



# *The Friendly Daughters of St. Patrick of Maryland*

## *Bylaws*

*Approved as of February 22, 2020*

### **Article I**

#### **The Organization**

The Society of the Friendly Daughter of St. Patrick of Maryland, Inc. (hereinafter referred to as “The Society”) is an order of women of Irish decent, operating as a 501 C-3 Charitable Organization.

### **Article II**

#### **Membership**

- A. Women, age sixteen years and over, being natives or descendants of natives of Ireland and of good moral character, shall be eligible for admission to active membership.
- B. Application for membership shall be in writing in such format as approved by the officers of The Society. The applicant shall include an attestation of her lineage from Ireland on the application. The application shall bear the signature of the applicant and shall be approved at the discretion of the officers of The Society.
- C. The Society may confer honorary membership on anyone (regardless of Irish heritage) providing that person is proposed by a member in good standing and approved by a majority of the officers of The Society. Honorary members are not allowed to vote or hold office.
- D. Any member found guilty of engaging in activity reflecting discredit on The Society or its officers shall be liable to censure, suspension, or expulsion at the discretion of the Board of Directors (the “Board”).

### **Article III**

#### **Dues and Participation**

- A. The annual dues shall be set by the Officers of the Society.
- B. Dues shall be payable as of January 1<sup>st</sup> of each year, with a grace period up to the next general meeting of the membership.
- C. Society participation requirements include attending a minimum of two (2) of the four (4) quarterly membership meetings, AND participation in a minimum of two (2) events/activities of our three charitable organizations.

- D. Members who fail to pay their dues annually and/or do not uphold participation requirements shall be considered not in good standing and ineligible to vote or hold office.
- E. Members who have not paid their dues or met the participation requirements are considered not in good standing. Good standing status in The Society can be reinstated when dues are paid and participation requirements are met.
- F. Dues for any current member in good standing may be waived by a majority of the Board after consideration, but no member shall be granted a dues waiver for more than two (2) consecutive years.

#### **Article IV**

##### **Officers**

- A. The Society shall be governed by elected Officers consisting of: President, Vice President, Secretary, and Treasurer who shall be duly elected by the membership.
- B. Officers are elected for a two-year term beginning on January 1<sup>st</sup> and ending midnight on December 31<sup>st</sup> with a limit of two consecutive terms, unless a person succeeds or is appointed/elected to an Officer position to fill a vacancy, in which case her term will expire at the end of the original two-year period. The Treasurer may run continuously and, at the discretion of the Board, be exempt from the term limitations included herein.
- C. The President shall be the Chief Executive Officer of The Society.
- D. Officers and Board may be removed from their positions for non-performance, continued absences or conduct reflecting discredit on The Society as recommended by the Resolutions Committee. Motions for such action will be submitted to the Officers and Board for a decision. A majority vote will determine the outcome.
- E. The Order for Succession for the Officers:
  - a. Office of President shall be filled by the Vice President;
  - b. Office of Vice President shall be filled by the Secretary;
  - c. Office of Secretary shall be appointed by the President if one year or less remains on the term, if more than one year remains, the Secretary position will be elected by the general membership for the remainder of the term; and
  - d. Office of Treasurer shall be appointed by the President.

In each case a position is appointed by the President. The Board, through a majority vote, will confirm the appointment. If an appointment is not confirmed by the Board, the position will be filled by a vote of the full membership, with the President's appointee a one of the persons on any such ballot.

## **Article V**

### **Board**

- A. The Board shall consist of the most recent Presidents and four additional members appointed by the President.
- B. The immediate past President shall be the Chairperson of the Board
- C. The Board shall have the following responsibilities:
  - 1. Oversight on elections and procedural issues; and
  - 2. Assist and advise the President of the Society.

## **Article VI**

### **Committees**

- A. The Membership Committee shall oversee recruitment, participation, and approval of all new members
  - 1. This Committee shall consist of at least three members appointed by the Board.
  - 2. The Chairperson of the Committee shall be appointed by the President.
- B. The Finance Committee shall oversee the financial, tax, and insurance matters of The Society.
  - 1. The Finance Committee shall consist of five members including, but not limited to, the Vice President, the Chair of the Finance Committee (who shall be appointed by the President), the Treasurer, and at least one member at large.
  - 2. The Committee shall report to the Officers of the Society.
  - 3. The Committee, including the Vice President, shall complete and report on an annual audit to the Board.
- C. The Nominating Committee shall select and deliver a list of nominees to the Board for the following election cycle:
  - 1. The Committee shall consist of five members selected by the President by September 1 of each year.
  - 2. The Committee shall issue a call for nominations for the positions of Officers for their review and possible inclusion on the ballot.
  - 3. The slate of nominees shall be presented no later than 15 days prior to the election.
- D. The Resolutions Committee shall address specific grievances within The Society.
  - 1. The Chair of the Resolutions Committee shall be appointed by the President. Two additional members shall be chosen for the committee through a process to be determined by the Chair of the Committee (e.g., request for volunteers, individual selection).
  - 2. Any grievances submitted to the Committee must be defined in writing outlining the specific allegations.
  - 3. Within five (5) business days of receipt, the written grievance will be provided to the accused party (and/or parties) as they will then be given the opportunity to respond in writing to the Committee within the next five (5) business days.

4. The Committee will meet with all parties within five (5) business days of receiving the response of the accused party (and/or parties) to investigate the allegations.
  5. The Committee has up to 30 days following those meeting(s) to make recommendations to the Board.
  6. The Board will take appropriate action(s) at the meeting of the Board following receipt of the Committee's recommendation(s).
  7. The accused party's (and/or parties') membership status will remain current throughout the resolutions process until the Board makes a final decision.
- E. The Bylaws Committee shall review and process Board approved submission for vote by The Society in accordance with Article XII Amendments.
- F. Other committees may be formed as needed by the President and will report to the Officers of The Society.

## **Article VII**

### **Duties of Officers**

#### **A. President**

1. Shall president at all meetings and functions of The Society and perform all other duties specifically assigned to her by these Bylaws.
2. Shall appoint the members and chairs of such committees as provided for in these Bylaws and form other committees as needed or desired.
3. Shall authorize chairs of committees to sign contracts and agreements on behalf of The Society.
4. Shall, jointly with the Treasurer, be empowered to disperse the funds of The Society as directed by the Officers.
5. Shall be empowered to call special meetings of The Society under such terms and conditions as she deems necessary and proper.

#### **B. Vice President**

1. Shall assist the President and conduct scheduled meetings in the President's absence.
2. In the event of the death, resignation, or removal of the President, the Vice President shall succeed into that office.
3. Shall ensure a yearly audit of The Society's finances prior to any elections that may occur during the fiscal year.

#### **C. Treasurer**

1. Shall keep the monies and securities of The Society including: deposits, withdrawals, transfers, purchase and sale of securities, as approved by the Officers.
2. Shall require and keep all fiscal records of The Society for a period of no less than seven years to ensure compliance with any and all audit requirements.
3. Shall pay all customary obligations of The Society and those approved by the Officers.

4. Shall keep suitable and proper books of account and record therein all receipts and disbursements.
  5. Shall render a report of the finances of The Society at all Board and quarterly membership meetings.
  6. Shall assist the Finance Committee in filing the necessary tax return at the end of each fiscal year.
  7. Shall submit The Society's 990's and Annual Registration to Maryland State Secretary by the appropriate filing dates.
  8. Shall ensure timely submission of all documentation to the IRS to ensure The Society maintains its designation as a 501 C-3.
- D. Secretary
1. Shall keep an account of all proceedings and present the minutes of each meeting for approval to the Board and/or General Membership, as applicable.
  2. Shall require and keep all records of The Society for a period of no less than five years to ensure compliance with any and all audit requirements.
  3. Shall keep attendance logs for all meetings/events where attendance is taken.
  4. Shall send out meeting notices at least ten (10) days prior to the scheduled meeting date.
  5. Shall tend to correspondence of The Society whenever necessary.
  6. Shall perform other duties as deemed appropriate by the Officers.

## **Article VIII**

### **Meetings**

- A. The Society shall hold four (4) quarterly meetings of the entire general membership annually.
  1. Notice of these meetings shall be emailed out by the Secretary at least ten (10) days prior to the meeting.
  2. A minimum of 51% of the members in good standing will be required for a quorum, with the inclusion of counting absentee ballots for members in good standing when applicable.
  3. All meetings of The Society will follow Robert's Rules of Procedures.
    - i. Voting on issues following Robert's Rules of Procedures will be determined by a voice vote or a show of hands, unless the Board requires a roll call.
  4. Majority will rule, unless otherwise stipulated in these Bylaws.
- B. Officer Meetings will generally be held monthly and no less than quarterly.
  1. Will consist of elected Officers, the Board, the Parliamentarian (duly appointed by the President) and others as deemed necessary by the President.
  2. A minimum of four members of the Board is required for a quorum.
  3. Officers must be notified a minimum of ten days (10) days prior to a meeting.
- C. Committee meetings are held at the request of the Chair of the appropriate Committee.

## **Article IX**

### **Election of Officers**

- A. Elections shall be held bi-annually at the fourth quarter general meeting.
- B. The President of The Society shall appoint a nominating committee as provided for in Article VI of the Bylaws.
- C. The Nominating Committee shall deliver a proposed slate of candidates to the Board by October 1<sup>st</sup> of each election year.
- D. A member seeking to run for an office or seeking to nominate a member in good standing for an office must provide such information to the Nominating Committee at least 10 days prior to the election for their review.
- E. The Secretary shall inform all member of The Society in good standing of the proposed slate at least 15 days prior to the stated general election meeting.
- F. The Nominating Committee shall run the election.
- G. If there are any uncontested offices, the Secretary shall cast one vote for the nomination and that will be sufficient for election of that member to the office. All other contested offices will require a written ballot.
- H. Only members in good standing at the time of the election may run for office and be allowed to vote.
- I. Absentee ballots, as formally determined by the Nominating Committee, shall be made available to all members in good standing who are unable to attend the fourth quarter general membership meeting. The request needs to be made to the Nominating Chair one (1) week prior to the election. All ballots shall be delivered, via email, to the Nominating Chair 48 hours before the time of the election in order to be accepted in the final tally of votes.

## **Article X**

### **Funds of the Society**

- A. The Finance Committee shall oversee the operating and trust funds of The Society. As detailed in Article VI this shall be a standing committee.
- B. An operating budget will be prepared by the Finance Committee prior to the first quarter general membership meeting. The Budget shall be prepared in collaboration with the Committee Chairs and presented to the President and Board for approval.
- C. Financial decisions involving the day-to-day operations of The Society will be decided by a majority vote of the Finance Committee and reported to the Board at the next meeting.
  - a. 50% of the Finance Committee shall constitute a quorum
  - b. Committee votes and actions shall be recorded and delivered to the Secretary for inclusion in the minutes.

- D. Extraordinary expenses (e.g., purchases, donations, unbudgeted and non-traditional expenses exceeding \$300, capital expenditures, etc.) will be presented to the Officers for approval. Majority vote will rule.

## **Article XI**

### **Expenses of the Society**

- A. Committee Chairs are authorized to contract expenses that are reasonable, customary, and within submitted budget for the function for which they are responsible. Any item that is a significant increase (15% or more) over the previous year or different from those historically associated with the function shall be brought to the President (who shall consult with the Treasurer) prior to the commitment on that expense for approval.
- B. All invoices for payment of function expenses shall be reviewed and approved by the Committee Chair prior to the presentation to the Treasurer for payment.
- C. Total expenses for a fiscal year shall not exceed the annual budgeted amount without prior authorization of the Board, except as allowed in Section XI.A above.
- D. Miscellaneous Expenses: From time to time, certain other minor expenses may be incurred on behalf of The Society by a member of the Board. Said expenses shall be considered reimbursable if the following criteria are met:
  - a. Those expenses were incurred while acting on behalf of The Society and are reasonable.
  - b. A receipt and brief written explanation supporting the expense(s) is given to the Treasurer.
  - c. The expense(s) do not exceed \$150.
- E. Exceptions to the above or items not specifically addressed in this Article must be approved in advance by the Finance Committee or the expenses will not be considered reimbursable.

## **Article XII**

### **Amendments**

- A. To amend these Bylaws, a formal request in writing, must be made by a member in good standing to the Board.
- B. Request Requirements:
  - a. Any such request must include the assent of at least 15 members in good standing as demonstrated by their signature on the request.
  - b. The request must include the approved Bylaw which is being amended by the request.
  - c. The request must include the specific amendment being proposed.
  - d. The request must include a justification for the requested amendment.

- C. Should an Officer request an amendment to the Bylaws, she must either have the required 15 signatures or the support of the majority of the Board, to submit such a request.
- D. Upon receipt of a request to amend the Bylaws, the President shall convene a Bylaws Committee to review the changes for legal sufficiency and appropriateness. If the request is deemed legal and proper, the Committee shall issue a finding to the Officers at the next scheduled Board meeting.
- E. Upon receipt of the finding of the Bylaws Committee, the Board shall vote to proceed to send the proposed amendment to the general membership for its consideration. A majority shall rule.
- F. Notice of any meeting to amend the Bylaws must be sent by the Secretary at least ten (10) days prior to the date of that scheduled meeting. A copy of any amendment, as well as a copy of the current Bylaw, must be included with the meeting notice.
- G. The Society Bylaws may be amended by a two-thirds (2/3s) vote as cast at that general membership meeting. The Board may require a Roll Call or ballot vote.

### **Article XIII**

#### **Ownership**

- A. All paraphernalia of The Society shall remain its sole and exclusive property.
- B. Prior written consent must be obtained for the use of the logo and/or symbols of The Society.
- C. Any agreements with vendors to produce materials for The Society that includes it symbols or logos must include a clause that reserves the ownership of such images for The Society.

These Bylaws were approved as amended by vote of the membership on February 22, 2020.