

**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 the 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 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 3.3. Termination of membership**

Termination of a member will be for good cause, such as violation of Club bylaws, 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.

## **ARTICLE IV – Meetings**

### **Section 4.1. Membership meetings**

- A. Meetings shall be the first Thursday of the month, September through June.
- B. A quorum at a membership meeting or special meeting of the membership is defined as members present.

### **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**

- A. Special meetings of the membership may be called at the direction of the president or any five club members including two board officers. Written notice shall be sent to the entire membership 10 days prior to any special meeting, and the notification shall give the exact reason for the meeting. The meeting shall be held at the clubhouse, and remote access to the meeting shall be provided by a means that ensures all members can hear the proceedings and be heard. The meeting shall be initiated between the hours of 8 a.m. and 7 p.m. on a day that is not a federal holiday or the day before or after a federal holiday.
- B. Special meetings of the board may be called at the direction of the president or any three board officers. The entire board 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. Business may be conducted by email but must be ratified by the membership or board, as applicable, at their subsequent meeting with recorded minutes.
- B. 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, 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**

Dues shall be paid once a year. Dues are payable to the membership chairperson on January 1 and are delinquent on March 1. Members whose dues are delinquent shall be removed from the roster.

### **Section 5.3. Prorated dues**

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

### **Section 5.4. Investments**

All monies held by the Club shall be placed in accredited financial institutions selected by the finance committee and approved by the board. The financial institutions shall be charged with the responsibility of investing funds in accordance with Club financial standing rules and policies. Disbursements from investment funds must be approved by a majority of the board members.

## **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. The president, first vice president, and second vice president shall be elected in odd years. The treasurer and recording secretary shall be elected in even years. All elected officers shall:

A. Serve a two-year term beginning June 1 excepting as noted in Clauses D and E below.

- B. Perform their duties as prescribed by the bylaws and the parliamentary authority adopted by the Club.
- C. Not serve in the same office for more than two consecutive terms.
- D. For the 2026 election:
  - i. Candidates for president and vice president offices may choose to run for a one-year or a three-year term.
  - ii. An incumbent candidate who would otherwise be terming out in 2026 may run for a one-year term only.
  - iii. Candidates for treasurer and recording secretary shall run for a two-year term.
- E. For the 2027 election:
  - i. There shall be an election in 2027 only for the positions whose officers chose a one-year term in 2026.
  - ii. Officers who chose a one-year term in 2026 may serve two more consecutive terms starting in 2027, if they were not incumbents who had otherwise termed out in 2026.
  - iii. There will be no election of treasurer and recording secretary in 2027.
- F. After the 2027 election, all of clauses 6.2 D, E, and F shall be removed from the bylaws.

### **Section 6.3. Vacancy in an elected office**

If a vacancy occurs during an elected officer's term:

- A. The office of president shall be automatically filled, if possible, by the first vice president, then the second vice president, without further election.
- B. If neither vice president is able to fill the vacancy in the presidency, the board shall oversee nominations and ballot election by the membership to fill the office for the remainder of the term.
- C. All other offices shall be filled by the majority of the board present and voting.
- D. Any officer who fills a vacancy of less than one year is entitled to two more consecutive terms, starting with the next election.

### **Section 6.4. Board of directors meetings**

- A. The board shall meet monthly, August through June.
- B. A quorum is defined as a majority of the board.
- 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. Unbudgeted expenditures that arise must be approved by the board. The board's action shall be presented to the membership at the next membership meeting.
- B. Appoint committee members when required and ratify appointments made by the president.
- 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 them to the membership.
- E. Receive information on matters that have been referred to the board by the club membership and to report back to the membership as directed.
- F. Vote to terminate members for cause.
- G. Fill by board vote a vacancy in any office except the president that has been declared vacant midterm.
- H. Oversee nominations and election by ballot election of the membership to fill the office of president midterm in the event that the first and second vice presidents are unable or unwilling to automatically become the president for the remaining term.
- I. 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.
- J. Approve standing rules amendments and to present them to the membership.

### **Section 6.6. District responsibility**

The president or their appointee is a voting member of the district executive board. The first vice president 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. Prepare agendas for and preside at all meetings of the membership and board.
- B. Have general supervision of all business and be a member ex-officio of all committees. The president may be a member of the nominating and election committees only if they are not a candidate for election.
- C. Appoint an auditor, with approval of 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. Share material received from the GFWC, CFWC, and district with the membership.
- G. Work with the corresponding secretary to maintain club information for members.

### **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. Maintain a list of all committee chairpersons and activities and events.
- C. Assist the president in the discharge of their duties and assume the presidency in the president's absence.
- D. Coordinate the Club annual reports and all activities within the community-service area with the chairpersons.
- E. If possible, become president if elected after the end of the president's second term or if the president's office is declared vacant midterm.
- F. Work with the corresponding secretary to maintain club information for members.

### **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 the Club and the GFWC, CFWC, and district.
- 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. Work with the corresponding secretary to maintain club information for members.

#### **Section 7.4. Recording secretary**

The recording secretary shall:

- A. Keep the minutes of all board meetings, submit them to the board for approval within five days of the meeting, and archive approved minutes including all attachments.
- B. Keep the minutes of all membership meetings, submit them to the membership for approval within five days of the meeting, and archive approved minutes.
- C. Coordinate with the treasurer to keep copies of all important documents secure, such as the charter, IRS letter of determination, and corporate filings submitted to the state of California and other entities.

#### **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 and federal tax, corporate, and other required forms and other financial, liability, and insurance documents.
- F. Deposit all Club receipts, including dues. Confirm dues payment with the second vice president.
- G. Serve as the chairperson of the finance committee.
- H. Oversee the Club bookkeeper.
- I. Manage the annual budget.
- J. Coordinate with the recording secretary to keep copies of all important documents secure, such as the charter, IRS letter of determination, and corporate filings submitted to the state of California and other entities.

### **Section 7.6. Corresponding secretary**

The corresponding secretary shall:

- A. Carry out 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 providing members with information about the club and membership requirements and benefits.
- C. Serve as chairperson of the newsletter committee.
- D. Be responsible, with the president, for public relations and marketing.

### **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 the list of members eligible to vote in the election of officers at the annual meeting.
- 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.
- 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.
- D. Be responsible for managing clubhouse rental scheduling calendars.
- E. Be responsible for coordinating setup and cleanup for rentals with clubhouse custodian.

## **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 approved 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 bylaws 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 committee shall be in close contact with prospective and absent members, reporting member illnesses to the president.
- C. Finance: The chairperson shall be the current treasurer. The finance committee includes the treasurer, president, and first and second vice presidents. In election years, the committee includes the incoming treasurer, president, and first and second vice presidents. The committee shall develop the annual budget and present it to the board for approval by August 1.
- D. Facilities: The facilities committee is responsible for maintaining the clubhouse, responding to emergencies, overseeing the rental manager for rental property, overseeing improvements for the clubhouse and rental property, and ensuring that clubhouse supplies are kept fully stocked.

### **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**

In January of an election year, the parliamentarian shall initiate the nominating process. The nominating committee shall:

- A. Be elected at the February membership meeting.
- B. Consist of up to five members and one alternate.
- C. Select a chairperson from its members.
- D. Include a majority of members who have not served on the preceding nominating committee.
- E. Be given prepared instructions on procedures prior to the committee's first meeting by the parliamentarian.
- 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. Consist of at least three members.
- C. Select a chairperson from its members.
- D. If an election is required:
  - iv. Provide ballots to members eligible to vote. These shall be confirmed by the membership chairperson.
  - v. Count the votes. The election committee chairperson is the head teller.
  - vi. Report to the membership the number of votes received by each candidate.
- E. Require that none of the election committee may be a candidate.

#### **Section 9.5. Election procedure**

- A. The method of election, as defined in the standing rules, shall be presented by the president at the March membership meeting.
- B. The method may include ballots transmitted electronically.
- C. The chairperson of the election committee shall declare the candidate with the highest number of votes received for each office elected after voting is completed.
- D. Newly elected and appointed officers will begin their duties June 1 and will be installed at the June membership meeting.

### **ARTICLE X – Ethical Standards**

- A. The board shall act in the best interest of the Club. A member of the board must abstain when they have any actual or potential conflict of interest that may impede or be perceived as impeding their capacity to act in good faith in the best interest of the Club, according to the Club’s Conflict of Interest Policy.
- B. All members participating in Club activities shall have the expectation of being in a safe environment and treated with mutual respect and courtesy.

## **ARTICLE XI – 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 XII – Amendment of Bylaws**

These bylaws may be amended at any membership meeting by a two-thirds vote of members present, 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 XIII – Terminal Decisions**

Terminal decisions are: withdrawal from the GFWC or the CFWC; dissolution of the Club; and sale of Club real property. These decisions shall be made only with an affirmative vote of a two-thirds majority of the board followed by an affirmative vote of a two-thirds majority of all eligible Club members. The president shall appoint a three-person committee from the membership to distribute the ballots, record the votes, and report the results to the membership within three days of the end of the voting period. The voting method for the membership shall be by ballot and shall meet these requirements:

- A. Members shall be notified in writing of the vote at two consecutive membership meetings before the ballots are distributed and also in the Club newsletter published in the month of the vote.
- B. Ballots shall be distributed to all members eligible to vote.
- C. Ballots may be sent and returned electronically.
- D. Voting method shall guarantee security and secrecy.
- E. Members shall have two weeks to return their ballot after the ballots are distributed.

Amended: November 2025