

The Wednesday Morning Group Lecture Series Bylaws

The Wednesday Morning Group Lecture Series is registered as a tax-exempt social club under Internal Revenue Code Section 501 (c) (7), and, in these bylaws, shall be referred to as The Wednesday Morning Group or WMG.

I. Purpose

WMG is established to provide an opportunity for adults to convene regularly for social interaction and stimulating, intellectual discussions built around lectures on a wide range of topics delivered by invited and knowledgeable guest speakers.

II. Basic Operating Principles

- A. WMG is an all-volunteer social club supported and operated by its dues-paying members.
- B. Members are expected to pay dues and other fees or assessments promptly, observe all policies and rules established by the WMG Board of Directors, and abide by the rules of the facility where the lectures are held. If not in compliance, membership may be suspended or revoked. Any member who has paid all obligations and has not violated any rules is deemed to be a member in good standing.
- C. WMG shall meet on Wednesday mornings when public school is in session during the regular Montgomery County, Maryland public school year. WMG will not meet when school is delayed or cancelled, during holiday breaks, or during the summer.
- D. Lectures will be held from 10-11 AM, preceded by a coffee/snack social mixer at 9:30 AM. The WMG Board of Directors may modify these timeframes without amendment to these bylaws.
- E. Invited speakers are not paid a fee or honorarium nor offered a charitable donation to their organization.
- F. No Officer or member is compensated for services performed, except to be reimbursed for expenses incurred to further the purposes of WMG as stipulated in the Articles of Association approved by IRS and these bylaws. Any such reimbursement must be approved by the WMG Treasurer.
- G. Members' contributions of food items for the pre-lecture social mixer shall be considered non-reimbursable donations.
- H. At the discretion of the Board, lectures may be open to members' guests at a per-lecture fee determined by the Board. Guests are required to register with the Treasurer at the lecture. A nonmember may attend as a guest only two times during the lecture year. Any guest who elects to join WMG will be added to the membership wait list if one is in place at that time. If there is no wait list, the guest may join and previously paid lecture fees will be applied to the membership dues for the year. Parents, spouses, and adult children do not pay guest fees, but are limited to two lectures per year. Exceptions shall be at the discretion of the Board.

- I. Each spring there will be an annual meeting open to all members in good standing to review the WMG's financial condition, to approve a proposed slate of Board members if presented, and to discuss any other matter brought to the general membership by the Board. Members will be provided at least two weeks' notice of the meeting and will be provided an opportunity to suggest items for on the agenda.

III. Membership

- A. Members shall be adults over 21 years of age. No applicant for membership may be denied on the basis of race, color, religious affiliation, sex, or sexual orientation. WMG shall have only one class of members; rights, interests, and privileges of each member in good standing shall be equal. The number of annual memberships shall be limited based on the capacity of the lecture venue chosen for the year as determined by the WMG Board of Directors. At any time, a member may withdraw from membership. Dues are not refundable after the lecture series begins in September, except at the discretion of the Board based on such criteria including, but not limited to: illness, moving away, or financial hardship. The Secretary and Treasurer shall prorate the dues for any member joining after the beginning of the lecture year.
- B. Members are encouraged to participate in WMG activities. Any WMG member in good standing may volunteer to serve as a WMG Officer, Board member, Committee Chair or member, and also may volunteer to serve in roles not assigned to a specific WMG Committee.

IV. Governing Body

- A. The governance of WMG shall be vested in a Board of Directors, comprised of the following Officers to coordinate and manage the overall operation of the WMG: Chair, Secretary, Treasurer, and two Program Planning Coordinators. At least two additional members shall serve on the Board in positions to support and implement the purposes of WMG. These may include:
 1. Immediate-Past Chair, to provide continuity and assist with leadership transition
 2. Chair-Elect, upon being selected as the incoming Chair, to apprentice in the role of Chair
 3. Member(s)-at-Large
- B. Board members shall serve a two-year renewable term. When a Board member's term is expiring or when a Board vacancy occurs, the Board shall appoint a committee to propose nominees for the open position(s). Members may self-nominate. The nominating committee shall include a Board Member-at-Large, as Chair, and two additional WMG members in good standing.
- C. Decisions by the Board shall be made by a majority plus one vote. All members of the Board shall have equal voting rights. The Board may vote via electronic ratification.
- D. Board members must be willing to attend two standing Board meetings each fiscal year. The Chair will convene at least one additional meeting to include Standing Committee Chairs. The Chair may convene additional meetings deemed necessary to conduct the business of the Board.

V. Functions of the Board

The WMG Board shall:

- A. Establish the WMG budget annually and oversee its proper execution.
- B. Determine the number of annual memberships based on the seating capacity of the lecture venue.
- C. Determine the amount of the annual membership dues, and the need for, and amount of, any additional fees and/or assessments to sustain the purposes of the WMG.
- D. Determine the donation or rental amount for the facility where the lectures are held.
- E. Establish and appoint Chairs to Standing and Ad Hoc Committees to conduct the work needed to sustain and further the purposes of WMG. The Board also may appoint individual members to assist with various tasks relevant to the purposes of WMG that are not addressed in WMG Committees.
- F. Convene two meetings of the full Board each fiscal year and additional such meetings as needed. Convene at least one meeting each fiscal year to which the Committee Chairs are invited.
- G. Review the rights, privileges, and responsibilities of members, including the basis for suspension or termination of membership.
- H. Take action to suspend or terminate the membership of any member who after receiving at least two oral and one written warning fails to pay dues and/or to abide by the WMG rules and regulations established by the Board, by the facility where the WMG lectures are held, and/or by the State of Maryland regarding operation of child care facilities.
- I. Develop and present bylaws for ratification by a simple majority. Such bylaws may be amended or repealed, in whole or in part, at the annual meeting by a three-quarters vote of those present, and the amendments shall be binding on all members.
- J. Amend the WMG Articles of Association filed with the IRS, as needed, based on input from the WMG membership as specified in these bylaws. The Board shall be responsible for developing and submitting any filings required by federal, state, or other authorities.

VI. Officers and Responsibilities

The following Officers shall assume the responsibilities outlined below and coordinate with each other to ensure the smooth functioning of WMG. Officers may serve unlimited terms at the discretion of the WMB Board of Directors.

A. Chair

1. Supervises the overall coordination and management of the WMG
2. Serves as Chair of the Board of Directors
3. Works with the Board to set policy for the WMG, make decisions and resolve disputes
4. Convenes and moderates the weekly lecture
5. Sends a weekly update to WMG members during the lecture season to share important information and announce the speaker for the week
6. May delegate these duties, as needed, except for the overall supervision of WMG

B. Secretary

1. Serves as the custodian of official WMG records and documents except those kept by the Treasurer
2. Takes and maintains the minutes of the meetings of the Board of Directors
3. Signs the official documents of WMG except those requiring signature of the Treasurer
4. May serve as Co-Treasurer, if so designated by the Chair

C. Treasurer

1. Serves as principal Officer for the oversight of the financial condition and affairs of WMG
2. Oversees budget preparation in conjunction with the Board
3. Manages the WMG membership registration and dues-collection process
4. Maintains the official membership roster
5. Keeps and maintains accurate accounts of the income and financial transactions of WMG
6. Disburses and/or approves dispersal of WMG funds except for dispersal to the Treasurer, which shall be handled by another WMG Board member.
7. Ensures that appropriate financial reports are developed and provided to the Board on a timely basis
8. Briefs the membership about the WMG financial status at the annual meeting
9. Keeps the official copy of WMG's IRS tax exemption status documents
10. Files financial reports required by the IRS, after approval by the Board
11. May appoint, with approval of the Board, a qualified fiscal agent or WMG member to assist in performing all or part of the duties of the Treasurer

D. Co-Program Coordinators (2)

1. Develop, manage, and coordinate the lecture calendar for the program year with WMG member input
2. Chair the speaker-nomination process to identify potential speakers for the upcoming year
3. Establish protocols for inviting potential speakers and for following up with confirmed speakers

4. Develop speaker “preview” write-ups for the WMG website and distribution to WMG members
5. Coordinate with WMG committees and/or members to ensure proper arrangements for each lecture (e.g., audio/visual set up, book sales, newsletter recaps, etc.)
6. Publish the list of upcoming speakers.

VII. Committees and Responsibilities

The Board of Directors may establish Standing and Ad Hoc WMG Committee(s) comprised of WMG members in good standing, and will designate the duties, powers, and authorities of such committees. The role and function of each such Committee shall be to support and further the purposes of WMG as outlined in the WMG Articles of Association. Approval of Committee chairs is subject to the majority plus one vote of the Board. Each Committee may establish subgroups of WMG members to assist on a regular or periodic basis. Committees may not incur expenses, except as approved by the Board. Committees shall keep the Board Chair apprised of their activities and also alert the Chair or other Board members to potential issues the Board may need to address.

A. **Standing Committees** shall include but need not be limited to:

1. **Childcare:** Overseeing arrangements for and the functioning of an on-site Childcare Co-op when such a service is offered to WMG members.
2. **Set-Up/Clean Up:** Planning and coordinating the pre-lecture social mixer, including set-up and clean-up, scheduling and confirming snack contributions, purchasing supplies, etc.
3. **Lecture Room Arrangement:** Establishing and maintaining the infrastructure to support the weekly lecture, including audio-visual support for the speaker, arranging seating in the lecture hall, etc.
4. **Book Sales:** arranging for book purchases and sales of lecturers’ books.
5. **Newsletter:** producing the newsletter, including taking photographs of the session, designating “re-cappers” to write summaries of the talks, etc.
6. **Social /special events:** coordinating events not held on Wednesday mornings, such as social gatherings for WMG members and (on some occasions) for WMG members’ guests.

B. **Ad Hoc Committees**, including but not limited to:

1. **Nominating Committee:** Identifying an individual to fill a Board vacancy, as well as preparing the slate of proposed Board members by seeking interesting members to serve WMG and to accept self-nominations for vacant positions. A Member-At-Large shall serve as the Chair of the Nominating Committee and shall be supported by at least two other members in good standing.

2. **Financial Committee:** Reviewing the WMG financial report every two years or upon election of a new treasurer. The committee shall be overseen by a non-Board member and shall be supported by at least two other members in good standing.

VIII. Funding and Funds Management

- A. **Funding:** WMG activities shall be funded through the use of annual membership dues, fees, and assessments. WMG shall use all funds collected from these sources to provide for the various activities permitted by the WMG Articles of Association approved by the IRS.

As a 501(c)(7) social club organization supported by membership dues, fees, and assessments, WMG may receive up to 35 percent of its gross receipts, including any potential investment income, from sources outside of its membership without losing its tax-exempt status.

- B. **Prohibited Distributions:** No part of the WMG net assets, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its officers or members, except to reimburse for expenses incurred in furtherance of the purposes of WMG and as stipulated in these By-laws.
- C. **Fiscal Year:** The WMG fiscal year shall be July 1 to June 30.

IX. Powers

WMG shall have all the powers necessary to conduct activities to fulfill its purposes including, but not limited to, the power to collect membership dues, fees, and assessments; to develop and implement contracts and arrangements as needed to support the purposes of WMG; to disperse funds for the membership; and to hold and disseminate information consistent with the purposes and responsibilities of the organization.

X. Dissolution

WMG may only be dissolved and its affairs concluded based on a three-fourths affirmative vote by the Board of Directors, followed by a two-thirds affirmative vote by current WMG members in good standing who are present at a General Membership meeting called for the specific purpose of voting on the dissolution of the Association.

XI. Distribution of Property on Dissolution

In the event of dissolution of the WMG, the Board of Directors shall, after paying or making provisions for the payment of all the WMG liabilities, distribute any assets lawfully available for distribution to such organization(s) selected by the Board of Directors, with a three-fourths affirmative vote, and qualified as exempt under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

XII. Personal Liability

No director, officer, or member of WMG shall be personally liable for the debts or obligations of any nature whatsoever of WMG, nor shall any of the property or assets of the directors, officers or members be subject to the payment of the debts or obligations of this social club.

XIII. Amendments to the Bylaws

The Board shall review the WMG bylaws at least every two years and, if needed, propose a revision based on a vote by the Board. In addition, any member in good standing may make proposed bylaws changes to the Board. The Board may establish a Committee comprised of WMG members to assist in reviewing the bylaws and make recommendations for consideration by the Board. Any Board-approved proposed changes shall be voted on by the general membership at the annual meeting and shall require a three-quarters affirmation by those present. The Board shall review whether any change to the bylaws also requires a change to the WMG Articles of Association approved by the IRS. If so, the Board will develop and submit the paperwork needed to sustain IRS approval of WMG as a 501 (c)(7) social club.

Certification of Adoption of Bylaws

I hereby certify that the above-stated bylaws were approved by the WMG membership on _____ and constitute a complete copy of the bylaws of WMG.

Secretary _____

Date _____