



## **Article I – Management**

### **Section 1. – Executive Committee**

The Officers of the club comprising the Executive Committee shall be the President, First Vice President, Second Vice President, Recording Secretary, and Treasurer.

The Executive Committee functions as a steering committee, addressing issues and managing governance for the Board of Directors. It has the authority to act on behalf of the Board of Directors in urgent situations or between board meetings.

The Executive Committee is entrusted with authority to mediate disputes within the club requiring impartiality and a focus on preserving harmony.

Each member of the Executive Committee is permitted to hold only one additional WCGL leadership position at any given time.

The Executive Committee President and Secretary can only hold one position at a time.

### **Section 2. - Board of Directors**

The Executive Committee together with Directors and Parliamentarian constitute the Board of Directors. The Board of Directors embodies leadership, decision-making authority, and the vision necessary to steer WCGL toward success.

The Board of Directors are responsible for governing the organization, ensuring strategic decisions and key operational steps are implemented effectively to achieve the organization's overarching goals, and managing its resources effectively.

### **Section 3 – Directors**

The Directors are appointed by the President and are automatically a member of the Board of Directors. Their role is to implement on a day-to-day basis, WCGL vision and direction determined by the Board of Directors.

#### Section 4. – Parliamentarian

The Parliamentarian is appointed by the President as a non-voting member of the Board of Directors responsible for ensuring the most current revisions (s) of the WCGL governing documents including but not limited to the Articles of Incorporation, Bylaws, Standing Rules and Code of Conduct are current and published on the website.

The Parliamentarian functions as a consultant and advises WCGL on meeting rules and conduct based on the Articles of Incorporation, Bylaws, Standing Rules, and the latest version of Robert's Rules of Order.

#### Section 5. – Term of Office

The term of Office is one (1) year beginning June 1 and ending May 31 st the following year. No Officer serves more than two (2) consecutive terms in the same office without the approval of the Board of Directors and a simple majority vote of club members.

#### Section 6. – Vacated Elected Officers

The First Vice President assumes the role of President if the current President is unable to continue in office. Elected positions that become vacant during the year will be filled through an appointment by the President, subject to the approval of a simple majority of the Board of Directors.

Officers appointed to fulfill a vacated position may serve an additional two terms.

#### Section 7.- Resignation

An Officer or Director may resign by submitting a written request to the President or if the resigning officer is the President to the Board of Directors.

#### Section 8. - Removal

An Officer may be removed as determined by two-thirds (2/3) vote of the Board of Directors. Grounds for removal may include but not limited to 1) failure to fulfill the duties and responsibilities of the office, 2) a violation of club bylaws, conduct standards, or governing documents or 3) an inability to perform the duties due to their prolonged absence.

#### Section 9 – Board of Directors and Member Compensation

The Board of Directors and WCGL members serve in their capacities as Officers or Directors without receiving compensation. Officers, Directors, and members will be reimbursed for all authorized and budgeted expenses incurred on behalf of WCGL.

## Section 10. – Dissolution of the Organization

### Authorization of Dissolution

The dissolution of WCGL may be affected through the adoption of a resolution approved by a majority vote of the Board of Directors. Subsequently, the dissolution process must be approved by a majority vote of the members in a special meeting called for this purpose. Written notice of a dissolution meeting will be distributed to all members at least 30 days prior to the scheduled date.

### Disposition of WCGL Assets

After settling all outstanding debts and liabilities, any remaining assets will be distributed equally among current living members with known mailing addresses.

### Final Reporting and Compliance

WCGL will complete all required final reports, tax filings, and legal documentation for dissolution as required by federal, state, and local laws. The Treasurer will oversee this process as directed by the Board of Directors.

## **Article II- Authority and Duties of Officers and Directors**

### Section 1. – Officers

The Officers have the authority and responsibility delegated by the Board of Directors, the WCGL Articles of Incorporation, the Bylaws and Standing Rules as follows:

#### Section 2. - President

The President provides leadership for WCGL and is responsible for upholding the organization's goals, mission, and values. She guides the organization's strategic direction towards sustainable growth and effective governance, overseeing the execution of policies and initiatives.

President presides over all General Membership, Board of Directors, Executive Committee, and special meetings.

The President appoints Directors and ad hoc committees or positions. The roles and responsibilities associated with these appointments are specified at the time they are established.

The President is an ex officio member of all committees-except the nominating committee and acts as the official representative of the club in all external affairs.

### Section 3 – First Vice President

First Vice President plans and executes General Meeting programs and events with the approval of the President and supports the President in leading the club's activities, initiatives, and meetings. This includes stepping in to preside over meetings or events in the President's absence.

### Section 4 – Second Vice President

The Second Vice President is the coordinator of all Special Interest Group (SIG) Chairs and acts as a liaison between the President and the Chairs. This position involves ensuring that committee activities align with the WCGL's mission and objectives and adhere to their financial parameters.

### Section 5 - Recording Secretary

The Recording Secretary is responsible for maintaining WCGL's official records. This role involves accurately documenting and preserving all actions and resolutions from the Executive Committee, Board of Directors, and General Membership meetings. The minutes of the previous General Membership meeting will be posted on the WCGL website in the "Membership Only" section. A copy of all approved minutes will also be provided to the President.

The Recording Secretary ensures all documentation complies with the Bylaws and Standing Rules of WCGL, and all applicable laws governing 501(c)(7) organizations.

It is the responsibility of the Recording Secretary to retain records for the required legal duration and provide them when requested by the appropriate authority.

The Recording Secretary performs duties as assigned by the President or Board of Directors.

### Section 6 – Treasurer

The Treasurer is responsible for fiscal management and oversight to support the organization's objectives. This role involves managing the club's financial accounts and creating financial reports that are clear, accurate, and submitted on schedule.

The Treasurer oversees the preparation and submission of all necessary IRS forms, working in conjunction with a CPA to ensure an annual review of the organization's accounts. Additional responsibilities include partnering with the Board of Directors to develop and administer the club's budget, securing appropriate liability and directors' and officers' insurance, and chairing the ad hoc Finance Committee.

### Section 7 - Directors

Directors are appointed by and have the authority and responsibility delegated by the president. Directors are responsible for organizing their meetings, delegating/ accomplishing tasks, and reporting progress to the Board of Directors to ensure operational success and proper allocation of resources for their areas.

## Section 8 - Signature Authority

Both the President and the Treasurer have the authority to sign checks. The execution of contracts on behalf of WCGL is reserved exclusively for the President; however, in the President's absence, this contractual authority is delegated to the First Vice President.

Budgeted financial commitments require authorization from the Board of Directors before implementation. Special Interest Group (SIG) chairs must obtain both contract and financial approval from the Second Vice President.

## Article III – Membership

### Section 1 – Eligibility

Membership is available to women who live or work within the City of Lakeway, the Lakeway ETJ, the Village of the Hills, and the southeastern geographic areas located west of 620 and north of 71 to the current Lakeway and Lakeway ETJ borders, including the Bella Colina / Terra Colina community. Members who later relocate outside these areas may continue their membership. Non-resident property owners, regardless of prior membership, may continue to be or become WCGL members:

### Section 2 – Non-Member Meeting Attendance

Women eligible to join the club are welcome to attend one (1) General Membership meeting or event before joining. Houseguests of members shall be welcomed at all General Membership meetings.

### Section 3 – Membership Expectations

Members agree to adhere to WCGL Articles of Incorporation, Bylaws, Standing Rules, the Code of Conduct, and the Release of Liability and support the organization's objectives to promote social, cultural, and intellectual growth. Should a member act in a way that is incompatible with the positive interest of WCGL, the Executive Committee will review the situation and decide appropriate action up to and including revocation of membership.

WCGL Code of Conduct:

Outlines expected behaviors and standards for members of WCGL providing a framework for decision-making and fostering a positive environment.

- Support WCGL initiative and Board Decisions.
- Respect the opinions, perspectives, and differences among individuals.
- Present a positive attitude and conduct myself in ways that serve the best interests of WCGL.
- Show respect and appreciation for the abilities, qualities, contributions, and achievements of fellow members.
- In all communications and interactions, be sensitive, considerate, thoughtful, attentive, and polite honoring the feelings, rights, and traditions of both our membership and those we serve.

- Demonstrate integrity, honesty, and trustworthiness, and disclose any conflicts of interest where personal interests may, or are likely to, conflict with the best interests of WCGL.

#### Section 4 - Conflict of Interest

All members must act with integrity, prioritizing the club's mission over personal gain. Conflicts of interest arise when personal, financial, or professional interests interfere with club duties.

Any Officer, Director, or WCGL member having an interest in a transaction presented to the Board of Directors must provide full disclosure to the Board of Directors for an open discussion prior to action being taken on the transaction. If the Board of Directors determines that such a conflict exists, the person will not be allowed to discuss or vote on the transaction or be counted in the quorum.

#### Section 5 – Limitation of Liability

No Officer, Director of the corporation or its members will be personally liable to the corporation for monetary damages resulting from any act or omission in the execution of Officer, Directors' or member's duties. Exceptions for liability include any Officer or Director breach of duty or loyalty to the corporation or its members, any act or omission not in good faith that involves intentional misconduct or a knowing violation of law for any transaction in which the individual might receive an improper benefit.

##### WCGL Release of Liability

In consideration of my being accepted as a member by WCGL and being permitted to attend social and other events held or hosted by the WCGL, I, agree to fully release and hold harmless the WCGL and its current and future directors, officers, members employees, principals and agents from any claims, liabilities, losses, demands, causes of action (including personal injury or death), suits and expenses (including court costs and attorney fees), which may directly or indirectly be connected to the WCGL and/or my presence at any social and other event held or hosted by them, whether arising from negligence or intentional conduct or omission.

I understand that the risks, dangers, and ill-effects inherently associated with social events can include food, drink, alcohol, traveling into unknown neighborhoods, nighttime travel and events, strangers, and premises dangers such as tripping and falling. I understand that this list of risks and dangers is not intended to be an exhaustive list of risks, and I intend this Release to be construed broadly and to encompass all risks and injuries.

I understand that the WCGL does not perform background checks on its current, future, or prospective members.

I understand that the current and future directors, officers, members, employees, principals, and agents are relying on my signing of this Release and would not otherwise volunteer, serve, organize events, or permit my participation without my execution of this.

I further agree to indemnify each party described above should such party suffer any claims, liabilities, losses, demands, causes of action, suits and expenses (including court costs and attorney fees), caused directly or indirectly by my negligent or intentional acts or failures to act, or if such acts or failures to act

are directly or indirectly caused by me or by any person in my family or guests while participating in the WCGL activity.

My WCGL membership indicates agreement and acceptance on behalf of all minor children (under 18 years of age) under my care in attendance. I acknowledge that I am under no pressure to sign this Release and have been advised to consult with my attorney if I have any doubts about the advisability of agreeing to this.

## Section 6 – Photo Release Agreement

The Photo Release Agreement alerts members to the possibility of photos being taken and the possible future use of the photo on WCGL material. If a WCGL member prefers not to be photographed, it is her responsibility to ensure that she is not present in the area where photographs are being taken.

## Article IV – Nominations for Executive Committee

### Section 1 - Nominating Committee

The Nominating Committee consists of five (5) members appointed by the following officers of the Executive Committee: President, First Vice President, Second Vice President, Recording Secretary, and Treasurer.

In addition, the Parliamentarian shall chair the Nominating Committee as a non-voting member. Only the results of the Nominating Committee deliberations shall be announced. All-discussions shall be kept strictly confidential in perpetuity.

### Section 2. – Officers’ Qualifications

The qualification for nominations as President, First Vice President or Second Vice President shall include one year’s previous experience on the Board of Directors, not necessarily the year preceding the year of nomination.

### Section 3. – Nomination Process

The Executive Committee's nominating process begins in December for the leadership positions of the forthcoming year. The slate of officers will be disseminated electronically to WCGL members by February. Additional nominations from the general membership, subject to prior consent, will be accepted electronically for a period of one (1) week.

## Article V - Election of Executive Committee

### Section 1. - Voting Privileges

Members who have paid their membership for the current year are eligible to vote in any election.

## **Section 2. - Voting Method**

A voting period will be conducted for forty-eight (48) hours via the WCGL's secure and anonymous online platform, allowing remote access for all participants.

Each member may cast one (1) vote per position.

## **Section 3. – Election Results**

After voting, the Parliamentarian and one person from the nominating committee will verify the count and resolve any discrepancies or challenges in a fair and transparent manner. Winners are determined by a simple majority of votes.

## **Section 4 -Communication of Results**

Election results will be reported to all members via email within four (4) days following the voting conclusion and announced at the subsequent General Membership meeting.

## **Section 5 - Transition Period**

To facilitate a seamless Executive Officer transition, from March until the new Executive Board installation, outgoing officers provide comprehensive training and documentation to their successors and remain available for consultation as needed.

## **Section 6 – Installation of Officers**

The installation of officers for the incoming year shall take place at the May General Membership meeting. If an in-person meeting is not possible, the current President decides with the incoming Executive Committee how members will be sworn in prior to June 1<sup>st</sup> of that year.

## **Article VI – Dues**

Annual Dues are determined by the newly elected Board of Directors.

## **Article VII – Meetings**

### **Section 1 - General Membership Meeting Times**

General membership meetings of the club will be held on the fourth Monday of each month as determined by the Board of Directors.

The annual General Membership meeting will be held in September.

## Section 2 – Board of Director Meeting Times

Meetings of the Executive Committee and the Board of Directors may be called at the discretion of the President or at the request of a quorum of the Board of Directors.

## Section 3 – Remote Meetings and Proceedings

The Executive Committee or the Board of Directors may conduct official business through electronic meeting services or by teleconference if members can participate at the same time and can be heard and fully participate in the same manner as during an in-person meeting.

The minutes of these meetings and proceedings will be officially documented and archived.

# Article VIII – Quorums

## Section 1 – General Membership

The quorum of the club membership shall be the members present at any General Meeting

## Section 2 - Board of Directors Quorum

The quorum of the Board of Directors shall be one-half (1/2) of its members.

## Section 3 – Executive Committee Quorum

The quorum of the Executive Committee shall be four (4) members.

# Article IX– Standing Committees

Standing committees are individuals or committees established to address specific areas crucial to the operations and activities of WCGL.

Each standing committee shall have a clearly defined purpose and scope of responsibilities, as outlined in the respective committee charters.

The President may create, and dissolve standing committees and appoint chairs as deemed necessary.

## Article IX – Special Interest Groups (SIGs)

The Chairs of Special Interest Groups (SIGs) promote the mission and objectives of WCGL by fostering engagement and participation within their respective groups. These groups provide opportunities for members that align with WCGL's overall goals.

Members may form Special Interest Groups within the club, subject to approval by the Board of Directors.

Chairs provide leadership to their special interest groups by organizing regular meetings, activities, and events aligned with the group's purpose and the club's mission.

### **Article X - Amendments to Governing Documents**

WCGL Bylaws can be amended at a General Membership meeting through a simple majority vote. Proposed amendments must be submitted to and approved by the Board of Directors at least 10 days before the meeting where they will be discussed.

Amendments to the Standing Rules require approval by a simple majority of the Board of Directors.