

**WIDOWED MEN AND WOMEN OF AMERICA**  
(WMWA)  
(Chain of Unlimited Friends)  
A Non-Profit Corporation 1980  
**BY-LAWS for NATIONAL OFFICE**

**Article I – NAME, PURPOSE, MEMBERSHIP**

**Section 1: NAME**

The name of this non-profit organization shall be Widowed Men and Women of America, hereafter referred to as WMWA.

**Section 2: PURPOSE**

The purpose of this non-profit organization will be to provide social functions and/or travel opportunities for widowed persons. The membership is open to all widowed persons.

**Section 3: MEMBERSHIP**

Membership in this organization is open to all qualified widowed persons. A copy of the spouse's death certificate, or other proof, shall be submitted at time of application. This information will be confidential, and all proof of qualification will be returned to the applicant.

This organization may consist of several types of Links: Links for members of all ages and organized by geographic area; other types of Links which may be organized by the National Board as deemed necessary.

- A. Widowed guests may attend Three activities and/or business meetings, thereafter, will be asked to apply for membership.
- B. The applicant will not be eligible for membership, if at the time of spouse's death, the applicant was either legally separated or divorced from the spouse.
- C. A current WMWA member who remarries will no longer be eligible for membership, and this marriage is dissolved by annulment or divorce, will not be eligible for membership and membership will be terminated.
- D. Each new member will receive a WMWA nametag, and a copy of the National By-Laws after membership is approved.
- E. Guests not eligible for membership will be allowed to attend only four Link functions annually.
- F. Guests not eligible for membership will only be allowed to attend National functions a designated by the National Board.

## ARTICLE II – NATIONAL BOARD OF DIRECTORS

### Section 1: NATIONAL BOARD OF DIRECTORS

The National Board of Directors will consist of a Director, President, Vice-President, Secretary, Treasurer, and the President from each of the Individual Links. All officers will service on a volunteer bases and a minimum two-year term.

### Section 2: GENERAL POWERS

The affairs of the Corporation shall be managed by its National Board of Directors.

### Section 3: RESONSIBILITIES OF NATIONAL BOARD OF DIRECTORS

- A. Shall be responsible for designating meetings of the Board as necessary with a minimum of two meetings per year.
- B. Shall have the authority and responsibility of formulating policies for the WMWA organization.
- C. Shall assist in the organization of new Links.
- D. Shall renew each State's License for the Non-Profit Organization.
- E. Shall be responsible for revisions to the National By-Laws.
- F. May appoint WMWA members to the national Travel Committee as needed.
- G. The President of each Individual Link shall be responsible for communicating all actions and concerns of the Board to their respective Link members and shall bring concerns of the Individual Link to the National Board meetings.
- H. If an Individual Link President cannot attend a National Board Meeting, he/she should appoint another of the Link's officers to attend as a voting representative.

### Section 4: DUTIES OF THE NATIONAL OFFICERS

The duties and responsibilities of the National Officers are described in part II of the National WMWA Policies and Procedures.

### Section 5: VOTING

A simple majority of the National Board of Directors shall rule when voting. In the event of a tie vote, and if a second vote does not resolve the issue, then the issue will be tabled until the next Board meeting. Or, it may be taken to the Individual Links for a majority vote by all WMWA members in attendance at their next business meeting.

### Section 6: ELECTION OF NATIONAL OFFICERS

- A. The National Board Officers of President, Secretary, and Treasurer shall be elected in even-numbered years. The National Board Officers of Director and Vice President shall be elected in odd-numbered years. All Officers will serve a two-year term.

- B. The procedures for conducting a National WMWA election are listed in Part III of the National WMWA Policies and Procedures.

#### Section 7: NATIONAL OFFICER VACANCIES

- A. Any vacant Office of the National Board of Directors shall be filled as follows: If a vacancy occurs in a National Officer position and one or more years remains in the term of office, an election will be held using procedures outlined in part III of National Policies and procedures. If less than one-year remains in the term of office, the National Board may appoint a WMWA member to complete the term of that office.
- B. If a vacancy is an Individual Link President, the new person elected by that Link to be their President will take that Board Member's place with the National Office.

### ARTICLE III – TRAVEL & SOCIAL

#### Section 1: SOCIAL

There shall be "All-Links" events during the year. Responsibility for these events will be determined by the National Board of Directors.

#### Section 2: TRAVEL

WMWA will not be subject to liability for any travel activity or other function.

### ARTICLE IV – DUES

#### Section 1: ANNUAL DUES:

Annual dues will be determined by the National Board of Directors in accordance with the National WMWA Policies (see part I National Policies & Procedures).

#### Section 2: PAYMENT OF MEMBERSHIP DUES

Membership dues shall be payable annually and are due by February 28 of each calendar year for a member to be considered in good standing.

- A. The National Board will provide a reminder to all Link Presidents and membership Committee Chairperson in December of upcoming annual dues collection.
- B. A portion of membership dues, to be determined by the National Board of Directors, will be returned to Individual Links, State Agents, or State Directors
- C. All members of WMWA, including National Officers, shall pay annual membership dues. No compensation of any kind shall be made to the National Board of Directors.

**Section 3: DEFAULT & TERMINATION OF MEMBERSHIP**

When a member of WMWA is in default of the payment of dues as of March 31 of each year, the membership will be terminated by the Board of Directors.

**Section 4: REINSTATEMENT OF MEMBERSHIP**

Reinstatement shall be to the beginning of calendar year, if unpaid dues are unpaid by December of the year in which membership is terminated.

**ARTICLE V – STANDING COMMITTEES**

**Section 1: STANDING COMMITTEES**

The National Board of Directors, by resolution adopted by a majority of the Directors, may designate one or more Standing Committees, each of which may consist of one or more of the Directors and any Individual Link WMWA members; the designation of such committees and the delegation of authority shall not relieve the Board of Directors, or any of its individual members, of any responsibility.

- A. Examples of committees that may be designated include but are not limited to travel, audit, website, publicity, expansion, etc.

**ARTICLE VI – MEETINGS**

**Section 1: Frequency**

The National Board of Directors shall meet at least two times a year or more frequently if deemed necessary. Individual Links will hold a business meeting once monthly, these meetings will consist of at least two individual Link Officers.

**Section 2: ATTENDANCE**

All National Board meetings shall be open for attendance to any WMWA member in good standings. A specific time limit will be added to each National Board Meeting agenda to allow members a voice on any topic. Only National Board Members are allowed voting rights.

**Section 3: CONDUCT OF MEETINGS**

The rules contained in Robert’s Rules of Order, Revised shall govern meetings of this Board in all cases in which they are applicable and when they are consistent with these By-Laws

**Section 4: NOTICE OF MEETINGS**

The National board of directors shall be given at least two weeks notice for regular business meetings. Specially called meetings of the Board shall be given at least five days notice.

## **ARTICLE VII – VOTING RIGHTS**

### **Section 1: THE BOARD**

Voting shall be conducted in accordance with Article II, Section 5.

### **Section 2: PROXY VOTES**

- A. If a National Board Officer cannot attend a board meeting the Member may prepare a proxy vote and send it to arrive before the meeting. The proxy vote, signed by the absent Board officer, must be given to the National Secretary before the call-to-order of the meeting.
- B. If an Individual Link President cannot attend a National Board meeting, he or she should appoint one of that Link's officers to attend as a voting alternate (Proxy) and as a replacement representative of the Link eligible to participate in discussions.

### **Section 3: GENERAL MEETING**

All national board members shall have only one vote in any election authorized by these by-laws or by the national board of directors unless a National Board Member also holds an individual link board position, at which time they would be allowed a vote for each position held.

### **Section 4: GENERAL WMWA MEMBER**

All WMWA members shall have one vote in any election authorized by these National By-Laws or by the National Board of Directors. Must be present at monthly meeting to vote.

## **ARTICLE VIII – STATES OTHER THAN COLORADO**

### **Section 1: AGENT**

- A. When a state other than Colorado joins the WMWA organization, it shall have an agent. It is the agent's responsibility to:
  - 1. Organize the Individual Links in the area.
  - 2. Keep records of all members.
  - 3. Attend Individual Links meetings occasionally.
  - 4. Combine Individual Link's activity calendars in a Quarterly Calendar and mail a copy to each state member. Also send a copy to the National Office.
  - 5. Organize local trips for the state and occasionally organize a trip to include all states in the WMWA organization.
- B. All Applications and Renewals for the new State will be handled by the National Office.

1. The State Agent shall receive a portion of the dues (amount to be determined by the National Board of Director) for each new member and renewal member for a period of two years. This money shall be used for expenses incurred.
2. The National Office shall pay this money monthly and shall include a monthly report of the new and renewal members.

#### Section 2: STATE DIRECTOR

At the end of two years, The State Agent shall become a State Director. At that time, a State Secretary and State Treasurer will be elected for a period of two years. It is the National Director's responsibility to furnish WMWA "National By-Laws" and "National Policies & Procedures" to each new State Officer.

Section 3: The duties and responsibilities of the State Offices are described in part IV of National Policies & Procedures.

Section 4: Each State Agent or State Director and all State Officers shall pay annual membership dues, the same as any other WMWA member.

Section 5: In the event that Federal Income Tax is due, all states in the organization shall pay their share (as determined by the National Board of Directors).

### **ARTICLE IX – AMENDMENTS OR REVISIONS TO NATIONAL BY-LAWS**

Section 1: The National By-Laws may only be amended or revised by the National Board of Directors.

- A. Individual Links may propose amendments or revisions in writing to any National Board Member.
- B. Amendments or revisions to the By-Laws must be approved by a majority of the National Board Members.
- C. National Board Members will be notified of any proposed amendments or revisions to National By-Laws at least two weeks prior to the Board Meeting at which the By-Law changes are to be considered.
- E. Amendments or revisions to the National By-Laws go into effect upon adoption, unless otherwise specified by motion.
- F. Following adoption of any amendments or revisions to the National By-Laws, copies of the most current document will be provided to each Link President who will review changes with Link members at the next regular scheduled monthly meeting of the individual Link. Copies of the new By-Laws should also be made available for all Link members at the same meeting either by print or members directed to the web page [Widowedamerica.org](http://Widowedamerica.org).

## ARTICLE X – WMWA POLICIES AND PROCEDURES

Section 1: The National WMWA Policies and Procedures may be amended, revise or changed by the National Board of Directors.

Section 2: Each National Board Member shall be notified of the proposed changes or revisions to National Policies and Procedures at least two weeks prior to the meeting at which the changes are to be considered. If a Board Member is absent from this Board Meeting, where a policy change is being considered he/she may vote by proxy.

Section 3: Amendments or revisions to National Policies and Procedures must be approved by a majority of the National Board of Directors.

Section 4: Amendments or revisions to National Policies and Procedures go into effect upon adoption, unless otherwise specified by motion.

Section 5: Upon adoption by the National Board of Directors of any dues changes, WMWA members must be notified in writing via the next regularly scheduled newsletter, by E-mail, or other written communication.

## ARTICLE XI – CONTRACTS, CHECKS/DRAFTS, DEPOSITS, GIFTS

### Section 1: CONTRACTS

The National Board of Director may authorize Link offices or two officers on WMWA Corporation to enter into a contract on behalf of WMWA; authority granted to execute contracts may be general or may be confined to specific instances.

### Section 2: CHECKS, DRAFTS, OR ORDERS

All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of WMWA shall be signed by the Treasurer or the Director or other designated Officer of the WMWA National Board and deposited into Link Treasury. This is to include all Link sponsored activities, parties or events.

### Section 3: DEPOSITS

All funds of the WMWA Corporation shall be deposited monthly to the credit of the WMWA Corporation in such banks, trust companies, or other depositories as the Board of Director may select.

### Section 4: GIFTS

The Board of Directors may accept, on behalf of WMWA, any contribution, gift, bequest, or device for any purpose of the Corporation.

**ARTILE XII - CERTIFICATE OF AMENDED OR ALTERED BY-LAWS**

We, Dorothy Sheets and Lynn Bott Director of and President of Widowed Men and Women of America (WMWA), A Non-Profit Colorado Corporation, herby certify:

The foregoing By-Laws, comprising of eight (8) numbered pages, (the original, a true and correct copy) of the By-Laws of WMWA (a Corporation), as amended or otherwise altered to date by WMWA (a Corporation).

Date: 11/30/19

Signature: Dorothy Sheets

Signature: Lynn Bott

*Signed before me on 11/30/19  
Vicky Ramos*

