

BYLAWS

ARTICLE I. GENERAL PROVISIONS

Section 1. Name.

The name of this organization shall be the Rossmoor Woman's Club, herein called RWC. It is affiliated with the General Federation of Women's Clubs (GFWC), California Federation of Women's Clubs (CFWC), and the CFWC Orange District. Any reference made to the club in these bylaws shall encompass both the organization and the corporation.

Section 2. Principal Location.

The principal location for the transaction of business of the corporation shall be within 25 miles of the Rossmoor area. The Board is granted full power and authority to change the principal location.

Section 3. Purpose and Limitations.

The corporation is a Nonprofit Public Benefit Corporation, organized under California law. It is recognized by the IRS as a 501(c)(3) exempt organization. The Corporation is organized and operated for the following general purposes:

- a. To support local schools and nonprofit organizations with scholarships and donations of money and goods raised through club activities; to increase awareness of community needs and encourage involvement in activities that target those needs; and to promote fellowship among members.
- b. To exercise such of the rights, powers, duties, and authority of a nonprofit corporation organized under the Nonprofit Corporation Act of the State of California that is consistent with the preceding paragraph.
- c. The corporation shall not carry on a business with the general public in a manner similar to organizations that are operated for profit.

ARTICLE II. GOVERNANCE

The bylaws of the RWC shall govern RWC in all practices. Every amendment to the bylaws of RWC shall become effective and binding on this club when enacted.

The rules contained in the most recent edition of Robert's Rules of Order shall govern the meetings of the club in all cases to which they are applicable and in which they are not in conflict with the articles of incorporation, the bylaws, or the California Nonprofit Public Benefit Corporation law.

ARTICLE III. USE OF NAME

The name and logo of RWC may be used only by officers, committee chairs or others designated by the Board and consistent with RWC policies and procedures.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Eligibility.

Any interested person is eligible to be admitted to membership in RWC. Any former member whose membership has lapsed may be reinstated upon payment of current dues. Upon reinstatement, all previous years of membership shall be credited, excluding the period during which the member was inactive, and the member shall not be required to be reinstalled unless she requests it.

Section 2. Classes of Members.

There are two classes of membership in RWC: regular and emeritus.

- a. Regular membership requires paying annual dues on or before April 15 of each calendar year and purchasing or selling a minimum of 2 tour tickets for each of the two tours as well as

providing a minimum of 2 volunteer hours for the Garden Tour and 2 ½ volunteer hours for the Holiday Home Tour every year or as otherwise specified by the Board.

In addition, all members are strongly encouraged to participate in one or more RWC standing committees during their membership.

- b. Emeritus members are those members who have been in the club more than 10 years and can no longer perform the required obligations of regular membership. Members may submit an Application for Emeritus Status (available through the Board). Approval of this application is a board decision and careful consideration will be given on a case-by-case basis.

In addition, if at the annual membership renewal, they do not rejoin due to these conditions, the Financial Dues Secretary shall inform them that this alternative form of membership category may be available to them. Emeritus members are not required to pay club dues, support fundraisers or pay for a hard copy of the Gazette. RWC will pay for the Federation dues of Emeritus members, but Emeritus members are still responsible for paying for their meals at meetings. Emeritus members may neither hold office nor vote.

Section 3. Good Standing.

Those club members who have paid the required dues, who conduct themselves in accordance with any policies established by RWC, and who are not in violation of any bylaw, rule, or policy of the club shall be considered members in good standing.

Members in good standing are those club members who:

- 1) paid the required dues;
- 2) paid for or sold required fundraising tickets;
- 3) fulfilled volunteer hours to major fundraisers;
- 4) conducted themselves in accordance with any policies established by RWC; and

- 5) have not violated any bylaw, rule, or policy of the club.

The Financial Dues Secretary shall provide a list of members who have not met their financial obligations to the President and Recording Secretary. The Holiday Home Tour and Garden Tour Directors shall provide a list of members who have not met their volunteer (both hours and financial—i.e., ticket purchases) requirements to the President and Recording Secretary. After review, the President shall present the list of members not in good standing to the Board. The Board is responsible for determining when a member is no longer in good standing. The President is then responsible for notifying such members in writing that they are no longer in good standing. Members who are not in good standing lose all privileges of membership.

Section 4. Service Awards

- 1) Service awards are given to members in good standing at every 5-year anniversary, beginning at 10 years.
- 2) Members in good standing who have reached 50 years of membership may attend the Orange District Council member recognition meeting at the Club's expense during their anniversary year.
- 3) Members who have left the club in good standing and return at a later date will have their prior service credited for purposes of service awards and mention in the Red Book.

Section 5. Termination of Membership.

Club membership may be terminated if the member:

- 1) resigns by letter, email or orally to the President;
- 2) fails to pay dues within the period of time fixed by the Board;
- 3) fails to fulfill fundraising obligations, (in terms of tickets purchased or sold and volunteer hours); or
- 4) violates Article III, Use of Name, of these bylaws.

When a member resigns or is terminated from the Club, the President, Board, Redbook Editor and Editor will be notified.

Section 6. Liability of Members.

Except as provided by law, no member of the club is personally liable for all or any part of the debts, liabilities, or obligations of RWC.

ARTICLE V. FINANCIAL ADMINISTRATION

Section 1. Club and Fiscal Year.

The club (and fiscal) year of RWC shall begin on July 1 each year and end on June 30 the following year.

Section 2. Amount of Club Dues.

Changes in club dues must be approved at the April annual meeting of RWC by a two-thirds vote of those present and voting, provided that notice of the proposed change has been published in the Gazette newsletter in which the April general meeting is announced.

Section 3. Payment of Dues.

Dues for RWC regular members are payable to RWC and given to the Financial Dues

Secretary on or before April 15 of each year. Dues of new members are to be paid to the Fourth Vice President – Membership at the time the member completes the application for membership. After payment of dues, new members will have all the rights of active members of the club.

Emeritus members may receive the Gazette by mail without charge. Regular members who do not have email access will be charged an additional fee to cover printing and mailing costs. This fee shall be included with the membership dues collected by the Financial Dues Secretary and will be subject to change as costs rise. The Gazette Editor shall provide to the Financial Dues Secretary the list of those members who are receiving a hard copy of the Gazette.

Section 4. Assessment of Dues.

The portion of dues owed to CFWC Orange District, CFWC, and GFWC shall be paid from general funds of the club at times specified by Orange District.

Section 5. Annual Budget.

The annual budget shall be adopted by the incoming Board of Directors in June of each year for presentation to the membership at the September general membership meeting.

Section 6. Policies and Procedures.

The club shall set and maintain policies and procedures to create financial records which are consistent with **Generally Accepted Accounting Principles (GAAP)** and federal, state, and local laws.

Section 7. Signature Authority – Bank Accounts.

The following three officers are authorized signers of checks drawn on RWC bank accounts: President, First Vice President – Dean, and Treasurer. Electronic transfers are acceptable; however, when checks are used, they must be co-signed by two of the three officers. Checks are normally written by the Treasurer but ~~in an emergency~~ may be written by any of the three officers.

Section 8. Insurance.

The club shall obtain and keep in effect insurance policies to cover actions of officers and directors and also to provide for liability coverage.

ARTICLE VI. OFFICERS

Section 1. Purpose.

RWC members shall elect officers to fulfill the functions of administration, program, fundraising, membership, finance, public relations, and hospitality.-

Section 2. Elected Officers.

The elected officers shall be: President, First Vice President – Dean, Second Vice President – Program, Third Vice President – Fundraising, Fourth Vice President – Membership, Holiday Home Tour Officer, Garden Tour Officer, Recording Secretary, Corresponding Secretary, Financial Dues Secretary, Treasurer, Budget and Finance Officer, Public Relations Officer, Registrar, and Hospitality Officer. These officers constitute the RWC Board of Directors.

No individual may hold more than one elected officer position at a time; however, officer positions may be shared. Each position on the Board has one vote. If a position is shared, the position will have only one vote on the Board.

Section 3. Appointed Positions.

These positions are administrative in nature and are appointed by the incoming President on an as-needed basis. The list and general duties of these positions are defined in the Bylaw Policies and Procedures section and not here as they may or may not be needed or new ones added. The positions must be approved by the board and are for fiscal year only. Appointees may attend Board meetings but do not have voting rights.

Section 4. Term of Office and Vacancies in Office.

Terms of office begin on July 1 and end on June 30 of the following year. This applies to both elected and appointed positions.

Individuals should serve no more than six consecutive years on the Board unless no other qualified individual is identified.

Vacancies in office shall be filled by appointment of the President, with board approval. A seven-day notice shall then be given to the membership for approval at the next General Meeting. However, a vacancy in the office of President shall be filled by the serving First Vice President—Dean.

Section 5. Duties. Officers shall perform the duties prescribed by these bylaws and by the most recent edition of Roberts Rules of Order. The

duties of the elected and appointed officers are described in the RWC Policies and Procedures.

Section 6. Compensation of Officers.

The elected and appointed officers of the corporation shall not receive monetary compensation for their services.

Section 7. Resignation/Removal.

Except as provided below, any officer may resign by giving written notice to the President or Recording Secretary. The resignation shall be effective when the notice is given unless the notice of resignation specifies a later effective date.

Any elected officer may be removed from the Board by two-thirds vote of the members present at any general or special meeting of the membership. Any appointed officer may be removed at any time by a two-thirds vote of the Board at any duly called meeting where a quorum is present.

ARTICLE VII. NOMINATIONS

The Nominating Committee shall consist of seven members, including two alternates. The Board shall appoint five members, including the two alternates, from the membership. The general membership shall nominate and elect two members from the floor at the September General Meeting.

The Parliamentarian shall call the first meeting of the committee at which time the committee shall choose a chairperson.

Nominating Committee members shall have been active RWC members for at least 2 years preferably with prior experience as Board members or Committee chairs. Committee members serve on the committee for 2 years in staggered overlapping terms.

A list of current year's committee members will be created by the Parliamentarian and submitted to the successor Parliamentarian and Recording Secretary to assist with the selection of future Nominating Committee members.

Although the names of proposed candidates are to be held in confidence during the work of the Committee, the Nominating Committee Chair will provide regular updates to the Board about the progress of the Committee. The Committee may also solicit assistance from the Board in identifying additional candidates. (Additional information about the Nominating Committee may be found in the Policies and Procedures, Section 7, Duties and Composition of Standing Committees, f, Nominating Committee of this Red Book.)

At any time during the year, individuals who are qualified and interested in participating on the Board may express interest in shadowing or mentorship opportunities for specific positions with Board approval.

ARTICLE VIII. ELECTIONS

The nominating committee shall present the slate of nominees at the March general meeting of the election year and publish the slate in the April Gazette. Nominations for each office are open and may be made from the floor at the April general meeting. Election shall be by written ballot at the annual meeting in April by members in good standing, in case of a contested office. A plurality vote shall elect. When there is only one candidate for an office, the members may dispense with the ballot and elections may be held by a raising of hands.

ARTICLE IX. BOARD OF DIRECTORS

Section 1. Powers of the Board of Directors.

The Board (subject to restrictions of law, the Articles of Incorporation, these bylaws, and RWC Policies and Procedures) shall exercise all

powers of the corporation. Without limitation on the general power, except as specified herein, the Board may do the following:

- a. Policies. Adopt policies, rules, and procedures for the management and operation of the corporation.
- b. Contracts. Enter into contracts and agreements with individuals and with public and private entities for the advancement of the purposes for which the corporation is organized.
- c. Property. Acquire, construct, and possess personal property for the benefit of the corporation.
- d. Bank Accounts. Establish one or more bank accounts and/or special funds in order to accomplish and further the purposes of the corporation.
- e. Committees. Appoint committees as necessary for the operation of the corporation.
- f. Ex-Officio members of the Board. Appoint any number of non-voting ex-officio officers who the Board believes will make contributions to the activities and operations of the corporation. Ex-officio officers shall serve at the pleasure of the Board in an advisory capacity only and shall not have any of the rights or obligations applicable to voting officers under the law or these bylaws.
- g. Other. Do and perform all acts and exercise all powers incidental to, or in connection with, or deemed reasonably necessary for the proper implementation of the purposes of the corporation.

Section 2. Number/Qualifications.

- a. The Board of Directors shall consist of all elected officers. The titles “officer” and “director” may be used interchangeably for elected positions.
- b. Every Board member shall be a club member in good standing.

Section 3. Notice of Board Meetings.

Notice of Board meetings specifying the time and place of the meetings shall be given to each director at least seven days before the meeting.

Section 4. Special Board Meetings.

The president shall have the authority and flexibility to call an emergency Board meeting, or any meeting, when an issue cannot wait for the next regularly-scheduled Board meeting. The President shall call for such a meeting either in person or by Zoom with a minimum of 3 days' notice or, if all Board officers individually or collectively consent in writing (including email) to a prescribed time. In some rare circumstances, when an emergency issue must be decided without the ability to bring a quorum together, issues may be voted on by email as long as a majority of Board members agree that this method is necessary.

These written consents shall be filed with the Board minutes along with the actions agreed upon in such meetings.

Section 5. Executive Sessions

An Executive Session may be called by the Board when a confidential item is up for discussion, such as recommendations by the Nominating Committee, emeritus requests or other issues where discretion is key.

An Executive Session requires a majority vote of the Board. All persons who are not elected Board Members are excluded. The minutes of the Executive Session shall show the action taken by the Board without including specific details. When Executive Sessions are necessary, they will be held at the end of a Board Meeting.

Section 6. Quorum.

A majority of the number of voting officers shall constitute a quorum of the Board for the transaction of business.

Section 7. Act of the Board.

Unless otherwise restricted by law or these bylaws, every act or decision made by a majority of officers present at a Board meeting duly held at which a quorum is present shall be an act of the Board. A meeting at which a quorum is initially present may continue to transact business until there is no longer a quorum present.

Section 8. Adjournment.

A majority of the officers present at a Board meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given to the officers who were not present at the time of the adjournment prior to the time of the resuming meeting. Any business that might have been transacted at a meeting as originally noted may be transacted at a resumed meeting.

Section 9. Property Rights.

No officer shall have any property rights in any asset of the club.

ARTICLE X. ADVISORY COMMITTEES.

The Board may establish advisory committees composed of any number of directors and non-directors. Advisory committees (also known as administrative chairs) shall provide advice and recommendations to the Board but shall not have the authority of the Board or any final decision-making authority. Standing advisory committees' composition and duties are described in the club policies and procedures.

ARTICLE XI. MEETINGS OF MEMBERS.

Section 1. Place of Meeting.

Meetings of the members shall be held in the location as approved by the Board.

Section 2. Annual Meeting.

An annual meeting of members shall be held in April of each year at a location determined by the Board. At this meeting any proper business may be transacted. Notice of the annual meeting shall be announced in the April Gazette.

Section 3. Quorum.

Twenty-five percent (25%) of the voting members shall constitute a quorum for the transaction of business at any general meeting of the members.

Section 4. Eligibility to Vote/Number of Votes.

Members entitled to vote at any general meeting shall be all those members in good standing as of the date the vote is taken and who are present at the meeting. Each voting member in attendance shall be entitled to one vote at any annual meeting of members.

Section 5. Proxies.

Voting by proxy is not allowed.

ARTICLE XII. PROPERTY

The title of all property, funds, and assets of the club shall at all times be vested in the club for the joint use of the members, and no member or group of members shall have any severable right to all or any part of such property. The club shall have complete control over the acquisition, administration, and disposition of its property except that such property shall not be used for any purposes contrary to those of RWC.

ARTICLE XIII. LIABILITY AND INDEMNIFICATION**Section 1. Liability.**

Subject to any limitations contained in the California Corporation Code, there is no monetary liability on the part of, and no cause of action for damages shall arise against, any volunteer, director or officer of the corporation based on any alleged failure to discharge the person's duties as a volunteer director or officer, if the duties are performed in accordance with the standards of conduct provided for in the applicable law.

Section 2. Indemnification.

- a. Right to Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in the California Corporations Code,

including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as the term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section.

“Expenses” as used in this bylaw shall have the same meaning as in the California Corporations Code.

- b. **Approval of Indemnity.** On written request to the Board by any person seeking indemnification, the Board shall promptly determine whether the applicable standard of conduct has been met, and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are party to the proceeding with respect to which indemnification is sought presents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of club members. At that meeting, the club members shall determine whether the applicable standard of conduct has been met and, if so, the club members present at the meeting shall authorize the indemnification. All such proceedings shall be controlled by the applicable California law.

ARTICLE XIV. MISCELLANEOUS

Section 1. Inspection of Records.

The members and directors of the corporation shall have the right to inspect the records of the corporation to the extent and under the circumstances provided by the California Nonprofit Public Benefit Law.

Section 2. Annual Report.

In lieu of an annual report, the RWC Redbook shall contain the following information in appropriate detail:

- a. A balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year.

- b. The names and addresses of the current members.
- c. A statement of any transaction of indemnification if required by applicable law.

Section 3. Conflicts of Interest.

Board members and committee members must actively seek to avoid situations and activities that create an actual or potential conflict between the individual personal interest and the interest of RWC. If a Board member or committee member believes that a conflict exists relative to a particular issue being considered by the Board or any committee, the member shall disclose the conflict to the Board or committee, as appropriate. The Board member who is the subject of the conflict must abstain from voting on the issue.

For purposes of this section and these bylaws, a “conflict of interest” means a situation in which a Board or committee member is part of a discussion or decision by the Board or a committee that has potential to financially benefit that Board or committee member or a member of the Board or committee member’s immediate family. “Immediate family” includes a member’s spouse or domestic partner; children and grandchildren, whether related by birth, adoption, marriage, or legal guardianship; parents and grandparents; siblings; and all corresponding in-law relationships.

Both the fact and the appearance of a conflict of interest should be avoided. Board members or committee members who are unsure as to whether a certain transaction, activity, or relationship constitutes a conflict of interest should discuss it with the president, who will determine whether disclosure to the Board or the assistance of legal counsel is required.

Section 4. Intellectual Property.

All intellectual property prepared or purchased by or on behalf of the corporation, including but not limited to RWC’s name, promotional materials, newsletter, contract(s), membership lists, and contributor lists

shall be the exclusive property of the corporation and Board members agree to deal with it as such. Board members agree that they will not sell, transfer, publish, modify, distribute, or use for their own purposes, the intellectual property belonging to the corporation without prior approval of the Board, memorialized in writing and signed by the president.

Section 5. Required Disclosures.

The club shall comply with the disclosure requirements of federal and state agencies to which it is subject.

Section 6. Robert's Rules of Order.

The rules contained in the most recent edition of Robert's Rules of Order shall govern the meetings of the club in all cases to which they are applicable and in which they are not in conflict with the articles of incorporation, the bylaws, or the California Nonprofit Public Benefit Corporation law.

ARTICLE XV. AMENDMENTS

Amendment to Bylaws.

These bylaws may be amended, or repealed and new bylaws adopted, by a two-thirds vote of the Board. However, approval of two-thirds of the members in attendance at a general meeting is also required for any new bylaw or any amendment to the bylaws that would:

- Affect the members' financial obligations (such as dues and other financial requirements) and the members' rights as to voting or dissolution
- Effect an exchange, reclassification, or cancellation of all or part of its membership
- Change the number of directors
- Allow any director to hold an office by designation or selection rather than by election of the members
- Change the quorum for members' meetings or
- Repeal, restrict, create, expand, or otherwise change proxy rights.

All proposed bylaw amendments or new bylaws must be provided to the officers and/or members eligible to vote at least 10 days before the vote.

ARTICLE XVI. DISSOLUTION

Section 1. Voluntary Dissolution.

The club may be voluntarily dissolved at any time by a two-thirds vote of the voting members of the club voting at a properly called and noticed membership meeting where a quorum is present.

Section 2. Remaining Assets.

Upon dissolution of the club, all debts thereof shall be paid and its affairs settled. All remaining assets shall be distributed to nonprofit organizations, organized and operating exclusively for charitable purposes and which qualify as a nonprofit organization under the provisions of Internal Revenue Code Section 501(c)(3) as agreed upon by the majority vote of the Board.