

Redwood City Woman's Club

San Mateo County, California

BYLAWS

ARTICLE I – Name

The name of this organization shall be the Redwood City Woman's Club, a member of the General Federation of Women's Clubs (GFWC) and California Federation of Women's Clubs (CFWC), hereinafter referred to in these bylaws as RWCWC or the Club.

ARTICLE II – Object

Section 2.1. The Club is organized to promote charitable, civic, social, educational, and cultural needs in cooperation with the programs and projects of GFWC, CFWC, and district and to offer leadership skills among the members as defined by Section 501(c)(3) or 501(c)(4) of the Internal Revenue Code.

Section 2.2. The Club shall be nonpartisan, nonsectarian, and nondiscriminatory.

ARTICLE III – Members

Section 3.1. Eligibility

Membership is open to persons whose interests are in accord with the objectives of the RWCWC, GFWC, CFWC, district, and the community.

Section 3.2. Members in good standing

- A. A prospective member will become a member in good standing after reading and signing a copy of the Club's bylaws and standing rules, payment of the application fee, and payment of Club membership dues.
- B. Members will remain in good standing by paying their annual dues.
- C. Members in good standing for two or more months are eligible to vote in the annual election of officers.
- D. Members in good standing for one year may be elected or appointed to hold office provided they meet all candidate requirements.

Section 3.4. Transfers

Members in good standing may transfer from any GFWC club by presenting a letter of transfer. Only current prorated Club membership dues are payable by the transferring member. Full annual dues are payable when next due by all Club members.

Section 3.5. Former members

A former member who has resigned in good standing may be reinstated upon application to and payment of current full membership dues.

Section 3.6. Termination of membership

Termination of a member will be for good cause (violation of Club bylaws and/or Robert's Rules of Order, unruly and/or disrespectful behavior) and will be done in good faith and in a fair and reasonable manner as determined by the board. Fifteen days' prior notice and the reason for such action shall be sent to the member. The member in question will be given the opportunity to respond in writing to the board within five days of notice. The board has 10 days to consider the member's response.

Section 3.7. Resignations

Membership resignations shall be presented in writing to the president or second vice president.

ARTICLE IV – Meetings

Section 4.1. Business meetings

The Club shall conduct both day and evening meetings to accommodate all members. The annual schedule as determined by the board is listed in the standing rules.

Section 4.2. Annual meeting

The annual meeting shall be the first Thursday in April. It shall be for the purpose of initiating the election of officers, presenting awards, and conducting other necessary business.

Section 4.3. Special meetings

Special meetings of the Club or board may be called at the direction of the president or any five members including two officers. The entire membership must be notified 48 hours prior to any special meeting and the notification shall give the exact reason for the meeting.

Section 4.4. Electronic communications

- A. Club business may be conducted by email but must be ratified by the Club or board at a subsequent meeting with recorded minutes.

- B. Club business may be conducted without further ratification by video conferencing, web conferencing, conference call, or other electronic means as long as it is a legally called meeting, a quorum is participating, all members in attendance can hear one another, and minutes are taken.

ARTICLE V – Dues and Finance

Section 5.1. Application fee

A one-time application fee for all new members shall be charged.

Section 5.2. Payment of dues

Club dues shall be paid once a year. Dues are payable to the membership chairperson on January 1 and are delinquent on March 1. Members who have not paid their dues by February 15 shall be notified by the membership chairperson. Those members whose dues remain unpaid on April 1 will be dropped from the roster.

Section 5.3. Prorated dues

New members accepted into membership anytime after May 31 shall pay prorated Club dues as defined in the standing rules and the full application fee.

ARTICLE VI – Board of Directors

Section 6.1. Officers

The elected officers of the Club shall be president, first vice president (dean of chairpersons), second vice president (membership chairperson), recording secretary, and treasurer. Appointed officers shall be corresponding secretary, parliamentarian, clubhouse rental chairperson, and up to two additional officers, all of whom shall be appointed by the president and approved by the board. The elected and appointed officers shall constitute the board of directors.

Section 6.2. Election and term

The elected officers shall be elected in April, in even years. All elected officers shall:

- A. Serve a two-year term beginning June 1 or until their successors are elected or appointed.
- B. Perform their duties as prescribed by procedure, the bylaws, and the parliamentary authority adopted by the Club.
- C. Not be elected to serve in the same office for more than two consecutive terms.

Section 6.3. Succession

The office of president shall automatically be filled, if possible, by the first vice president without further election. Should automatic succession not be possible, the candidate to fill the office of president by ballot election shall have served on the board for at least one year. A first vice president who assumes the presidency for less than half the term is entitled to their own term as president.

Section 6.4. Board of directors meetings

- A. The board shall meet monthly, August through June.
- B. Four members of the board, including three elected officers, shall constitute a quorum.
- C. The board shall hold a minimum of one long-range planning meeting each year, with other leaders of the Club, to plan and implement Club programs and activities and to educate, train, and encourage new leadership and participation.
- D. Chairpersons or members may be invited to board meetings to present both written and verbal reports.

Section 6.5. Board authority

The board shall have the authority to:

- A. Conduct emergency and routine business between meetings and to approve unbudgeted expenditures not to exceed \$5,000. If the amount exceeds \$5,000, the president shall appoint a committee of three to assist the chairperson, and three estimates will be required and presented to the board. The board's recommendation shall be presented to the Club membership for approval.
- B. Ratify appointments made by the president and appoint committee members when required.
- C. Ensure that the action of the board does not conflict with any action taken by the membership and to summarize any action taken by the board to the membership.
- D. Work with the president on proposed projects and events to benefit the welfare of the Club and to present these in the form of board recommendations to the membership for approval.
- E. Receive information on matters that have been referred to the board by the club membership and report back to the membership as directed.
- F. Vote to remove members from the roster for nonpayment of dues.
- G. Vote to terminate members for cause.
- H. Fill, by ballot vote when necessary, a vacancy in any office except the president that has been declared vacant.
- I. Oversee nominations and election by ballot to fill the office of president in the event that the first and second vice presidents are unable or unwilling to automatically become the president for the remaining term.

- J. Hold board meetings in executive session. All business transpired in executive session shall be held in strict confidence until the entire membership is privy to the information. Individual board members cannot speak for the board.

Section 6.6. District responsibility

The president or their appointee is a voting member of the district executive board. The dean of chairpersons may also be a voting member of the district executive board, as required by the district bylaws.

Section 6.7. Federation meeting expenses

The Club shall pay budgeted expenses for the president or the president's appointee and the first vice president to attend federation meetings, conventions, and other activities as budgeted.

ARTICLE VII – Duties of Officers

Section 7.1. President

The president shall:

- A. Preside at all meetings of the Club and board.
- B. Have general supervision of all business and be a member ex-officio of all committees, except the nominating committee.
- C. Appoint an auditor, with ratification by the board, to review the books of the Club as deemed necessary.
- D. Have authority to sign all contracts approved by the board.
- E. Have authority to sign all checks approved by the treasurer.
- F. Be a voting member of the district executive board and maintain a close working relationship with the district president.
- G. Receive a delegate card to the GFWC annual convention to represent the Club.
- H. Be reimbursed for expenses incurred for attending district and CFWC meetings/conventions as budget allows.
- I. May designate another board or Club member as her appointee to represent the Club at the district and CFWC meetings/conventions. Appointees shall be reimbursed for expenses incurred for attending these meeting as budget allows.
- J. Receive a two-year GFWC manual. Information therein may be duplicated for the members of the Club.

Section 7.2. First vice president

The first vice president (dean of chairpersons) shall:

- A. Work with the president to develop a plan for the administration of Club programs and activities.
- B. Serve as dean of chairpersons, supporting and assisting the chairpersons with their workshops, programs, and projects, and keep a list of all committee chairpersons and committee members and when they are to report to the Club or board.
- C. Assist the president in the discharge of their duties and assume the presidency in the president's absence.
- D. Be a voting member of the district executive board and maintain a close working relationship with the district dean of chairpersons.
- E. Coordinate the Club annual reports and all activities within the community-service area with the chairpersons.
- F. If possible, automatically become the president without further election at the end of their term as first vice president.
- G. Be reimbursed for expenses incurred for attending district and CFWC meetings/conventions as budget allows.

Section 7.3. Second vice president

The second vice president (membership chairperson) shall:

- A. Act as chairperson of the membership committee.
- B. Coordinate all activities between GFWC, district, and the Club.
- C. Oversee the requirements for new members as defined in Section 3.2 of these bylaws.
- D. Collect dues and maintain the roster of active and new members.
- E. Notify members who will become delinquent (one week prior to the delinquent date) that they may be dropped from the membership if dues are not paid.
- F. Initiate new members and with the assistance of other officers give member orientations.
- G. Work with the district to prepare and submit the annual membership reports.
- H. Assume the duties of the president in the absence of the president and first vice president.
- I. Create and keep membership publications current.

Section 7.4. Recording secretary

The recording secretary shall:

- A. Keep the minutes of all board meetings and submit them to the board for approval within five days of the meeting.

- B. Keep the minutes of all Club business meetings and submit them to the membership for approval within five days of the meeting.
- C. Be responsible for paper to use as ballots when necessary.
- D. Keep copies of all important Club documents secure, such as the charter, IRS letter of determination, and important numbers such as corporate and federal identification numbers.

Section 7.5. Treasurer

The treasurer shall:

- A. Receive and keep all funds of the Club in financial institutions selected by the board.
- B. Provide an itemized accounting of all finances to the Club and board once a month or as directed.
- C. Pay all bills that have been approved by the Club or the board and be an authorized signer on all checks.
- D. Have authority to sign all contracts approved by the board.
- E. File all state Board of Equalization, IRS, and other required forms and other financial, liability, and insurance documents.
- F. Deposit dues and, with the membership chairperson, maintain the roster of active members.
- G. Serve as the chairperson of the budget committee.
- H. Oversee the Club bookkeeper.

Section 7.6. Corresponding secretary

The corresponding secretary shall:

- A. Carry out all correspondence of the Club as directed by the president, board, or membership.
- B. Be responsible, with the president and first and second vice presidents, for the Club yearbook and newsletters.
- C. Perform other duties as directed by the president.

Section 7.7. Parliamentarian

The parliamentarian shall:

- A. Quietly advise the presiding officer during meetings of bylaws, parliamentary procedures, and meeting management to assist in expediting the meeting and protecting members' rights.

- B. Be responsible, with the membership chairperson, for preparing a list of members eligible to receive a voting card to participate in the election of officers at the annual meeting when necessary.
- C. Make no rulings or comments during the meetings unless asked by the presiding officer to do so, remembering the president makes all rulings.
- D. Be available as an advisor to all members only when asked and shall remain impartial.
- E. Make no motions and vote only by ballot.
- F. Serve as chairperson of the bylaws committee.
- G. Make the president look good by scripting their agenda when asked and checking meeting setup.
- H. Serve as advisor to the nominating committee and other committees as necessary.

Section 7.8. Clubhouse rental chairperson

The clubhouse rental chairperson shall:

- A. Oversee all aspects of clubhouse rentals, including signing the application to reserve and agreement to lease on behalf of the Club.
- B. Work with the treasurer to process deposits and rental fees.
- C. Report to the board on all aspects of clubhouse rentals as required.

ARTICLE VIII – Chairpersons and Committees

Section 8.1. Committee chairpersons

Chairpersons of committees, programs, special appointments, and administration shall:

- A. Be appointed by the president as needed.
- B. Be ratified by the board for a two-year term or until their successors are appointed.
- C. Prepare and present to the dean of chairpersons an annual summary of the work and dollars spent, including the participation of all members in the area of their chair position.
- D. If an administrative committee chairperson, work directly with and under the direction of the president.

Section 8.2. Standing committees

Standing committees shall be appointed by the president and are defined as those necessary to carry out the efforts of the Club and its members. Standing committees shall include but are not limited to the following:

- A. Bylaws: The chairperson shall be the parliamentarian. The bylaws committee, consisting of at least three members, including one board member, shall review the bylaws and standing rules annually and propose recommended bylaw changes as needed.

- B. Membership: The chairperson shall be the second vice president. The membership committee shall be responsible, along with designated volunteer committees, for creating and executing membership events and performing administrative duties as defined in Section 7.3 of these bylaws. The committees shall be in close contact with prospective and absent members, reporting member illnesses to the president.
- C. Budget: The chairperson shall be the current treasurer. The budget committee includes the incoming treasurer, president, and first and second vice presidents (in election years). The committee shall present the budget for approval at the first regular meeting of the new administration.

Section 8.3. Administrative committees

Administrative committees assist the president to carry out the duties of the office of the president as required and may include but are not limited to:

- A. History: The history committee shall be responsible for maintaining the Club history.
- B. Newsletter: The newsletter shall be the responsibility of the corresponding secretary or their designee.

ARTICLE IX – Nominating Committee and Election Procedure

Section 9.1. Elections

- A. Elections are held in even years.
- B. Elections are by ballot.
- C. If there is only one candidate for an office at the time nominations close, the president may declare the candidate elected by acclamation.
- D. If there is more than one candidate for an office, the candidate with the highest number of votes is elected.

Section 9.2. Nominating committee

The nominating committee shall:

- A. Be elected at the February membership meeting.
- B. Consist of five members and one alternate.
- C. Select a chairperson from its members.
- D. Include only members who have not served on the preceding nominating committee.
- E. Be given prepared instructions on procedures prior to the first meeting by the parliamentarian, who then retires.
- F. Require a member who has been nominated for office to resign from the committee.
- G. Cease to exist following its report to the membership.

Section 9.3. Nomination procedure

- A. The nominating committee shall select the best candidate or candidates to be placed on the ticket for each office by majority vote of the committee members, having secured the consent of those nominated.
- B. The nominating committee shall provide its report on nominated candidates to the membership in March.
- C. Nominations may be made by members after the nominating committee report. The method and deadline for nominations from members shall be included in the election procedure.

Section 9.4. Election committee

The election committee shall:

- A. Be appointed by the president with the approval of the board.
- B. If an election is required:
 - i. Provide ballots to members eligible to vote; these shall be confirmed by the membership chairperson.
 - ii. Count the votes; the election committee chairperson is the head teller.
 - iii. Report to the membership the number of votes received by each candidate.
- C. Require that none of the election committee may be a candidate.

Section 9.5. Election procedure

- A. The method of election shall be approved at the March membership meeting as a standing rule.
- B. The method may include ballots transmitted electronically.
- C. The president shall declare the candidate with the highest number of votes received for each office elected, or their election by acclamation, at the April membership meeting.
- D. Newly elected and appointed officers will begin their duties June 1 and will be installed at the June meeting.

Section 9.5. Vacancy in elected office

Vacancy in any elected office, except that of president, shall be filled by election of the majority of the board present and voting.

Section 9.6. Vacancy in the office of president

If both vice presidents are unable or unwilling to fill the vacancy in the presidency, the board shall oversee nominations and election to fill the office for the remainder of the term. A president filling an unexpired term shall declare their intention, by December 1, to serve their own one-year term.

ARTICLE X – Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Club in all matters to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XI – Amendment of Bylaws

These bylaws may be amended at any business meeting by a two-thirds vote, provided that previous notice has been given 10 days prior to the meeting at which they will be considered. Proposed amendments presented to the bylaws committee should be considered within 30 days.

ARTICLE XII – Dissolution or Withdrawal from GFWC

Should this corporation be dissolved, its assets shall be distributed to GFWC/CFWC or other similarly purposed organizations qualified under Section 501(c)(3) or 501(c)(4) of the Internal Revenue Code, as agreed upon at a business meeting by majority vote of the membership at the time of dissolution. No assets may be distributed to individual members.

Amended: February 2022