation shall present a list of proposed candidates to the Club's Nominating Committee for approval. The Nominating Committee shall inform the Gatewood Martin Foundation of the approval or disapproval of all or some of the proposed candidates. Once a slate has been approved by the Club's Nominating Committee and the Gatewood Foundation, the slate will be presented to the Board of Governors of the Club for election.

ARTICLE XI

INDEMNIFICATION AND INSURANCE

11.1. Right to Indemnification. Each person who was or is a party to or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (hereinafter referred to as a "proceeding"), by any reason of the fact that she, or a person of who, she is the legal representative, is or was a governor or officer of the Corporation or, while serving as a governor or officer of the Corporation, is or was serving at the request of the Corporation as a governor, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, including service with respect to employee benefit plans, whether the basis of the proceeding is alleged action in an official capacity as a governor, officer, employee, or agent or in any other capacity while serving as a governor or officer, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by state law, as it exists or may be amended (but, in the case of any such amendment, only to the extent that the amendment permits the corporation to provide broader indemnification rights than state law permitted the Corporation to provide before the amendment), against all expenses, liability, and loss (including attorney fees, judgements, fines, ERISA excise taxes, or penalties and amounts to be paid in settlement) reasonably incurred by the person in connection therewith, and the indemnification shall continue for a person who has ceased to be a governor or officer and shall inure to the benefit of her heirs, executors, and administrators; provided, however, that except as provided in the next section with respect to proceedings seeking to enforce rights to indemnification, the Corporation shall

indemnify any such person seeking indemnification in connection with a proceeding, or part thereof, initiated by the person only if the proceeding, or part thereof, was authorized by the Board of Governors of the Corporation. To the extent authorized by state law, the Corporation may, but shall not be required to, pay expenses incurred in defending a proceeding in advance of its final disposition. The right to indemnification conferred in this article shall be a contract right.

11.2. Non-Exclusivity of Rights. The right to indemnification conferred in this article shall not be exclusive of any other right that any person may have or acquire under any statute, provisions of the Articles of Incorporation, Bylaws, Agreement, vote of members or disinterested governors, or otherwise.

11.3. Indemnification of Employees and Agents of the Corporation. The Corporation may to the extent authorized from time to time by the Board of Governors, grant rights to indemnification and to payment by the Corporation, for expenses incurred in defending any proceeding before its final disposition, to any employee or agent of the Corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of governors and officers of the Corporation.

11.4. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a governor, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a governor, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture trust or other enterprise, against any liability asserted against the person and incurred by her in any such capacity or arising out of her status as such, whether or not the Corporation would have power to indemnify the person against the liability under these bylaws or the laws of the Commonwealth of Virginia.

11.5. Changes in Virginia Law. If there are any changes of the Virginia statutory provisions applicable to the Corporation relating to the subject matter of this Article, then the indemnification to which any person shall be entitled under this Article shall be determined by the changed provisions, but only to the extent that the change permitted the Corporation to provide before the change. Subject to the next Section, the Board of Governors is authorized to amend these bylaws to conform to any such changed statutory provisions.

11.6. Amendment or Repeal of Article. No amendment or repeal of this Article shall apply to or have any effect on any governor, officer, employee or agent of the Corporation for or with respect to any acts or omissions of the governor, officer, employee or agent occurring before the amendment or repeal.

ARTICLE XII

OTHER FINIACIAL MATTERS

12.1. Property of the Corporation. The title to all property of the Corporation, both real and personal, shall be vested in the Corporation.

12.2. Disposition Upon Dissolution. Upon the dissolution or winding up of the Corporation, or in the event it shall cease to engage in carrying out the purposes and goals set forth in the Bylaws, all of the business, properties, assets and income of the Corporation remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed to a nonprofit fund, association or corporation which is organized and operated exclusively for tax exempt purposes (I.R.C. §501(c)) which are reasonably related to the purposes and goals of this Corporation, as may be determined by the Board of Governors of this Corporation in its sole discretion.

12.3. Contracts. The Board of Governors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to a specific instance but must be in writing. Unless so authorized by the Board of Governors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or render it pecuniarily liable for any purpose or to any amount. When the execution of any contract or other instrument has been authorized by the Board of Governors without specification of the executing officer, the President, either alone or with the Secretary or any Assistant Secretary, may execute the same in the name of, and on behalf of, the Corporation, and any such officer may affix the corporate seal (if any) of the Corporation thereto.

12.4. Voting Stock Owned by the Corporation. The Board of Directors may by resolution provide for the designation of the person who shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of the security holders of any corporation or other entity in which this Corporation may hold voting stock or other securities.

12.5. Appointment and Employment of Advisors. The Board may from time to time appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the Corporation's purposes. The Board is authorized to employ such persons, including an executive officer, attorneys, accountants, agents and assistants as in its opinion are needed for the administration of the Corporation and to pay reasonable compensation for services and expenses thereof.

12.6. Financial Statements and Reports. An independent auditor appointed or approved by the Board shall at such time as the Board determines prepare for the Corporation as a whole a consolidated financial statement, including a statement of combined capital assets and liabilities, a statement of revenues, expenses and distributions, as list of projects and/or

organizations to or for which funds were used or distributed, and such other additional reports or information as may be ordered from time to time by the Board. The auditor shall also prepare such financial data as may be necessary for returns or reports required by state or federal government to be filled by the Corporation. The auditor's charges and expenses shall be proper expenses of administration.

12.7. Liability of Directors and Officers. No governor or officer of the Corporation shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Corporation's assets for payment. Further, neither any officer, the Board nor any of its individual members shall be liable for acts, neglects or defaults of an employee, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following if done in good faith: errors in judgement, acts done or committed on advice of counsel, or any mistakes of fact or law.

12.8. Liability of Members. No member of the Corporation shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Corporation's assets for payment.

12.9. Property Interests Upon Termination of Membership. Members have no interests in the property, assets or privileges of the Corporation. Cessation of membership shall operate as a release and assignment to the Corporation of all right, title and interest of any member, but shall not affect any indebtedness of the Corporation to such member.

12.10. Real Property. No real property owned by the Club may be sold, transferred, subdivided, conveyed, pledged as collateral or gifted without three quarters consent of the Members having voting privileges (active members that have fulfilled service requirements and are in good standing) at a meeting which a quorum is present.

ARTICLE XIII

MISCELLANEOUS PROVISIONS

13.1. Fiscal Year. The fiscal year of the Club shall be determined by the Board of Governors, but in the absence of any determination, it shall be June 1-May 31.

13.2. Interpretation. For the purpose of construing these Bylaws, unless the context indicates otherwise, words in the singular number shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in other genders.

13.3. Decorum Clause. As is the long-standing tradition of the Club, Members are expected to conduct themselves with each other as well as the public, in a manner consistent with the Hallowed mission and vision of this institution. The following behavior is in violation of Club decorum: Screaming, Cursing, Dishonesty, Abuse of Historic House or Contents, Disparaging another Member, Threatening or pursuing legal action against the

Club or any of its members and any conduct, in the opinion of the Executive Committee that tends to endanger the good Character or welfare of the Club. Members will receive a warning, suspension or termination, by the Executive Committee, before taking action, the Member shall be notified in writing of the cause of complaint and have an opportunity to respond. A Member under any disciplinary action may not vote, govern or serve in any leadership position during that period. Prospective or Provisional members whose behavior is in conflict with the Decorum Clause will not be considered for membership. Members terminated due to disciplinary action or member guests that have violated the decorum clause may not be on club grounds or apply or reapply for membership at any future time. Any disciplinary actions are discussed only by executive committee in executive session. Any allegations of impropriety, or violations of decorum must be made in writing to President, or any officer and will be brought to the attention of the executive committee in executive session. Any documents and/or minutes associated with such are kept locked in the President's safe in the Club office.

13.4. Tradition. As is the long-standing tradition of the Club, Members display and fly only the American flag on Club Premises, recite the pledge of allegiance and the Club Collect.

13.5. Checks. All checks, drafts, or other orders for the payment of money shall be signed by such Officer or Officers or such other person or persons as the Board of Governors may from time to time designate.

13.6. Contracts. All contracts, notes or other evidences of indebtedness, and leases of space for the Club shall be signed by such officer or officers or such other person or persons as the Board of Governors may from time to time designate.

13.7. Records. The Club shall keep as permanent records minutes of all meetings of its Board of Governors and any designated body, a record of all actions taken by the Board of Governors, or members of a designated body without a meeting, and a record of all actions taken by a committee of the Board of Governors or a designated body on behalf of the Club. A Club shall keep a copy of the following records at its principal office:

- a. Articles of Incorporation or restated Articles of Incorporation and all Amendments to them currently in effect;
- b. these Bylaws or restated Bylaws and all Amendments to them currently in effect;
- c. minutes and records described in this section for the past three (3) years;
- d. a list of the names and home addresses of its current governors, officers and members; and
- e. the most recent annual report filed with the Virginia State Corporation Commission.

13.8. Amendments to Bylaws. These Bylaws may be amended or repealed, and new Bylaws may be made by the affirmative vote of two-thirds (2/3) of those Members having voting privilege (Active members that have fulfilled service requirements and are in good standing) at a meeting at which a quorum is present. A three-quarter (3/4) majority Board vote is required prior to the vote of the Members.

13.9. Amendments to the Articles. The Articles of Incorporation may be altered or amended, or new Articles adopted, at any meeting of the Board of Governors, by a vote of a majority of the governors in office, if at least ten (10) days written notice is given of the intention to take such action at such meeting.

13.10. Dissolution of Club. The dissolution and termination of the Club shall require the unanimous vote of the Board of Governors and Seventy-five percent (75%) vote of the members having voting privileges (active members that have fulfilled service requirements and are in good standing) at a meeting which a quorum is present respectively.

These Bylaws have been accepted and approved by the Governors and Voting Members as of Nov. 28, 2018.

The Woman's Club of Norfolk, Virginia

By:

Its: President

Craig P. P. P.

Bylaw Amendments for Board of Governors vote and Active
General Membership Vote 5/21/2019

Article IV Members: section 4.1 presently reads:

The Woman's Club shall have 4 classes of members: Active, Associate, Heritage and Honorary. The Club may have such other additional classes of Members as may be designated by the Board of Governors

Addendum:

Addition of "Friend of the Woman's Club of Norfolk" membership class requiring no proposer, with no service requirements or benefits, requires application and dues. Reason for change: to welcome community members or any supportive individuals with interest in the club

Board of Governors vote 5/21/2019 Maker of motion: Wendy Auerbach

Seconded by: Paige Rose In favor of: 7/7 present Motion was carried by ¾ vote

Article VIII Committees: Section 8.3 presently reads:

c. Any Active member in good standing may propose to the Nominating Committee a candidate for the Board of Governors by submitting a written letter to the Club's office by January 15th. No member shall be nominated without her prior consent. No floor nominations at the business meeting will be accepted.

Addendum:

c. Any Board of Governors member in good standing may propose to the Nominating Committee a candidate for the Board of Governors by submitting an email to the Nominations Committee prior to their Nominations committee meeting. Reason for changes: part a: Date of January 15 too

**restrictive, part b: requiring a letter to be written too
restrictive, part c: Board has best knowledge of qualified
members**

Board of Governors vote 5/21/2019

Maker of motion a: Sheila seconded: Wendy motion carried by $\frac{3}{4}$ vote: 7/7
present yes

Maker of motion b: Sheila seconded: Wendy motion carried by $\frac{3}{4}$ vote: 7/7
present yes

Maker of motion c: Sheila seconded: Wendy motion carried by $\frac{3}{4}$ vote: 7/7
present yes

**General active membership ballot vote 5/21/2019 ballot carried 16 members
attended GM meeting, 11 eligible active voters**

Part a: yes or no yes 10

Part b: yes or no yes 10

Part c: yes or no yes 10

**Bylaw Amendments for Board of Governors vote and Active
General Membership Vote September General Membership
meeting**

**General Requirements for Membership 4.2 General Requirements
for Membership.**

Any person desiring membership in the Woman's Club of Norfolk must be genuinely interested in fostering the purposes of the Club.

Each Member of the Club shall be responsible for paying such initiation fees and annual dues as may be set by the Board of Governors for her class of membership (yearly rates and/or initiation dues set by Board of Governors every year.) **All new members, excepting Honorary, are provisional members through**

their first year of membership and may then be presented to the Board of Governors by the Director of Membership in consultation with the President for either Active or Associate membership, upon which the Board of Governors will conduct a ballot vote (2/3 approval required).

Addendum:

Upon Board of Governors approval, after six months of membership in the Woman's Club of Norfolk, a Provisional member and a Friend of the Club may become an Associate Member. After one year of membership, those members may be presented to the Board of Governors by the Director of Membership in consultation with the President for either Active membership or to continue their Associate membership for another six months, upon which the Board of Governors will conduct a ballot vote (2/3 approval required).

Board of Governors vote 4/09/20 Maker of Motion: Sheila
Kilpatrick

Seconded by Paige Rose In favor 6/6 present . Motion was
carried by $\frac{3}{4}$ vote

General active membership ballot vote 9/10/2020 ballot carried by 100% approval from 10 voting members.