

BYLAWS OF  
THE WOMEN'S DEMOCRATIC LEAGUE OF FREDERICK COUNTY, INC.

ARTICLE I  
NAME AND PURPOSES

Section 1. NAME. The name of this corporation (hereafter called the "WDL") shall be THE WOMEN'S DEMOCRATIC LEAGUE OF FREDERICK COUNTY, INC. to also be known as "WDL".

*The WDL was originally chartered as a social organization on October 4, 1923 by 200 newly enfranchised women under the name The Women's Democratic Club of Frederick County. During the 1950s the group was renamed The Women's Democratic League of Frederick County. The WDL is currently recognized as a Democratic Club by the Maryland Democratic Party. Since 1923, the WDL has been an active and ongoing social organization committed to the education and involvement of Democratic women in the political process and advocating for equality under the law for all people.*

Section 2. MISSION STATEMENT. The WDL mission is to educate and involve Democratic women in the political process and advocate for equality under the law for all people.

Section 3. PURPOSE. The WDL is organized exclusively as a charitable and social organization within the meaning of section 501(c)(7) of the Internal Revenue Code of 1986, as amended, for the purposes:

- (a) to educate and affiliate women with the United States democratic and electoral process;
- (b) to educate and integrate more people into the political process by emphasizing the citizen's right, privilege, and responsibility to vote;
- (c) to advocate for equality under the law and within Frederick County for all people;
- (d) to evaluate and discuss social, electoral, and legislative issues regarding their impact on women's rights, equality, and the Frederick County community;
- (e) to educate and support women seeking to hold elected and/or appointed office;
- (f) to support the election of Democratic candidates to public office; and
- (g) to engage in any other activities which are not inconsistent with Section 501(c)(7) of the Internal Revenue Code and applicable state law.

ARTICLE II  
PRINCIPAL OFFICE

Section 1. The principal office of the WDL shall be 12634 Bunker Hill Road, Union Bridge, Maryland 21791.

Section 2. The resident agent of the WDL is Bonnie Nicholson whose address is 12634 Bunker Hill Road, Union Bridge, Maryland 21791.

### ARTICLE III MEMBERSHIP AND DUES

Section 1. **MEMBERSHIP.** The Members of the WDL (hereinafter “Members”) shall constitute the membership of the WDL. Membership in the WDL is defined by the following and includes privileges including but not limited to those articulated below and additional items agreed upon through normal voting mechanisms or membership agreed-upon terms:

a. Members shall be registered with the Democratic Party. The immediate family adults of each Member shall be known as an **HONORARY** Member with no voting privileges.

b. Members that are women and residents of Frederick County are eligible to vote upon payment of annual dues.

c. **LEGACY** Members. Any Members that are women, residents of Frederick County, and 75 or older shall retain the right to vote without payment of annual dues provided that they are registered Democrats and had been a qualified member pursuant to section 1(b) in the year prior to becoming eligible for section 1(c).

d. A Member must be present in person in order to vote at any meeting of the WDL.

e. Corporate-Sponsored Member is an individual whose membership dues are sponsored by a corporation, partnership, sole proprietorship, or other business entity, and meets and is limited to the membership requirements listed in this Section.

Section 2. **COMPENSATION.** The Members of the WDL shall serve without compensation. Members may be reimbursed for expenses reasonably incurred on behalf of the corporation. Nothing in this paragraph is intended to preclude a Member from receiving compensation for his/her service to the WDL in some other capacity, provided the transaction is consistent with the WDL’s conflict of interest policy.

Section 3. **DUES.** Annual dues are payable in January to the Treasurer.

Section 4. **MEETINGS.** Regular meetings of the Members shall be held each month. The Members present at a regular monthly meeting shall constitute a quorum for business transactions of the WDL.

Section 5. **VOTING.** Except as otherwise provided in these bylaws, decisions of the Members shall be by vote of a majority (fifty percent (50%) plus one (1)) of those present. Each Member shall have one vote. There shall be no proxy voting.

ARTICLE IV  
BOARD OF DIRECTORS

Section 1. CLASSES. There shall be only one class of persons serving on the WDL Board of Directors (hereinafter the “Directors”).

Section 2. ROLE/NUMBER. The business and affairs of the WDL shall be governed by a Board of Directors (hereinafter the “Board”) which shall be composed of no more than (11) and no fewer than three (3) Directors .

Section 3. COMPOSITION. The Directors shall be composed of persons representing the diversity of the community being served, taking into account race, religious beliefs, economic status, age and other factors.

Section 4. ELECTION/VACANCIES. At each November meeting of the WDL, Members to serve on the Board for the ensuing terms shall be elected by the existing Members. Vacancies occurring between annual meetings may be filled for the balance of the term by election by the remaining Directors.

Section 5. TERMS. Each Director shall serve for a term of two years. No person shall serve more than two (2) consecutive full terms on the Board. After serving the maximum time allowed, a person may again serve after being off the Board for one year.

- a. The immediate past President shall serve on the Board as a voting Director for one (1) term following her term as President.

Section 6. REMOVAL. Any Director may be removed from office, with or without the assignment of any cause, by a vote of the majority of the Members at any meeting of the WDL convened in compliance with these Bylaws, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Section 7. RESIGNATION. A Director may resign by submitting a written resignation to the President or to the other members of the Board, if the resigning Director is the President. Failure to attend three (3) consecutive Board meetings without excuse shall constitute a resignation from the Board.

Section 8. EMPLOYMENT BY THE WDL. Employees and family members of employees of the WDL shall not be eligible to serve on the Board.

## Section 9. ACTION WITHOUT MEETING

Any action which may be properly taken by the Board assembled in a meeting may also be taken without a meeting, if unanimous consent in writing setting forth the action taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

Section 10. COMPENSATION. The Directors shall serve without compensation. Directors may be reimbursed for expenses reasonably incurred on behalf of the corporation. Nothing in this paragraph is intended to preclude a Director from receiving compensation for her service to the WDL in some other capacity, provided the transaction is consistent with the WDL's conflict of interest policy.

## ARTICLE V OFFICERS OF THE BOARD

Section 1. ELECTION. The Officers shall consist of President, Secretary, Treasurer, Director of Communications and such additional vice presidents or assistant secretaries or assistant treasurers as the Board may from time to time appoint. The Officers shall be elected by the Members, from among the Members, at the November meeting of the WDL. The election of Officers shall occur on alternate years with the President and Secretary, elected in even years, and Director of Communications and Treasurer elected in odd years.

Section 2. VACANCIES. Any vacancy occurring in any position of Officer, for whatever reason, shall be filled by the Board and any Director so elected shall fulfill the term of her predecessor.

Section 3. TERMS. Officers shall serve a term of two (2) years, until her successors are elected. No Officer shall serve more than two (2) consecutive terms in the same office.

Section 4. ELECTION PROCESS. When there are twenty-five (25) or more active members elections will occur according to subsections (A) through (D) and (F). If there are less than twenty-five (25) active members then elections will follow subsections (D), (E) and (F).

(A). A Nominating Committee comprised of three members who do not intend to run for office shall be appointed by the President at the regular business meeting in September.

(1.) The Nominating Committee shall choose one (1) active member for each office. No name shall be presented without the prior consent of the nominee.

(2.) Any member nominated for the position of President must be an active member of the organization for at least six (6) months preceding the election.

(B). The slate of Officers selected by the Nominating Committee shall be presented during the October business meeting under New Business. After the report, nominations may be made from the floor for any of the offices at the consent of the nominee. The nominations of the Nominating Committee along with the floor nominations shall constitute the official ballot.

(C). All Officers shall be elected at the November meeting of each year. The election of Officers shall be decided by a voice vote for an unopposed slate of officers and a ballot vote for more than one nominee for any of the offices. In the event of a ballot vote, the Secretary, or an Officer not on the ballot, shall count the votes and announce the winners. A majority vote shall elect.

(D). All newly elected Officers shall be installed by the close of the December meeting and assume her duties in January.

(E). The nomination and election of Officers shall take place at the regular business meeting in November each year. Nominations shall be comprised of active members who have been members of the WDL for at least six (6) months preceding the election. The election of Officers shall be decided by a voice vote for an unopposed slate of officers and a ballot vote for more than one nominee for any of the offices. In the event of a ballot vote, the Secretary, or an Officer not on the ballot, shall count the votes and announce the winners. A majority vote shall elect.

(F). DEFINITION(s). Active Member is defined as a Member that has attended four (4) meetings, events, and functions in the calendar year. Meetings include, but are not limited to, those of the general members; subcommittee; committee; executive board; and board of directors.

Section 5. REMOVAL. An Officer may be removed from office, with or without cause, as determined by a majority vote of the Members present at any WDL meeting.

Section 6. RESIGNATION. An Officer may resign by submitting a written resignation to the President or Secretary or to the other Directors, if the resigning officer is the President.

Section 7. AUTHORITY AND DUTIES. The Officers shall have the authority and responsibility delegated by the Board as follows:

(A). The President shall preside at and conduct all meetings of the WDL, Board, and of the Executive Committee of which she shall be chairman ex-officio. The President shall have power to call meetings of the WDL, Board, or the Executive Committee, provided sufficient notice has been given to persons eligible to attend such meetings. The President shall be the Chief Executive Officer; she shall appoint all standing and special committees. The President

and/or the Treasurer shall sign all checks drawn against the WDL's account. The President may sign all contracts and agreements in the name of the WDL after they have been approved by the Board; serve as the representative of the WDL in meetings and discussions with other organizations and agencies; and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Board. If the President is absent or unable to perform her duties, the Officers shall perform her duties in succession: Treasurer, Director of Communications, Secretary.

(B) The Treasurer shall ensure there is timely and adequate management of financial resources and reporting to enable the Board to monitor the WDL's financial resources. The Treasurer shall advise the Board of any significant financial matters that require action by the Board. If required, the Treasurer shall ensure that the Board engages a qualified auditor for an annual examination of the financial statements. The Treasurer is the Chief Financial Officers of the WDL, shall serve as a member of the Finance Committee and may serve as the chair of the Finance Committee. All checks shall be signed by the President in her absence. The Treasurer shall submit a report of the financial condition at all meetings of the WDL and she shall perform such other duties that are incidental to this office.

(C) The Secretary is the Recording Secretary and shall keep accurate records, official documents, and minutes of all meetings of the Membership, Board, Executive Committee, and WDL; make available the minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; and shall be custodian of the Bylaws and maintain a current listing, with contact information, of the Members and Directors at the office of the WDL. The Secretary shall keep an attendance record of all meetings. She shall perform such other duties pertaining to the general record keeping and correspondence as are incidental to the office.

(D) The Communications Director shall manage and maintain accurate records of WDL public communications and announcements whether in digital or print to include, but not limited to, marketing materials, ad campaigns, social media, photos, and event materials; create, manage, and filter content on WDL social media sites; manage document scanning and archive of WDL materials; provide copy of external correspondence and communications to Secretary as part of the permanent record.

(E) Other Officers appointed by the Board shall perform such duties as specified by the Board or by Officers given authority over them.

(F) It shall be the duty of all Officers of the WDL to keep records on a current basis. These records shall be turned over to the incoming Officers at least five (5) days before the January meeting at which they assume office.

## ARTICLE VI BOARD MEETINGS

Section 1. **REGULAR BOARD MEETINGS.** Regular meetings of the Board shall be held at least quarterly and may be scheduled more often by the President.

Section 2. **SPECIAL MEETINGS.** Special meetings of the Board shall be held at any time and at any place when called by the President or by at least three (3) Directors or twenty-five percent (25%) of the Directors, whichever is greater. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

Section 3. **NOTICE OF MEETINGS.** Notice of regular Board meetings shall be in writing and delivered at least 10 days and no more than 30 days before the day of the meeting. Notices of special meetings shall state that it is a special meeting being called and may be given orally or in writing at least 48 hours prior to the meeting time. Written notice of meetings may be delivered by electronic transmission. Failure of notice to any member shall not invalidate the meeting or any action taken at the meeting.

Section 4. **EXECUTIVE SESSION.** At any meeting of the Board, where a quorum is present, the Board may by majority vote, decided to enter an Executive Session in which only voting Directors may be present. The decision to enter Executive Session shall be recorded in the minutes, and actions taken may be recorded in the minutes. Executive Session minutes may be kept separately and confidentially, and need not include the discussion, only actions taken.

Section 5. **QUORUM.** At meetings of the Board, a quorum shall consist of a simple majority or fifty percent (50%) plus one (1) of the Directors then serving, present in person.

Section 6. **VOTING.** Except as otherwise provided in these bylaws, decisions of the Board shall be by vote of a majority (fifty percent (50%) plus one (1)) of those present assuming a quorum, but not less than one-third (1/3) of the Directors then serving. Each Director shall have one vote. Directors may vote only in person. There shall be no proxy voting.

Section 7. **TELEPHONE AND ELECTRONIC PARTICIPATION.** Directors may participate in Board meetings and vote on matters discussed therein, by means of a conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the Director at the meeting.

## ARTICLE VII COMMITTEES

### Section 1. COMMITTEES.

(A) The Board may create such committees with such powers as it deems wise to have. However, the Board may not delegate to committees the following powers:

1. the power to amend the bylaws;
2. the power to hire or fire chief executives;
3. the power to amend articles of incorporation;
4. the power to approve dissolution, merger, or transfer of assets of the WDL; and
5. the power to take any action that requires approval of the Board by law.

(B) Committee minutes must reflect any action taken by the committee on behalf of the Board, must be shared with the Board, and must become part of the corporate record. The President may appoint persons to chair and serve on those committees, and may appoint persons who are not Directors of the WDL to those committees. All such appointments must be approved by the Board either prior to the appointment or be ratified at the next Board meeting.

(C) The President may establish such standing committees as the President determines are appropriate for the conduct of the business of the WDL. Each committee shall include at least two (2) Directors and may include persons who are not Directors. Members of the Standing Committees shall be appointed by the President. There shall be the following Standing Committees:

(1) Executive Committee. The Executive Committee shall consist of the President, Secretary, Treasurer, and Communications Director. The Executive Committee shall develop recommendations with respect to various matters pertaining to the affairs of the WDL and shall report such recommendations to the Board for action. In instances where special circumstances require expeditious action between meetings of the Board, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board. The minutes of the Executive Committee shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee and the minutes shall be submitted to the Board.

(2) Membership Committee. The Membership Committee shall be appointed by the President and approved by the Board. The Membership Committee shall consist of at least two (2) Directors, one of whom shall serve as Chairperson of the committee. No person shall serve on the Membership Committee for more than three (3) consecutive years. The Membership Committee shall be responsible for building the WDL Membership, mentoring Active Members (see Article V Section 4(F)), preparing Members to serve as Directors, and developing community relations. The Committee may also design, prepare, and coordinate WDL



promotional materials with the Director of Communications and Executive Committee. In consultation with the WDL President, the Development Committee members may serve as representatives of the WDL to other organizations, potential members, and elected officials.

(3) Finance Committee. The Finance Committee shall be responsible for oversight of the financial operations of the Corporation. While serving on the Finance Committee, a member of the Committee shall not: accept any consulting fee, advisory fee, or other compensation or benefits from the WDL; or have participated in any other transactions with the WDL in which he or she has a financial interest within the previous year. The Committee shall be responsible for the following actions:

- i. Review, discuss and recommend changes to the proposed annual WDL budget and submit for approval to the Board;
- ii. Review, discuss and present the financial statements to the Board of the WDL for approval, at least quarterly;
- iii. Oversee the agency audit if required, including appointing the auditor and receiving the auditor's report directly. The Committee shall recommend and review policy and procedures for: (a) the receipt, retention, and treatment of complaints received by the WDL regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the WDL of concerns regarding questionable accounting, auditing or other financial matters. A separate committee or a subcommittee of the Finance Committee may be appointed to oversee the audit.
- iv. Periodically, review and discuss the quality, quantity, substance and dissemination of financial information provided to the Board and the Committee, recommending improvements as necessary; and
- v. Monitor the investments of the WDL and develop and recommend to the Board changes to the WDL's investment and endowment policies as appropriate.

(4) Special Committees. The President of the WDL or the Board may establish such special committees as they shall determine are necessary for the functioning of the WDL. Each such committee shall be given a specific charge and term. No special committee shall have a term extending beyond one (1) year unless reappointed. The members of special committees shall be named by the President and approved by the Board.

## ARTICLE VIII APPOINTED OFFICERS AND STAFF

Section 1. The Board may appoint a chief executive officer, with a title appropriate to the functions of the officer. Other staff shall be appointed by the chief executive officer.

Section 2. The Board may delegate duties and customary authority to the chief executive officer and staff of the WDL. The duties and authority delegated shall be memorialized in written job descriptions.

Section 3. The chief executive officer shall be subject to hire and termination by the Board. Other appointed staff shall be subject to hire and termination by the chief executive officer.

Section 4. Except when the Board is meeting in executive session, the chief executive officer shall attend and participate in meetings of the Board and of committees as staff to the Board and the committees but shall not be entitled to a vote.

## ARTICLE IX ORDER OF BUSINESS

Section 1. At the meetings of the WDL, the following order of business shall be observed whenever possible.

1. Call to order.
2. Reading of minutes.
3. Introduction of new members.
4. Reports of officers and standing committees.
5. Unfinished business.
6. Reports of special committees.
7. New business.
8. Elections of officers.
9. Remarks of members.
10. Adjournment.

Section 2. Roberts Rules of Order, Revised, shall be the authority to govern the parliamentary procedures of the organization in cases not governed by these Bylaws.

## ARTICLE X FISCAL YEAR

The fiscal year of the WDL shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.

## ARTICLE XI AMENDMENTS

These bylaws may be amended or repealed at any meeting of the WDL by a two-thirds (2/3rd) vote of the Members present. Any proposed amendment(s) must be submitted to the Members in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date.

## ARTICLE XII CONFLICT OF INTEREST

The Board shall adopt a conflict of interest policy that covers Directors, staff members, and volunteers with significant decision making authority with respect to the resources of the organization. The conflict of interest policy should identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and should provide for review of individual transactions by the uninvolved Members. Approval by the disinterested Members shall be by vote of a majority of Members in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of Members in attendance. The policy should also require that the minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party.

## ARTICLE XIII INDEMNIFICATION

The WDL shall indemnify its Members, Directors, and Officers to the fullest extent permitted by Maryland and federal law including the payment of related legal expenses.

## ARTICLE XIV EXONERATION

To the fullest extent permitted by Maryland or federal law, no Director or Officer of the WDL shall be personally liable to the WDL or its Members for money damages. Directors shall not be automatically exonerated in the case of intentional misconduct. No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to Directors and Officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

## ARTICLE XV INSURANCE

The Board shall evaluate the organization's needs for insurance coverage as appropriate for its activities including but not limited to general liability insurance, and Directors and Officers liability insurance.

## ARTICLE XVI CORPORATE RECORDS

The WDL shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the Board, and all committees, and shall keep at the principal office of the WDL a record of the names and addresses of the Members as well as its articles of incorporation, current bylaws, and board approved policies. The corporation shall make available to the public its application to the IRS for tax exempt status, its IRS determination letter, and its most recently filed IRS form 990. All books and records of the WDL may be inspected by any Member within three (3) business days of written request.

## ARTICLE XVII SIGNATURE AUTHORITY

All checks, notes, acceptances, and orders for payment of money shall be signed by individual(s) authorized by the Board as described in the WDL's financial policies. All contracts, leases and deeds of any kind shall be signed by the President, Treasurer, or any other agent of the WDL designated by the Board.

## ARTICLE XVIII NON-DISCRIMINATION

The WDL shall not discriminate against any person on the basis of age, race, color, national origin, ethnicity, sexual orientation, gender identity, disability, or religious opinion or affiliation in any of its policies, procedures or practices.

## ARTICLE XX DISSOLUTION

The WDL may be dissolved by a two-thirds (2/3) vote of the Members then serving provided that notice of the proposed dissolution has been submitted to the Members in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution, the Board shall dispose of all of the net assets of the WDL exclusively to such organization(s) which are organized and operated

exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(a) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the WDL is then located, exclusively for such purposes or to such organizations.

Adopted by the Board this 18 day of September 2019

Lara Roholt Westdorp 09/18/2019  
President Dated

I, the undersigned, being Secretary of the WDL, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Board.

Samantha Van Rens 09/18/2019  
Secretary Dated

Approved September 18, 2019

Revised May 15, 2019  
November 14, 2018  
August 15, 2018  
August 16, 2017  
November 16, 2016  
November 17, 2015  
November 18, 2014  
January 28, 2014  
November 19, 2013  
October 15, 2013  
April 16, 2013  
March 20, 2013

Clarification: President chairman ex-officio  
<http://www.elimina.com/insights/rule-officio.htm>