

BYLAWS  
for  
THE WOMAN'S THURSDAY CLUB OF FAIR OAKS, INCORPORATED

ARTICLE I NAME

The name of this club shall be The Woman's Thursday Club of Fair Oaks, Incorporated.

ARTICLE II PURPOSE

The purpose of The Woman's Thursday Club of Fair Oaks, Inc. shall be to initiate and participate in charitable and philanthropic activities, to promote education, preserve natural resources, grant youth scholarships, work for the betterment of our community and to develop friendship.

ARTICLE III MEMBERSHIP

Section A. There shall be two classes of membership: Active and Honorary Life.

1. Active membership shall be accepted upon the recommendation of the membership Chairman or of one (1) member, and upon filing an application form with payment of an initial fee of twenty five dollars (\$25). The annual dues shall be twenty five dollars (\$25) due starting June 1. The reinstatement fee after December 1 shall be thirty dollars (\$30). The new member fee after January 1 shall be twenty dollars (\$20).

2. An Honorary Life Member is one whose dues will be paid annually by the Club for her lifetime. She is included in the list of regular members, having all such rights and privileges. Life membership may be conferred upon a member by approval of the Board of Directors and a majority vote of the Club members present at a general meeting, after she has had outstanding service and fifteen (15) years of membership.

Section B. The Membership Chairman will issue Directories upon payment of dues and will see that each new member receives a copy of the Bylaws.

Section C. The Membership Chairman shall furnish the Treasurer with a list of all new members, together with the money received for dues. She shall also send to the Recording Secretary and to the Directory makeup chairman a list of all members in good standing, together with addresses and phone numbers.

Section D. Each member shall have the privilege to bring guests to the Club. Each guest may attend not more than two (2) meetings a year.

Section E. The fiscal year of the Club shall begin June 1 and end May 31.

## ARTICLE IV DIRECTORS. OFFICERS AND METHOD OF ELECTION

Section A. The corporate powers, business and property of the Club shall be administrated by the Board of Directors.

1. There shall I be thirteen (13) Board members: the six (6) elected officers of the Club. five (5) Directors elected from the membership and the Parliamentarian, appointed by the President, with no voting privilege. The Immediate Past President or immediate Past President pro tem will be considered a Board Member in an advisory capacity, with no voting privilege.

2. The Officers of the Club shall be the President First Vice President, Second Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Parliamentarian and Immediate Past President or Immediate Past President pro tem.

3. Officers and Directors shall be elected at the April meeting, except the Parliamentarian, who shall be appointed, and the Immediate Past President or Immediate Past President pro tem. If there is but one nominee for each office, the vote shall be by viva voce, If there is more than one nominee for any office, the vote shall be by ballot. A plurality vote shall constitute an election.

4. A Nominating Committee consisting of five (5) members and two (2) alternates shall be elected by the Club at the regular February meeting. The Chairman of the Nominating Committee shall be chosen by the five (5) members of that committee under the direction of Parliamentarian which thereby ends her participation on the committee. If a member of the Nominating Committee becomes a nominee, she may remain on the Nominating Committee.

5. The Nominating Committee shall present a slate at the March meeting containing the names of the candidates who have consented to run for all offices and open directorships. This slate and any additional nominees shall be printed in the April Newsletter.

6. Nominations may be made from the floor on the day the slate is presented, and again just prior to election at the April meeting.

7. Before any name is placed in nomination, the nominee's consent must be obtained.

8. To be a nominee for the office of President, a candidate shall have been an active member for at least three years and served as a Chairman of a Standing Committee or a member of the Board for at least one of those years.

9. To be a nominee for the office of First Vice President, the candidate shall have been an active member for at least Two years.

10. The installation of newly elected officers shall take place at the May general meeting. Their official duties commence on June 1.

Section B. Term of Office

1. The term of office of the President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and Parliamentarian shall be for one year.

2. The term of office for Directors shall be for three years.

3. No Director shall serve two consecutive terms unless she has served as director with a term of only one year. After a Director has served at least one year she can be elected as an officer. The Board shall then elect a new director for the remainder of that term.

Section C. Duties of Officers

1. The President shall preside at all meetings of the Club and have general supervision over Committee Chairmen and over the affairs of the Club. She shall appoint all Chairmen of Standing and of Special Committees as deemed necessary, with the ratification of the Board. She shall be an ex officio member of all committees, except the Nominating Committee, and an Honorary member of each Section.

2. The First Vice-President shall assist the President in discharging her duties. In the absence of the President she shall preside. She shall serve as Program Chairman.

3. In the absence of the President and the First Vice-president, the Second Vice-President shall preside. She shall serve as Membership Chairman.

4. The Recording Secretary shall keep minutes of the Club and Board of Directors meetings. She shall preserve in her files a copy of the Bylaws and Standing Rules. She shall be custodian of all contracts, minute books, reports and other papers, except only the correspondence. She shall attest the signature of the President, Treasurer or Secretary, as the case may be, to all Club contracts or other written instruments.

5. The Corresponding Secretary, upon the direction of the President, shall take charge of all correspondence with the Club, send out notices and in the absence of the Recording Secretary shall perform the duties of that office.

6. The Treasurer shall receive and hold all moneys and shall pay out the same only on an affirmative vote of the Board of Directors or the General Membership, except for emergency bills as specified in the Standing Rules. She shall report monthly to the Board of Directors and at the general meetings. She shall be responsible for all financial records and give an annual financial report at the June Board of Director's meeting and at the next General Meeting in October. A copy of the final report shall accompany the books of the treasury to the auditor by June 5. The books shall be returned to the new treasurer by June 15. At the end of the fiscal year she must review and comply with the current tax regulations. All correspondence received from the Franchise Tax Board or Internal Revenue Service must be answered immediately.

7. The Parliamentarian shall give parliamentary information, when necessary or when called upon, and is responsible for having a copy of Robert's Rules of Order Newly Revised at each meeting. She shall be Chairman of the Bylaws Committee consisting of three members which she appoints and shall oversee nominations and election procedures.

## ARTICLE V MEETINGS

### Section A.

1. Regular meetings of the Club shall be held on the second Thursday of each month, beginning in October and ending in May.
2. No business shall be transacted at a meeting without a quorum. Twenty-one (21) members shall constitute a quorum for the Club,
3. A special meeting of the Club may be called at any time by the President or upon the written request of three members. No business shall be transacted at such meeting except that specified, in the call.

### Section B.

1. A Membership Invitational shall be held if possible on the second Thursday in September.

## ARTICLE VI BOARD OF DIRECTORS

### Section A.

1. All business should, if possible, first be presented to the Board of Directors. The Board shall meet monthly, preferably on the last Thursday of each month. The President may transact emergency business by telephoning each Board member.
2. Special meetings of the Board of Directors may be held at the call of the President or three voting Board Members.
3. No expenditures for new projects in excess of two-hundred fifty dollars (\$250) shall be authorized by the Board of Directors at one time for the same general purpose without the consent of the Club. In case of an emergency five hundred dollars (\$500) may be authorized by the Board of Directors.
4. Vacancies in the Board of Directors shall be filled by the Board until the next annual election.
5. A summary of the action taken at the Board of Directors meeting shall be presented to the Club at the next regular meeting.
6. The Board of Directors shall review the Standing Rules at the beginning of each Club year and present them for adoption at the November general meeting.
7. Six (6) members shall constitute a quorum for the Board of Directors.

## ARTICLE VII COMMITTEES AND CHAIRMEN

### Section A.

1. The Standing Committees shall be Amenities - Budget - Citizenship - Devotional - Membership - Newsletter - Press and Publicity - Program - and Ways and Means.

2. The President may also appoint the following Chairmen: Clubhouse Manager - Clubhouse Grounds Manager - Decorations - Garden - Health - Historian - Legislation - Music - Refreshments - Sunshine - Telephone - and any other chairmen and special Committees deemed necessary.

3. The Chairman of each committee shall be appointed by the President with the exception of the Budget, Nominating and Bylaws Committees. Committee members shall be appointed by the Chairman in consultation with the President, with the exception of the Budget and Nominating Committees as provided in other sections in these Bylaws.

Section B. The Membership Chairman, Clubhouse Manager, Clubhouse Grounds Manager and all Section Leaders may report monthly to the meeting of the Board of Directors.

Section C. The Budget Committee shall be the Treasurer as Chairman, the President First Vice-President, Immediate Past President, Clubhouse Manager and Clubhouse Grounds Manager. The Chairman shall be responsible for the administration of the operational fund and recommend changes as needed. The budget shall be presented for adoption at the May general meeting following the installation of new officers.

#### ARTICLE VIII SECTIONS

Section A. Sections of the Club may be formed for the study, participation in and appreciation of special subjects and upon the approval of the Board of Directors.

1. A member of any section must be a member of the Club. Any member of the Club is entitled to become a member of any Section. Each Section member shall have the privilege to bring guests to a Section meeting. Each guest of a Section may attend not more than two (2) meetings of that Section a year.

2. Each Section shall elect a Leader and any other officers as deemed necessary for the conduct of its affairs.

3. Leaders may appoint instructor(s) desired by the Section. Any expense incurred shall be the responsibility of said section members.

Section B. Sections may or may not levy dues, but in no event shall said dues exceed two dollars (\$2) per year.

1. All Section moneys derived from all activities of the Section shall be distributed in the name of the Club. Improvements to the Club must be approved by the Board of Directors. A Section may establish an operational fund which may not, at the end of the fiscal year, exceed one hundred dollars (\$100).

#### ARTICLE IX PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall be the guide in all matters not in conflict with the Articles of Incorporation and the Bylaws.

#### ARTICLE X AMENDMENTS

These Bylaws may be amended at any general meeting by a 2/3 vote of the members present and voting, provided all members were notified of the proposed amendment(s), in writing, stating the existing Bylaws and the proposed amendment(s) at least three (3) weeks prior to their consideration.

#### ARTICLE XI DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

Bylaws Committee: Bylaws Chairman, Marguerite Smart; Bette Benedetti, Janet McWilliams, and June Melvin.

Amended March 11, 2010