

Woodfords Club

Bylaws

Revised January 13, 2023



Woodfords Club
179 Woodford Street
Portland, ME

Established September 19, 1913

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ARTICLE I: NAME, SEAL, and PURPOSE

The name of this organization shall be: WOODFORDS CLUB (hereafter referred to as "Club").

It shall have a seal bearing the name of the organization, the year of its founding and such other device or inscription as determined.

The organization is organized as a public benefit corporation under the Maine Nonprofit Corporation Act, Title 13-B M.R.S.A., as amended, and shall carry on business and operate anywhere within the State of Maine or in any state where it has a legal authority to carry on business and operate.

The Club is organized exclusively for social purposes within the meaning of 13-B M.R.S.A. § 201(1)(A). The specific purposes to be promoted or carried out by the Club are as follows:

To promote the social, literary, educational, moral, and benevolent interests of its members and the community and to acquire, hold, use and dispose of personal and real estate in connection therewith.

The foregoing enumeration of specific purposes and activities shall not be deemed to be exclusive, and in general the Club shall have the power to do all things incidental, necessary or convenient to the carrying out of its general aims and as permitted by the laws of the State of Maine as amended from time to time.

ARTICLE II: OFFICERS

SECTION 1

The officers of the Club shall consist of a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Executive Board may deem advisable.

SECTION 2

The officers shall perform all the duties incident to their respective offices, or pertaining thereto under the Bylaws, and such other duties not inconsistent with the Bylaws as may from time to time be imposed upon them by the Club or by the Board. All officers shall be elected annually.

ARTICLE III: PRESIDENT AND VICE-PRESIDENT

SECTION 1

The President shall preside at all meetings of the Club and of the Board. In the absence of the President, the Vice-President shall perform the duties of President. In the absence of both, the remaining Board members present and voting may elect another Board member to preside.

ARTICLE IV: TREASURER

SECTION 1

The Treasurer shall ultimately receive the moneys collected for membership fees and dues and all other moneys belonging to the Club, from whatever source derived, and under direction of the Board disburse the same. The Treasurer shall, whenever requested, submit to the Board a statement of the finances of the Club, and shall render an annual report thereof at the annual meeting. At its discretion, the Board may from time to time require that the Treasurer give bond for a certain sum and the premium for such bond shall be paid by the Club.

SECTION 2

The Treasurer shall pay only those bills and accounts which are due and owing. The Treasurer shall keep accurate books of accounts and shall receive and keep vouchers for all payments made from Club funds, all of which books and vouchers shall be the property of the Club, and, together with all the property of the Club in the Treasurer's possession, shall be subject at all times to the inspection of the Board.

ARTICLE V: SECRETARY

SECTION 1

The Secretary shall keep proper records of all meetings of the Club and of the Board, collect all membership fees and dues, as well as any other income paid to the club, and transfer the same to the Treasurer. The Secretary shall keep a proper record of the standing of the members, send all notices and perform such other duties as may be required by the Board. The Secretary shall render a report at the annual meeting.

SECTION 2

At its discretion, the Board may from time to time require that the Secretary give bond for a certain sum and the premium of such bond shall be paid by the Club.

ARTICLE VI: EXECUTIVE BOARD

SECTION 1

The Executive Board, referred to as “the Board,” shall consist of a minimum of eight (8) individuals and a maximum of fifteen (15) individuals. These positions shall include the Officers and at least four (4) Directors. An Immediate Past President shall serve on the Board for one year to act as advisor and assist in a smooth transition.

SECTION 2

The Directors shall be divided into three classes; the respective term of such classes shall end in successive years. Each year, Club members present and voting at the March meeting shall elect by plurality one third of the Directors to hold office upon election for the term of three years, or until their successors are elected. No Director shall again become a Director until the expiration of one year after the end of such person’s term of office, but this limitation shall not apply to current Directors elected by Members to fill a vacancy.

SECTION 3

After a two-week orientation period for the new Directors and before the annual meeting of the members, a meeting of the Board shall be held when the Directors present and voting, not including the Officers nor the Immediate Past president shall elect a President, Vice President, a Secretary, a Treasurer, and any additional Officers they see fit, who shall assume office upon election.

SECTION 4

Subject to the Bylaws and to such instructions and limitations as may from time to time be given it by the membership, the Board shall exercise general control and management over all affairs of the Club. It shall have power to make and enforce all rules and regulations consistent with the Bylaws and is hereby vested with full power to act in all the several matters contained in the Bylaws and relating to the Board.

- a) Each Officer and Director is expected to regularly attend scheduled Board meetings; failure to regularly attend meetings may constitute cause for removal.
- b) It shall be the responsibility of each Board member to provide a current electronic mail (if available) and regular mail address to the secretary.
- c) The Board shall have the power to remove any Officer from office, by a two-thirds vote of Board Members present and voting.
- d) Directors may only be removed by a two-thirds vote of members present and voting at a regular or special meeting where a quorum is present.

SECTION 5.

The Board may fill a Director vacancy until the next members meeting when new Directors are elected. In case a director seat is vacated, the members may fill that seat at the next members meeting. Whosoever is subsequently elected to fill said seat will do so until the end of the term of the vacated seat. Filling a vacated seat is not required unless the total number of directors on the Board falls below four (4). The Board may fill any vacant officer's position as needed.

SECTION 6

All appropriations from the funds of the Club, except as elsewhere herein provided, shall be made by the Board. The Board shall make all purchases and contracts or may authorize the due execution and delivery thereof by any officer. Except by a two-thirds vote of the Members present and voting, the Board shall have no power to increase the Club indebtedness to an amount exceeding 50% of total income from the prior year.

SECTION 7

The Board shall hold regular monthly meetings at a day and time defined in the Board Rules.

- a) A majority of Board members shall constitute a quorum.
- b) The Board for its convenience and by two-thirds vote of Board members present and voting, may select another day for any regular meeting.
- c) Club Members must be notified of such a change at least 72 hours before the meeting takes place.
- d) Special Meetings of the Board may be called by the President at any time and shall be called by the President or Secretary upon the written request of at least three Board members. Except in emergency situations, notice of a Special Board Meeting must be sent to all Board and Club members at least 72 hours before such a meeting takes place.
- e) In an emergency situation, members must be notified of any actions and expenditures made within 72 hours or as soon as possible.

SECTION 8

The President shall ensure there are at least four standing committees: Audit, Membership, Budget, and Property Management. Other committees shall have a representative from the Board whenever practical. The President shall be an ex-officio member of all committees. The President shall appoint such

other committees as the Board may deem advisable. The Board shall determine the duties of the committees.

- a) The Audit committee shall consist of at least 3 members, chaired by a Director of the Board. The Treasurer, Secretary, or anyone with direct or indirect involvement in the Club's finances may not be on the committee but need to make themselves available as resources.
- b) The Membership, Property Management, and Budget committees shall consist of at least 3 members, chaired by a member of the Board.

SECTION 9

Unless provided otherwise in these Bylaws, a majority of the votes entitled to be cast on a matter to be voted upon by Board members present in person at a meeting at which a quorum is present shall be necessary for the adoption thereof. There shall be no proxy voting.

SECTION 10

Meetings of the Board may be held in whole or in part by conference telephone, web platform, or similar communications equipment whereby all persons participating in the meeting can hear each other, and such participation in a meeting pursuant to this subsection shall constitute the presence in person at such meeting.

SECTION 11

Any action that might be taken at a meeting of the Board or of a committee may also be taken without a meeting if (a) all Board members or committee members are notified in writing of the proposed action, and (b) at least three quarters (75%) of the total number of Board members or of the committee members send written consents to the action to be taken at any time before or after the intended effective date of such action. Such notifications, consents, and objections shall be filed with the minutes of the next Board meeting or committee meeting and shall have the same effect as a meeting vote.

ARTICLE VII: MEMBERSHIP

SECTION 1

Membership shall not be withheld from any person on account of sex, gender, gender identity, or expression, sexual orientation, physical appearance, disability, race, color, genetic information or ancestry, religion, national origin, class, age, profession.

SECTION 2

It shall be the responsibility of each member to provide a current electronic mail and regular mail address and phone number to the secretary. It is the custom of the Club to send all communications via email. The deposit of notices via digital transmission shall be deemed sufficient notice. If providing an email address presents a hardship, accommodation can be made through the secretary.

SECTION 3

During a Club, Committee, or Board meeting, a member shall not cast a vote on, nor participate in the debate concerning any proposed motion or resolution when they have a direct or indirect conflict of interest, unless such conflict has been disclosed to the participants at the meeting and the participants by unanimous consent of all members present and voting at said meeting, grant permission. A member has such a conflict when he or she has a special personal or financial interest in the outcome of a proposed course of action or decision, a personal or financial interest that is not shared by all of the other members. Notwithstanding the former, a member up for election to the Board may vote for themselves.

SECTION 4

There are four membership levels for the club. Individual, household, and lifetime memberships are all considered active memberships.

- a) **Individual membership** grants full club privileges, as defined in House Rules, to one person of at least 21 years of age. This includes one vote on club matters and one key to club rooms.
Dependents of this member residing at the same address and under the age of 21 may use the club facilities when accompanied by a club member

- b) **Household membership** grants full club privileges, as defined in House Rules, to each dues-paying member (hereafter referred to as "household member") of at least 21 years of age sharing a residence. This includes one vote each on club matters and one key each for club rooms.
Dependents of a household member, residing at the same address, and under the age of 21 may use the club facilities when accompanied by any club member. Household memberships are created via a single application and a single fee. One member of the household will be designated primary and is responsible for dues payment and club correspondence. When a second person in a household applies for membership, the membership classification for both is changed to 'household' and the first Club member will be considered the primary designee. Current members may request a change of status to Household Membership.

- c) **Lifetime membership.** On January 1st of each year, all who during the year preceding shall have completed forty years of active membership in good standing shall be granted lifetime membership. Lifetime members retain full membership status and privileges with no further yearly membership fees.
- d) **Inactive membership** can be granted at the discretion of the Board for members who wish to retain their association with the club, without maintaining club privileges. Inactive members must relinquish their key(s), have no voting rights, and will be treated as guests at club activities; however, they shall continue to receive all club communications. The duration of an inactive membership is at the discretion of the Board and may be reassessed at any time.

Requests for change to inactive membership must be approved by the Board. If no waiting list for membership exists, inactive membership can be reinstated as individual or household membership, as appropriate, by paying the current dues. Each change of membership from inactive to active, or vice-versa, must be approved by the board, however, there is no application or processing fee for this change. If a waiting list exists, inactive members seeking reinstatement advance to the top of the waiting list.

SECTION 5

In the event of a change in membership policy, the Board may approve continuing the preexisting policy as a special case membership for specific current members at its discretion. Policy includes, but is not limited to, dues, membership type, privileges, or limitations. This decision must be made within 60 days of the new policies taking effect.

SECTION 6

A member may request a change of membership status from the Board by submitting the reason to the Board. Approval is at the discretion of the Board. However, in the event of the death or resignation of one party in a household membership, the remaining parties may be granted change of membership.

SECTION 7

Members shall pay all dues and fees as defined in House Rules. Members shall abide by these Bylaws and policies stated in House Rules. Membership is non-transferable. In the event of a member's resignation, termination, or death, a member's share of club assets, if any, reverts to the Club. Club membership shall be limited to 500 active memberships. In the event applications would exceed this number, a waiting list shall be established.

SECTION 8

Application for membership shall begin by a current member in good standing sponsoring the prospective member(s). This **primary sponsor** is responsible for assisting the prospective members as defined by the House Rules and shall be one of the signatories on the application form. In the event membership is granted, the primary sponsor has the privilege of notifying the new member(s) and signing their welcome letter.

SECTION 9

Upon recommendation of the Board, approval of the members, and the applicant's payment of fees and dues per the House Rules; new members are granted a key to the Club Rooms and are entitled to all the privileges of membership. New members shall be subject to all dues, charges and assessments in accordance with the Bylaws and House Rules until their membership is terminated; and shall be subject to all provisions of the Bylaws and House Rules.

SECTION 10

- Each application for membership shall be in writing and signed by the applicant and recommended in writing by at least three members of the Club. Such application shall be submitted to the Secretary who will number the application in order of the receipt and in the same order, will list the applicant's name on the Club's physical bulletin board or on the members section of the Club's website. If a waiting list exists, the Secretary shall post on the Club bulletin board or Club website the application of that prospective member next in order received.
 - a) Each application shall be posted for at least one week prior to its consideration. If approved by ballot by three-fourths of the Board, present and voting at such meeting, the application shall be presented to the Club for consideration; but the Board may reconsider its action thereon at any time before final action by the Club.
 - b) An affirmative vote by three-fourths of the members of the Club present and voting at a meeting is needed for approval.
 - c) A rejected application may not be renewed during the next six months.

SECTION 11

Any member of the Club who is in the active service of the armed forces of the United States, shall have dues waived or refunded during such service, but shall continue to enjoy all the privileges of the Club to which a dues paying member would be entitled. It is hereby provided that an additional member may be admitted for each member who, while on active duty, has dues waived. Provided, however, that when

service shall cease, no more members shall be admitted until by death, resignation, or other causes the membership shall fall below the number as provided in Section 5 of this Article.

ARTICLE VIII: MEETINGS OF THE MEMBERS

SECTION 1

The annual meeting of the Members shall be held at the Club Rooms on the second Friday of April of each year at 7 o'clock P.M, or as set by the Board. At that meeting, annual reports are presented, the budget for the upcoming fiscal year is ratified, and the new officers are introduced.

SECTION 2

Monthly meetings of the members are held at the Club on the second Friday of each month at 7 o'clock p.m. during the months of October through April, inclusive, or at such date and starting time as the Board may set. Monthly meetings May through September inclusive are at the discretion of the Board. The March meeting shall include election of Directors. All meetings of the Club shall follow parliamentary procedure.

SECTION 3

Special Meetings of the Members may be called by the President or the Board at any time; and, upon application of ten or more Members of the Club in writing. A Special Meeting shall be scheduled by the Board within five days after the receipt of such application at which time the Secretary shall give notice to the members, stating the time, place and objective of such meeting. A Special Meeting must be held no sooner than 5 days nor later than 15 days of when it was first called. In other words, a Special Meeting must be held within 20 days of the initial request.

SECTION 4

The Secretary shall give notice of all Special Meetings of the Members or of the Board by mailing or electronic mailing each Member at least seventy-two hours previous to such meeting a notice thereof, stating the time, place and objective of such meeting. The deposit of such notice shall be deemed sufficient notice.

SECTION 5

At all meetings of the Members a quorum for the transaction of business shall consist of not less than twenty active members or ten percent of the total active members, whichever is larger.

SECTION 6

Notwithstanding the foregoing in case of exigent circumstances, Member meetings may be held at another location. In case of exigent circumstances where an in-person meeting is not possible for more than 60 consecutive days, meetings are to be held through electronic means such as Zoom to which all members are invited, are able to be heard, to speak, and to vote.

ARTICLE IX: FEES AND DUES

SECTION 1

All original applications for membership shall be accompanied by a fee, the same to be returned if the application is rejected. If the applicant is elected such fee shall not be applied to such applicant's first year's dues.

SECTION 2

Active members shall pay dues as set in the House Rules. A new member shall pay a pro-rata portion of dues from the beginning of the calendar month of joining through the remainder of the billing period.

SECTION 3

Any member failing to pay dues, charges, or fees within thirty days after the same become due and payable shall be deemed in arrears and notice to that effect shall be mailed to such member at the member's last known physical or electronic address by the Secretary. If, at the end of said thirty days following said notice, dues, charges, or fees are still unpaid, such person shall cease to be a member of the Club. Notwithstanding the above, the Board may choose to set a club member's status to inactive rather than terminate membership.

SECTION 4

If any person elected to membership shall not, within twenty-seven days after notice of election mailed to the physical or electronic address specified in such application, or to a more recent address, if known, signify acceptance and pay the required dues, and otherwise qualify for membership, such member shall be deemed to have declined to become a member.

ARTICLE X: TERMINATION OF MEMBERSHIP

SECTION 1

All resignations shall be presented in writing to the Board, which shall have full power to act thereon. The acceptance of a resignation shall not discharge the member from indebtedness to the Club, but the Board may by vote cancel such indebtedness.

SECTION 2

Whenever the conduct of any member is persistently at variance with the Bylaws or the rules of the Club or is prejudicial to its good order or welfare, the Board may by a two-thirds ballot vote of Board members present and voting, after reasonable notice and an opportunity to be heard, expel the offending member. Expelled members are not welcome as guests of other members for a period of not less than one year, or greater as set by the Board.

SECTION 3

If an expelled member is part of a household membership, the status of the entire household membership is at the discretion of the Board. If an entire household membership is terminated based on the actions of one or more members from that household, the remaining individuals may reapply to the Club, including new sponsorship and payment of all applicable dues, charges, and fees.

SECTION 4

Upon the termination of the membership of any member or membership, such member's or memberships' interest in all the Club property, if any, shall thereupon vest absolutely in the Club.

SECTION 5

In the event of death or resignation of one member in a two-person household membership, the surviving member is automatically granted individual membership.

ARTICLE XI: FINANCES

SECTION 1

Annually, the Board shall direct the budget committee to prepare a budget of estimated income and expenditures for the coming fiscal year: April 1- March 31. This budget shall first be approved by the Board. It shall then be presented to the members for review and ratification by a majority of the members present and voting at a Members meeting.

SECTION 2

Except in case of emergency, no committee, officer, or member shall expend or authorize the expenditure of any sum of money that results in more than 110 percent of the amount allotted to it by the budget without approval by the Board members present and voting at a meeting.

ARTICLE XII: RESOLUTIONS AND SUBSCRIPTIONS

SECTION 1

When any proposal, resolution, or motion to commit the Club to any matter is submitted to the Club, it shall be referred without discussion to the Board which, after having given consideration to the matter, shall report its recommendation to the Members; whereupon the Members shall take such action as the majority may determine.

SECTION 2

Any appeal for charitable or other subscriptions shall not exceed the budgeted amount.

ARTICLE XIII: AMENDMENTS

SECTION 1

These Bylaws may be amended by the Members in the following manner:

- a) Any ten active Members of the Club may, in writing addressed to the Secretary, propose an amendment. The Secretary shall note upon the application the date of its receipt and shall post the same upon the Club bulletin board or Club website, where it shall remain for a period of thirty days, and shall mail a copy, or use equivalent digital means, to all active members, after which it may be called up for action at any regular or special meeting of the Club.
- b) The Board may by majority vote of those present and voting propose amendments which shall thereupon be posted by the Secretary upon the Club bulletin board or Club website. The Secretary shall also mail a copy, or use equivalent digital means, to all active members. Further proceedings for its adoption shall be the same as herein provided for amendments proposed by ten resident members.
- c) Further amendments may be proposed by the members of the Club at any regular or special members meeting after either of the foregoing proceedings have been followed.
- d) A two-thirds vote of the Members present and voting shall be required for adoption.

SECTION 2

Board Rules may be amended by a two-thirds majority of the Board present and voting. Such changes will go into effect no sooner than thirty days after such a vote. Members must be notified of changes in Board Rules in writing, or by digital means, within ten days of such a change. The new rules shall also be posted in club rooms or Club website.

SECTION 3

House Rules amendments shall follow the same procedures as for the Bylaws and require two-thirds membership approval by members present and voting before taking effect, except the minimum review period will be fourteen days instead of thirty.

ARTICLE XIV: TRANSFER OF REAL PROPERTY AND DISSOLUTION OF THE CLUB

SECTION 1

No interest of the Club in any real property may be transferred, exchanged, encumbered or in any way alienated unless authorized by affirmative vote of two-thirds of the Board present and voting at a meeting and a subsequent affirmative vote of two-thirds of the Members present and voting at a membership meeting.

SECTION 2

Upon dissolution of the Club, none of the assets of the Club may be distributed to any Club members or to any individuals. All of the remaining assets of the Club shall be distributed to charitable organizations that qualify under section 501 (c)(3) of the Internal Revenue Code, as amended. The selection of charitable organizations must be approved by a 2/3 vote of the Board members present and voting and a 2/3 vote of the Club members present and voting at a membership meeting called for that purpose.

ARTICLE XV: LIMITATION OF LIABILITY

The Club shall have the power to indemnify and, without formal action by the Directors or other persons, shall indemnify any Officer or Director, in respect of any and all matters or actions for which indemnification is permitted by the laws of the State of Maine, including, without limitation, liability for expenses incurred in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative. Indemnification under the preceding sentence with respect to persons other than Officers and Directors, such as members, employees, agents, or other persons acting for or on behalf of the Club may be made only upon the affirmative vote of the Board of Directors in specific instances.

The Club may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, member, employee, or agent of the Club, or who is or was serving at the request of the Club as Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any of the above-stated capacities, or arising out of his or her status as such, whether or not the Club would have the power to indemnify such person.